

**Porsche Club of America  
The Kentucky Region  
By-Laws**



Adopted and Amended September 2006

## ***Article 1. Name and Principal Office***

### **Section 1—Name**

The name of the club shall be The Kentucky Region, Porsche Club of America, Inc. It shall operate as a Regional Club of the Porsche Club of America, Inc. under the charter granted on November 5<sup>th</sup>, 1966.

### **Section 2—Principal Office**

The principal office of the club shall be located at the residence of its duly elected President, or at the residence of his successor, in the event of the President's disability or disqualification.

## ***Article 2. General Objectives***

The general objectives of the Club, to which its members are joined together and mutually pledged, shall be the furtherance and promotion on a regional or local scale of the following:

The highest standards of safety and courtesy on the roads.

The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social and other events as may be agreeable to by the membership.

The maintenance of the highest standards of operation and performance of the marquee by sharing and exchanging technical and mechanical information.

The establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche dealers and other service sources to the end that the marquee shall prosper and continue to enjoy its unique leadership and position in sports car annals.

The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.

The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.

### ***Article 3. Powers, Corporate Seal and Badges***

#### **Section 1—Empowerment**

The Club shall be empowered to do all things and conduct all business, not for profit as a 501c4, 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 Kentucky, and in these Bylaws.

#### **Section 2—Corporate Seal**

The corporate Seal of the Club shall be circular in form, being inscribed with the name of the Club.

#### **Section 3—Badges**

The official badge of the Club shall be the official badge of the Porsche Club of America, Inc. The official regional insignia shall be of a form appropriate to its theme, inscribed with the initials of the Club and such other inscriptions as appropriate. The colors shall be appropriate to the symbolic design established for the insignia.

### ***Article 4. Membership, Dues and Fees***

#### **Section 1—Membership**

Membership in the Club shall be restricted to owners or co-owners of Porsches, as defined by National By-Laws, 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.

#### **Section 2—Classes of Membership**

##### **Active**

Any owner or co-owner of a Porsche, acceptable to the Executive Council, who is 18 years of age or older, who resides within the Region as defined in the Regional Charter having paid such National and Regional Club 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, son, sister, daughter, mother or father, whether otherwise qualified for active membership by ownership of a Porsche or not.

Associate

- (1) Any active member of the National Club who resides outside the Region as defined by the Regional Charter.
- (2) Any active member who ceases to own or co-own a Porsche while a member in good standing, having paid such National and Regional Club 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.
- (3) Any person employed by a Porsche oriented business, interested in the Club and its objectives, having paid all Club dues as required.

Honorary

Any person honored by the National or Regional Club with an honorary membership may be extended the courtesy of honorary membership in the Club when he is within the area served by the club. Honorary membership shall be established by the same procedure as for bylaws amendments. Honorary membership shall constitute lifetime active membership privileges except for holding an office (unless otherwise qualified).

Life

Any person, who, upon unanimous vote of the Board of Directors of the National club, is deemed to have performed such extraordinary service to the Club as to warrant this single honor, shall be extended the courtesy of life membership by this Region while he is within the area served by the Region.

**Section 3—National and Regional Club Memberships**

No active, family-active, associate or family-associate member shall hold membership in the National Club without at the same time being a member in good standing of the Regional Club. Similarly, no active, family-active, associate or family-associate member may hold membership in the Regional Club without being a member in good standing of the National Club.

**Section 4—Membership Applications**

By persons residing within the Region: Application to both the Regional and National Clubs must be made to the Regional Club. If accepted by the Region's Membership Chairman or other current office, the applicant's application will be signed by the officer and forwarded by the Membership Chairman to the National Club for further handling.

By persons residing outside the Region: Application must be made as referred to above in Article 4, Section 4a, except that the member of Region's Membership

Chairman or other office shall specifically request the National Club to assign the applicant to the Kentucky Region.

#### **Section 5—Badge and Insignia Fees**

The badge fee for the National Club badge, which shall be optional, shall be in accordance with the established price in Article IV, Section 5 of the Bylaws of the National Club. The fee for the Regional insignia, which shall be optional, shall be determined from time to time by the Board of Directors.

