

# Bylaws of Sacramento Valley Region

## Porsche Club of America

Effective January 1, 2021

### 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. The current address shall be posted on the Regions website or by contacting the Club Secretary.

### 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 I - 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 the Certificate of Incorporation, issued under the statutes of the State of California and the Sacramento Valley Region, and in these Bylaws.

#### SECTION 2 - Corporate Seal

The seal of the organization shall be inscribed with the name SACRAMENTO VALLEY REGION and the initials PCA.

#### SECTION 3 - Badge

The badge shall contain the name SACRAMENTO VALLEY REGION and the initials PCA. No substantial alteration to the logo/badge may be adopted by the Club unless approved by a 75% majority vote of its active and family active members.

## **ARTICLE FOUR**

### Membership, Membership Area, Dues and Fees

#### SECTION I - Memberships

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 interested in the Club and its objectives as provided in Section 2 (B), (C), and (D) 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. The word "co-owner", in addition to its usual meaning, shall include a person who holds a substantial stock ownership in a franchised Porsche dealership or distributorship.

#### SECTION 2 - Classes of Membership

- a. ACTIVE – Any owner, lessee or co-owner of a Porsche acceptable to a Regional Club, who is 18 years of age or older, having paid Club dues and fees as required.
- b. FAMILY-ACTIVE - An individual requested by an Active member as his or her Family- Active member, restricted to persons 18 years of age or older, whether otherwise qualified for active membership by ownership of a Porsche or not.
- c. ASSOCIATE – Any Active member who ceases to own, lease or co-own a Porsche while in good standing, or any person, employed by a Porsche-oriented business, interested in the Club and its objectives having paid Club dues and fees as required. A person of the Associate member's family who has been a Family-Active member as in (B) above, may continue as a Family-Associate member similarly.
- d. HONORARY – Any person who, on the affirmative vote of the Board of Directors, 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 the affirmative vote of the Board of Directors be renewed. Honorary membership in Sacramento Valley Region does not extend or include membership in Porsche Club of America.
- e. LIFE – Any person who, on the affirmative vote of the Board of Directors, is deemed to have performed such extraordinary service to the Club as to warrant this singular honor. Each and all Region Presidents, upon termination of the President's elected term, shall automatically be a life member of the Region without such vote, so long as they remain an Active/Family-Active member of

the National Organization. A Life member shall be considered as an active member of the region, may name a family member under (A) above. Life membership in Sacramento Valley Region does not extend or include life membership in Porsche Club of America.

- f. AFFILIATE MEMBER – A 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 - Membership Applications

Applications for membership may be made either through the National Office or Sacramento Valley Region, either of which may reject it.

### SECTION 4 - Dues

National annual dues for the various classes of membership shall be determined from time to time by the National Board of Directors. National dues shall be collected by the National Club, which shall refund to Sacramento Valley Region such part thereof as shall have been set by the Board of Directors. National dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed.

### SECTION 5 - 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 6 - Privileges

Members, including family members, in good standing shall be entitled to all the privileges of the Club, except that honorary members, associate members and affiliate members shall be entitled neither to vote nor hold elective office, and except further that family-active members, affiliate members, and family associate members shall not be entitled to receive any duplication of any Club mailing to the active member. Ballots will be mailed (or, if electronic means shall have been approved in accordance with these Bylaws, then by mail, by electronic means or any combination thereof), to active members only, with space for the vote of the family-active member. Only active members and family-active members, in good standing, shall be eligible to be nominated for elective Club office. The active and family active member may cast only one vote each in any election or referendum.

### SECTION 7 – Suspension, Resignation, Transfer, Termination

Membership in the organization may be changed by:

- a) Suspension: Any member may be suspended by a two-thirds vote of the Regional Club Board of Directors for infractions of SVR or PCA rules or regulations, or, for actions inimical to the general objectives or best interests of SVR or PCA. Upon written notice from the Board of Directors of such suspension, the suspended member shall be afforded reasonable opportunity to be heard, in person or through a representative, by the PCA National Board of Directors, or, a committee appointed by the National Executive Council for the purpose, concerned the alleged misconduct. In order to be considered valid, such 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 tendered, the member is automatically expelled from PCA at the end of the 45-day appeal window. In the event of an appeal, the Board of Directors may thereafter 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.