#### **Section 6—Dues**

Annual dues to the National Club shall be current and paid in accordance with the provisions of Article IV, Section 6 of the Bylaws of the National Club. The Regional Club shall require no local dues, annual or otherwise.

#### **Section 7—Membership Year**

Members, whose dues in the National Club have not been paid, shall be automatically expelled. New members shall submit with their applications the full amount of the annual dues. Subscription to the National Club's official publication, know as Panorama, shall begin with the month as dated on the member's application for membership.

#### **Section 8—Privileges**

Members in good standing shall be entitled to all the privileges of the club, except that associate members shall neither be entitled to vote, nor to hold elective office, and except further that family-associate members shall not be entitled to receive Panoramas or any duplication of any mailing to the active member of the family. Ballots will be mailed to family-active members. Any active member who becomes an associate member while holding office may continue in that office until the end of the year. Associate members may function in any committee capacity.

#### **Section 9—Suspension**

Any member may be suspended by a two-thirds vote of the Board of Directors of the National Club or by the Regional Club in accordance with these bylaws, for infractions of National or Regional Club rules or regulations, or for actions inimical to the general objectives or best interests of the National or Regional Clubs. 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 appointment by it for the 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, and its decision shall be final.

Suspensions of active and associate members are applicable also to family-active and family-associate members.

### **Section 10—Resignations**

Any member may resign by addressing a letter of resignation to the Secretary of the Regional Club. His resignation shall become effective upon receipt and all Club privileges shall terminate as of that date.

## ***Article 5. Officers***

The elected officers of the Club shall be a Regional President, Vice President, Secretary, Treasurer, and Activities Chairman. Their terms of office shall be one year, and shall end on December 31. The Regional President shall not serve in the same office more than two consecutive terms. No person may hold more than one office at one time. Upon formation of the Club, two members of the Board shall be elected for one year; the third member of the Board shall serve a two-year term. Thereafter, terms for elected members of the Board shall be two years.

## ***Article 6. Executive Council and Board of Directors***

### **Section 1. Executive Council**

The elected officers of the Club shall constitute the Executive Council. It shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the committees, and shall insure compliance with these Bylaws and the Certificate of Incorporation of the Club in accordance with the laws governing such corporations in the State of Kentucky. All decisions of the Executive Council shall be by a majority vote unless otherwise provided by these Bylaws.

### **Section 2. Board of Directors**

The elected Officers, Past President for one term, Newsletter Editor and Membership Chairman selected by the Board of Directors, and three members of the Board elected by the membership of the Club, shall constitute the Board of Directors of the club. It shall be the responsibility of the Board of Directors to determine all matters of club policy not otherwise determined by the members at a regular meeting of the membership. The Board of Directors shall insure the proper conduct of the administrative affairs of the Club by the

Executive Council, the fulfillment of duties by the Officers, and compliance with these Bylaws.

All decisions of the Board of Directors involving major policy considerations, which because of lack of time or for other reasons cannot be brought before the members at a meeting of the membership shall be arrived at by a special meeting of the Board. All decisions of the Board of Directors at any called meeting of the Board shall be by a majority of the votes cast by those members present. At any meeting of the Board of Directors six members shall constitute a quorum provided that at least three of those present be members of the Executive Council. Any member of the Board of Directors who fails to attend three consecutive regular Board meetings without cause shall be subject to disqualification from the Board.

Officers or directors may be removed by the following procedures: Upon an affirmative vote for the removal of an officer or director by six or more members of the Board in good standing, the issue will be presented to the full membership in writing following the same procedure established for the change of bylaws.

## ***Article 7. Duties of Officers***

### **Section 1. Duties of Regional President**

The Regional President shall preside at all meetings of the members, the Executive Council and the Board of Directors, and shall perform the duties usually appertaining to his office. He shall be the chief executive of the Club. He shall report to the members at regular meetings the plans and programs and policy decisions reached by the Executive Council and the Board of Directors, and other pertinent matters dealing with the affairs of the Club. On or before December 31 of the last year of the President's term he or she shall cause an inventory, by serial number (where applicable) and current whereabouts of all tangible assets of the Region, including bank accounts and goodie store assets. He or she shall transmit this inventory to the incoming President and Board of Directors. Such inventories shall be retained for five (5) years and the outgoing President shall account to the Board for any loss or dissipation of the assets. In the absence of the Regional President, or in the event of his death, resignation, disability or disqualification, his duties shall be performed by the Vice President. The President (or designate) shall have maintain custody of the corporate seal at all times as well as the Club's records.

### **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.

### **Section 3. Duties of the Activities Chairman**

The Activities Chairman shall arrange for the meeting place for each meeting of the Club and assure the provision of a special program consistent with the objectives of the Club at each meeting of the Club. He shall provide rules, regulations and suitable prizes together with adequate safety inspection or control for any competitive events that may be arranged for the Club.

### **Section 4. Duties of the Secretary**

The Secretary (or designate) shall attend all meetings of the club, the Executive Council and the Board of Directors and shall keep full and complete minutes of the proceedings and of all voters cast thereat. He shall cause to be published in the Club's official publication, notices of all meetings of the members, proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club.

### **Section 5. Duties of the Treasurer**

The Treasurer and President shall supervise the receipt, custody, control and expenditure of all assets and liabilities of the Club and shall give bond at Club expense if requested by a majority vote of the Board of Directors. All funds shall be kept in an FDIC organization under the Club name. The Treasurer shall have the financial books of the Region audited on a yearly basis and send a copy of that audit to each member of the region, by mail, no later than January 30<sup>th</sup> of each year.

### **Section 6. Interim Appointments**

In the event of the death, resignation, disability or disqualification of the Vice President, Activities Chairman, Secretary, Treasurer, or Director, the Board of Directors shall make an interim appointment to the office so vacated for the balance of the unexpired term.

## ***Article 8. Committees***

### **Section 1. Activities Committee**

The Activities Chairman may appoint committees to assist in the performance of Activities Chairman's duties.



## **Section 2. Temporary Committees**

Temporary committees shall be appointment by the Regional President, or as otherwise provided by these Bylaws, from time to time as may be desirable and necessary. Committee chairmen will keep adequate records and books of the proceedings and actions of their committees and make full and complete reports at any meeting when requested by the Executive Council. All committee decisions shall be determined by a majority vote of the committee members.

## ***Article 9. Election of Officers***

### **Section 1. Nominating Committee**

Not later than August 15, the President shall appoint a Nominating Committee of three members. The committee shall submit a slate of nominees to the Secretary by September 15 for those offices to be vacated on December 31. No member may be nominated for an office without his permission in writing. Such record of acceptance of nomination shall be obtained by the Chairman of the Nomination Committee and made a part of the record of the proceedings of that committee. No member on the Nomination Committee may be placed on this slate of nominees. The committee report shall be published in the October newsletter along with the provisions for nominations set forth in Section 2.

### **Section 2. Nominations by the Members**

Five or more members in good standing may nominate a slate consisting of not more than one nominee for each office. Such nominations must be submitted to the Secretary, in writing, signed by each member and properly accompanied by the signed acceptance of each nominee, prior to October 15. Nominations made in this manner shall be announced in the November newsletter and on the ballot. No nominations will be received from the floor at any meeting.

### **Section 3—Elections**

Election shall be by mail, using ballots printed inside the November issue of the Regional Newsletter. To be valid, each ballot must be signed by each voting member and/or family or associate member, along with the membership number assigned by the National Secretary on the member's current membership card. Ballots must be returned to the Secretary, by mail, within 21 days of the date of the mailing of the newsletter. This deadline will be posted on the ballot in the newsletter.

#### **Section 4—Ballots**

Any member shall be entitled to write in the name of any member in good standing as his or her choice for any office. Ballots received subsequent to the listed deadline shall be invalid. Member's ballots must be received by the Secretary no later than 21 days from the date of the mailing of the newsletter, or in any event, no later than the date posted on the ballot.