- b) Resignation: Any member may resign by addressing a letter of resignation to the Secretary of SVR. The member's resignation shall become effective upon receipt and all club privileges shall terminate as of that date. Resignation of an Active member likewise terminates the membership of his/her Family or affiliate member.
- c) Transfer: A member may request transfer to another Regional Club within the jurisdiction of PCA National. The request must be submitted in writing.
- d) Termination: An Active member or Associate member may terminate or change the Family-Active, Affiliate or Family-Associate membership by written notice to the National office.

#### SECTION 8 - 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 Bylaws.

### **ARTICLE FIVE**

#### Meetings of the Members

##### SECTION 1 – Annual Planning Meeting

An Annual Planning Meeting of the members shall be held by call of the Board of Directors at such time and place as they may determine. The purpose of the Annual Planning Meeting will be to plan the yearly events for SVR. Notice to be published in December issue of club's monthly newsletter.

##### SECTION 2 – Board Meetings

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

##### SECTION 3 - Rules of the Board Meetings

President or appointee shall preside. Secretary or appointee shall record the Minutes.

##### SECTION 4 - Voting

Unless otherwise specified in the Bylaws, all matters properly put to a vote at the Annual Planning Meeting of the general membership will be carried when:

- (1) A simple majority of the voting Members in good standing, present vote, or
- (2) A simple majority of the voting Members voting in response to a mailed, emailed, or electronic 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 Planning Meeting.

### **ARTICLE SIX**

#### Directors, Term of Office, Ballots and Elections

## SECTION 1 - Board of Directors

The elected and immediate past President shall constitute the Board of Directors of SVR. It shall be the responsibility of the Board of Directors to determine all matters of Club policy. The Board of Directors shall insure the proper conduct of the administrative affairs of SVR, the fulfillment of duties by the officers, and compliance with these Bylaws. All decisions of the Board of Directors involving major policy considerations shall be arrived at in a Board meeting or by mail, telephonic or electronic canvass of the entire Board, to the fullest extent permitted by law. All decisions shall be by a simple majority vote of the Board members, provided a quorum is met, to the fullest extent permitted by law. All decisions of the Board of Directors at any called meeting of the Board shall be by a simple majority of votes cast by those members present, provided a quorum is met, to the fullest extent permitted by law. The Board of Directors shall be responsible for the proper functioning of the several Committees and shall insure compliance with these Bylaws and the Articles of Incorporation of SVR in accordance with the laws governing such corporations in the State of California.

## SECTION 2 – Elected Directors

The elected Directors of the Club shall be President, Vice President, Secretary, Treasurer, Membership, and Social. The President who is termed out, shall be the immediate Past President.

## SECTION 3 - Term of Office

The term of office begins January 1 and ends on December 31 of the second year. The term of office shall be two (2) years or until their successor is duly elected, qualified and installed. 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. A member filling a vacancy on the Board shall serve only the unexpired term of the Director that they replaced. After a one (1) year break a member may serve in any office they previously held on the Board.

## SECTION 4 - Nomination

No later than April 1st of each year the Board of Directors shall elect one of its non-elected members as Chairperson of the Nominating Committee or a member in good standing. The Chairperson of the Nominating Committee shall select three (3) 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. An online process will be available on the SVR website to members in good standing to self-identify positions they are interested in serving, the form also will be available in THE DRIFTER. Not later than October 1st 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 members willing to serve as a Director. These names shall be presented to the Board of Directors by the Nominating Committee Chairperson not later than the October Board of Directors meeting. Candidates' "Statement of Candidacy" will be available on the SVR Website and in THE DRIFTER. 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. No later than November 1<sup>st</sup> of each year, the Secretary, or designated alternate, provides each voting member in good standing a ballot submitted by the Nominating Committee.
- b. The ballot shall contain the following:
  1. Instructions to vote for no more than one candidate for each Board position.