#### **Section 5—Tellers**

The Secretary and any two members designated by the Regional President shall serve as tellers and shall tabulate the votes cast not later than December 1. Membership numbers shall be supplied by the Membership Chairman from the National Membership to the Secretary for validation of all ballots.

#### **Section 6—Notice of Election Results**

The Secretary shall inform the members of the election results in the next issue of the Region newsletter, following the tabulation of ballots. The names of the newly elected Regional Officers shall be forwarded to the National Club at this time. Should any elected officer decline to accept office, a special election will be held to fill that office.

### ***Article 10. Meetings***

#### **Section 1. Regular Meetings**

Regular meetings or events of the members will be held monthly as designated by the activities chairman.

#### **Section 2. Special Meetings**

Special meetings of the members may be called by the Regional President or by a majority of the Executive Council.

#### **Section 3. Quorum**

At any special or regular meeting of the members, a quorum shall consist of 75 percent of the average number of members present at the last three regular meetings or events. All decisions of the members at any meeting shall be a majority vote unless otherwise provided by these Bylaws.

#### **Section 4. Notice of Meetings and Events**

A notice stating the time, place and purpose of any meeting or event of the members shall be mailed by the Secretary or published in the newsletter no less than seven (7) days nor more than sixty (60) days prior to any meeting or event, and not less than five (5) days nor more than thirty (30) days prior to a special meeting.

#### ***Article 11. Fiscal Year***

##### **Section 1.**

The fiscal year of the Club shall be the calendar year.

#### ***Article 12. Obligations and Indebtedness***

##### **Section 1. Authority to Incur Obligations or Indebtedness**

Only the elected Officers or persons authorized by the Executive Council to act on behalf of the Club shall incur and obligation or indebtedness in the name of the Club. All obligations or indebtedness incurred in accordance with the provisions of the Bylaws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or Office of the Club by reason of any such corporate obligation or liability. No elected Officer or other person authorized to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club in excess of the sum of \$100.00 without prior approval of a majority of the Executive Council. No obligation shall be incurred on the name of the Club in excess of \$250.00 without the prior approval of the Club members at any meeting.

##### **Section 2. Unauthorized Obligations**

No elected Officer or any person authorized 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 Executive Council or the Board of Directors approve the incurring of any such obligation or indebtedness.

##### **Section 3. Personal Liability for Unauthorized Obligation**

The incurring of any obligation or indebtedness in the name of the Club by an elected Officer or member in contravention of these Bylaws shall be an ultra

vireos 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 obligation or indebtedness which the Club may be required to pay.

### ***ARTICLE 13. Surplus Funds***

This section was removed in last approval

### ***ARTICLE 14. Amendment of Bylaws***

#### **Section 1. Amendment of Bylaws**

These Bylaws may be amended by a referendum of the membership, which shall be conducted by mail by a majority vote of votes cast. Ten percent of the membership must vote to have a valid vote.

#### **Section 2. Proposed Amendments**

The Executive Council, Board of Directors or any ten or more members in good standing may propose amendments to these Bylaws. Amendments proposed by these members shall be submitted to the Secretary in writing and shall be signed by each member.

#### **Section 3. Notice of Proposed Amendments and Referendum**

The Secretary shall notify the membership in the next issue of the newsletter of any proposed amendment submitted to him/her, along with an explanation of the amendment(s) and the need therefore by its sponsors. The referendum shall be conducted by mail and the Secretary shall set a referendum date no less than 30 days or more than 45 days from the date of the mailing of the newsletter containing the proposed amendment(s).

#### **Section 4. Ballots**

Votes for or against a proposed amendment to these Bylaws shall be cast on ballots printed in the newsletter and must include the voting member's national membership number and signature. All ballots shall be mailed to the Secretary and postmarked no later than the referendum date set forth in the newsletter issue containing the referendum ballot. Ballots without a signature or valid national membership number, or ballots received after the referendum date shall not be counted.