2. A statement noting the calendar date deadline for the postmark of ballots, the address to return mail in ballots, as well as the deadline for electronic ballots.
3. Space for write-in candidates and membership number for each Board Position.

#### SECTION 6 - The Ballots and Election

- a. All paper ballots must be returned by mail postmarked by the calendar date deadline noted in the ballot to be counted.
- b. All paper ballots will be returned to the address specified in the voting instructions.
- c. All electronic ballots must be completed by the November 20<sup>th</sup> deadline.
- d. Electronic ballot results will be provided to the Nominating Committee.
- e. Not later than November 25<sup>th</sup> of each year, the Secretary, or alternate member designated by the President (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. President notifies candidates of the election results. Announcement of the successful candidates will be made by the President at the December meeting, THE DRIFTER, and on the SVR Website. 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, without reasonable cause or a submitted report, of the Board of Directors. Vacancies on the Board of Directors shall be filled by election of a member in good standing as a Director by a simple 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 paragraph (a) above.
- c. The position of Past President, if vacated, shall be filled with the most recent Past President available to serve.

#### SECTION 8 - Combined Meetings

A combined meeting of the outgoing and incoming elected and appointed Board of Directors shall be held prior to the Annual Planning Meeting for the purpose of transferring records and discussing pending business.

#### SECTION 9 - Call of Meetings

Meetings of the Directors will be held by the call of the President. Meetings may also be called by a simple 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 10 - Quorum and Voting

Four (4) Directors shall constitute a quorum for the transaction of business at any or special meeting of the Board of Directors. There shall be no proxy voting by any Director. The vote of at least three (3) 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, including the Past President, may vote. All decisions shall be by vote of the Board members, provided a quorum is met.

#### SECTION 11 - Continuity

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

## ARTICLE SEVEN

### Director's Positions and Duties

#### SECTION 1 - The Duties of President Shall Be:

- a. The President is a voting member of the National Board of Directors and participates in all National Board of Directors meetings.
- b. To preside over all meetings; prepare the agenda and direct the discussion thereof.
- c. Act as an ex-officio member of all committees, except the Nominating Committee.
- d. Execute all documents and correspondence in the name of the club as authorized by the membership or the Board of Directors.
- e. He may act as a signer or co-signer of regional checks.
- e. To perform other duties as are usual to a presiding officer.

Note: If the President is an Affiliate member, they may not hold a vote on the National Board of Directors.

#### 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 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. 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 communicate changes in membership status received in writing to the SVR Membership Director and PCA.
- d. To accomplish other duties required of the Secretary by these Bylaws, or other applicable laws.
- e. To chair the Bylaws Committee and to keep and maintain the SVR Statement of Policy. To publish, in THE DRIFTER, notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club.

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 and to prepare and file timely, all tax returns including informational returns.
- b. To maintain the Clubs bank accounts to facilitate the club's financial dealings.
- c. To furnish upon request of the Board of Directors, to any auditor or CPA designated by the Board of Directors, all financial reports and/or books and statements as provided in the Bylaws and cause a report to be issued to the Board.
- d. To review budgets submitted by Committee Chairs, Special Appointees, and Board Member and make recommendation for approval to the Board of Directors.
- e. To create an annual overall budget for the club.

SECTION 5 - The Duties of Social Director Shall Be:

- a. To develop a 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, subject to approval of the Board of Directors.
- c. To proactively work with Members in the preparation of event budgets and requests for reimbursements.
- d. To review and recommend approval to the Treasurer, "zero cost" budgets for events (i.e. dinners and tours) approved at the Annual Planning Meeting.
- e. To work closely with the Vice President and Competition Chair to ensure that SVR has a coherent annual program which meets the various needs of its members.
- f. To aid the event host in the negotiation and procurement, of suitable sites for social events.
- g. To coordinate with other organizations in connection with conducting and participating in social events.
- h. To issue press releases concerning social events, and to publicize such events within THE DRIFTER, social media and email.
- i. To appoint, with approval of the Board of Directors, such Special Committees as necessary to carry out the above.