### **Section 5. Tellers**

The Secretary and any two members or Officers designated by the Regional President shall serve as tellers and shall tabulate the votes cast in the referendum within ten (10) days of the referendum date. Membership numbers supplied by the Regional Membership Chairman or the National Club shall be used as verification.

### **Section 6. Notice of Vote or Referendum Results**

The Secretary shall include the results (no numbers) of any vote or referendum on proposed amendment(s) in the next issue of the newsletter.

## ***Article 15. Newsletter Editor***

### **Section 1. Selection**

The Newsletter Editor shall be appointed January of each year by the incoming President with the concurrence of a majority of the Board of Directors. His/her term of office will expire December 31 unless renewed.

### **Section 2. Responsibilities**

The Newsletter Editor shall be responsible for producing, preparing, editing and publishing the Regional newsletter, called the PaceSetter. This publication shall be published twelve (12) times each year.

### **Section 3. Policy**

The Board of Directors will establish policy regarding the overall editorial content of the Porsche PaceSetter and a majority of the Board will rule.

### **Section 4. Removal**

The Newsletter Editor may be removed from office upon a majority vote of the Board of Directors at any meeting of the Board. His or her replacement will be selected as soon as possible thereafter under provisions of Section 1 above.

## ***Article 16. Membership Chairman***

### **Section 1. Selection**

The Membership Chairman shall be appointed January of each year by the

incoming President with the concurrence of a majority of the Board of Directors. Once selected, the Membership Chairman will have (1) vote as a member of the Board of Directors. His term of office will expire December 31 unless renewed.

### **Section 2. Responsibilities**

The Membership Chairman shall be responsible for all aspects of Regional Membership, record keeping, recruiting, and correspondence with the Executive Secretary of the National Club relative to membership. The membership Chairman shall supply the National membership numbers to the tellers for ballot verification in Regional elections of officers and for any referendum. The Membership Chairman shall mail a copy of the current Bylaws to all new members, or those transferring into the Region from other Regions, within thirty (30) days of the receipt of notice of acceptance on the new or transferred members by the National Membership Chairman.

### **Section 3. Policy**

The Board of Directors will establish policy and a majority of the Board will rule regarding Regional membership, recruiting and record keeping.

### **Section 4. Removal**

The Membership Chairman may be removed from office upon a majority vote of the Board of Directors at any called meeting of the Board. His or her replacement will be selected as soon as possible thereafter under provision of Section 1 of this article.

## ***Article 17. Web Master Chairman***

The Web Master shall be responsible for creating, and updating the Regional Web Site once each month as changes are submitted and Calendar changes are noted in the PaceSetter newsletter and or submitted by the Activities Chair.

### **Section 1. Selection**

The Webmaster shall be appointed January of each year by the incoming president with the concurrence of a majority of the Board of Directors. Once selected, the Webmaster will have (1) vote as a member of the Board of Directors. His term of office will expire December 31, unless renewed by the incoming President and Board of Directors.

**Section 2. Responsibilities.**

The Webmaster shall be responsible for all aspects of the Regional Web site, updating activities, and membership application.

***Article 18. Bylaws Interpretation***

**Section 1.**

Where so written in these bylaws, “he” shall mean he or she, “his” shall mean his or her and “chairman” shall mean chairman, chairwoman or chairperson.

**Section 2.**

In the event of office of the Region occupies two voting positions on the Board of Directors, he shall have only one (1) vote in any Board decision.

***Article 19. Dissolution***

**Section 1.**

The Club may be dissolved at any time by the written consent of not less than two-thirds (2/3) of the total membership. In the event of the dissolution of the Club, whether voluntary or by operation of law, none of the property of the Club nor any proceeds thereof nor any assets of the Club shall be distributed to any members of the Club. Upon the dissolution of the Club, the Board shall, after paying or making provision for the payment of all of the liabilities of the Club, dispose of all the assets of the Club to organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the such other organization with purposes similar to the purposes of this Club, as the Board shall determine.

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