SECTION 6 - 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 notify THE DRIFTER Editor of the names of new members to be published.
- d. To maintain the master list of all members and their respective membership classifications.
- e. To sponsor new member activities.

SECTION 7 - The Duties of Past President Shall Be:

- a. In order to provide continuity, to continue in an advisory capacity.
- 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 prepare the final SVR property inventory report for submission at the December Board meeting.

## ARTICLE EIGHT

### Committees

Committee Chairpersons report to the entire Board of Directors rather than a single Director.



### SECTION 1 – Chaired Committees

Chaired Committees include Advertising, Autocross, Breakfast, Charity, Competition, Safety, Concours, Dealer Liaison, Drifter Editor, Historian, New Member, Nominations, Rally, Safety, Social Media, Technical, Tour and Webmaster. Committee Chairs are appointed by, and serve at the pleasure of, the Board of Directors.

### SECTION 2 - Annual Event Committees

There shall be as many Annual Event Committees appointed as required to carry out annual events of SVR and require a period of advance planning and negotiation which may overlap the terms of two Boards of Directors.

Chairpersons of these events are 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 be the Chairperson of that Annual Event.

### SECTION 3 – Special Committees

Special Committees may be appointed at any time by the Director 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 may be subject to approval of the Board of Directors.

## **ARTICLE NINE**

### SVR Property

#### SECTION I - 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 or direction of the Board of Directors.

## **ARTICLE TEN**

### Obligations and Indebtedness

#### SECTION I - 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 Bylaws 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 member or Director shall incur any obligations or indebtedness in the name of the Club in excess of the sum of \$100.00 without prior approval of a majority of the Board of Directors, except for the following purposes:

- a) Printing, mailing, postage, or other expenses of the Club's official publication.
- b) Stationery and postage for ordinary administrative use.

#### 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.

#### SECTION 3 – Personal Liability for Unauthorized Obligation

The incurring of any obligation 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 an 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.

#### SECTION 4 – Conflict of Interest

No Director shall engage in any transaction that could create a conflict of interest with the Club. Any Directors shall disclose to the Board of Directors any potential conflicts between their personal interests and the Club's. No Director shall vote on any matter in which they have material financial interest or conflict of interest. The Secretary shall note the recusal from the item's discussion and voting in the meeting minutes.

#### SECTION 5 – Financial Oversight

All Committee Chairs, Special Appointees and Board Members shall prepare and submit annual budgets to the Treasurer for collective review and approval by the Board of Directors. The Treasurer shall:

- a. Submit and the Board of Directors shall internally review and audit quarterly, reports on the Club's finances.
- b. Give a full and correct report on the financial status of the Club at any meeting of the Board of Directors
- c. Submit the Club's financial records to an independent certified public accountant or auditor, at the Club's expense for review as directed by the Board of Directors.

The Club's financial records shall be made available to members in good standing, upon written request to the Treasurer.

## **ARTICLE ELEVEN**

### Amendments

Amendments to these Bylaws may be proposed at any time by a simple majority of the Directors or by petition of at least 10 members in good standing. The Secretary shall prepare proposed amendments as appropriate for incorporation into these Bylaws 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. An electronic or paper ballot will be made available to voting member within ten (10) days of such publication or with the annual Board election ballots. Ballot mailing and counting shall follow the same rules as voting ballots (Article Six, Section 5 and 6). The entire membership shall be notified at least ten (10) days in advance of the voting date of any proposed amendments to these Bylaws. Such amendments shall become a part of the Bylaws upon approval of a simple majority of the membership voting.

**ARTICLE TWELVE**

Distribution of the Bylaws

The current version of the SVR Bylaws shall be available on the SVR website.