

# **BYLAWS: PORSCHE CLUB OF AMERICA**

## **BIG ISLAND HAWAII REGION**

### ARTICLE I        NAME AND PRINCIPAL OFFICE

The name of the Club shall be Porsche Club of America, Big Island Hawaii Region "Club". The principal office shall be the residence of its President.

### ARTICLE II        GENERAL OBJECTIVES AND POWERS

The general objectives of the Club shall be to encourage the highest standards of safety and courtesy on the highways, and to increase the enjoyment of owning a Porsche by the exchange of technical information and by engaging in such automotive and social events as may be agreeable to its members. The Club shall be empowered to do all things and conduct all business, not for profit, necessary to the carrying out of its objectives. The Club shall be politically non-partisan. The Club shall establish mutually cooperative relationships as may be desirable with other sports car clubs and shall exchange ideas and suggestions with other Porsche clubs throughout the world and engage in charitable activities.

### ARTICLE III        BADGE

The badge of the Club shall be that of the Porsche Club of America, Big Island Hawaii Region, which shall be as follows:

(Image attached on back page)

The Island of Hawai'i, the land, or 'Aina, is represented in outline in the center with PCA in white overlaid on the island of green, surrounded by the blue Pacific Ocean. There is a circle of Lava Orange, a Porsche color inspired by the Volcanoes found here, surrounding the center portion, on which is written Big Island Hawaii, Porsche Club of America. The entire round badge is surrounded by a Lei or circle of Plumeria blossoms in white, showing our unity and love for the island and the Porsche brand.

### ARTICLE IV        MEMBERSHIP, DUES AND PRIVILEGES

Membership in the Club is limited to members in good standing of the National Porsche Club of America. There shall be no dues beyond those for membership in the National Club, unless the members shall vote otherwise. However, entry fees may be charged for events. Active and Family Active members in good standing shall be entitled to all the privileges of the Club. Associate, Family Associate and Affiliate members may not hold elected office or vote.

Any Porsche owner or co-owner is eligible for membership in one of the membership classes as prescribed in the Bylaws of the Porsche Club of America, Inc., and the membership application processes of PCA. In accordance with these Bylaws, membership of any member may be revoked for conduct inconsistent with the objectives or policies of the Club, or prejudicial to the good order and repute of the Club.

### ARTICLE V        OFFICERS AND DIRECTORS

The officers of the Club shall be President, Vice President, Secretary and Treasurer, who shall serve two year terms.

The Board of Directors shall consist of seven members, who shall establish policies and see to the proper conduct of the affairs of the Club in compliance with these Bylaws. It shall be composed of the Officers of the Club plus the Immediate Past President, a Membership Director and a Member at Large, and in the event of the lack of a Director or Past President, the current Board shall name a Director who is a regular member to fill the vacancy, in order to fill the Board with 7 members.

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The President shall be the principal executive officer of the Club, and with the support and assistance of the other officers, shall be responsible for implementing the policies established by the Board of Directors.

The Vice President shall assume the duties of the President in the absence of the latter, and shall undertake such other duties as the President may assign to the officer.

The Secretary shall be responsible for the Club's correspondence and for the handling of the maintenance of the Club's records; provided, however, that the Board of Directors may assign to other members such of these responsibilities as it may decide.

The Treasurer shall be the custodian of the Club's funds, shall handle all receipts and disbursements, and shall maintain all necessary records in connection therewith and shall be in compliance with the state and federal regulations for non-profit clubs. The President shall be co-signor on all accounts for the Club.

The President, with the consent of the Board of Directors, may create, make appointments to, and abolish, such other offices or committees as may be expedient to the furtherance of the Club's objectives. However, no such office or committee shall continue in existence beyond the expiration of the President's term of office.

The Board of Directors shall meet regularly as needed, and must meet in November and December. At such meetings, each Board member shall be entitled to vote on questions that come before the meeting; however no person shall be entitled to more than one vote by reason of holding two or more official positions.

There shall be an annual Membership Meeting held in November. All members of every class may be present, but only members in good standing may vote.

The Board of Directors may, with notice to the Membership in advance, convene such other meetings as they consider desirable; and any action taken there at shall have the same effect as if taken at a regular meeting. Directors cannot appoint Officers for full terms and cannot change the bylaws of the Club. Both require member notice and vote of the eligible membership.

#### ARTICLE VI        ELECTIONS

The officers shall be elected by the voting members for serving two year terms in even numbered years, biennially. Eligible members for office shall be an active member or active family member only, per Porsche Club of America Bylaws.

At least ninety days before the end of the Club's biennial year, the President, with the consent of the Board of Directors, shall appoint a nominating committee of three Members, which shall submit a slate of candidates for the elective offices for the ensuing two years. This slate will be presented at the November General Membership Meeting and may be supplemented by nominations from the floor at that meeting. A Member may be nominated for one office only and consent must be given by that Member prior to the adjournment of the November

meeting. The Secretary shall thereupon make all necessary arrangements to notify the entire Membership and supply the Membership with ballots, either paper or electronically.

Each Voting Member shall be entitled to one vote for each of the four offices. After being marked and signed, the ballot shall be sent to a teller appointed by the Nominating Committee or brought to the December General Membership Meeting. The candidates receiving the largest number of votes shall be declared elected. A tie for first place shall be broken by the toss of a coin by the teller.

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ARTICLE VII MEETINGS

In case of the President's death, disability, resignation or disqualification, the Vice President shall become President. In the event of the death, disqualification, disability or resignation of the Vice President, Secretary or Treasurer, the Board of Directors shall make an interim appointment to the office so vacated for the balance of the unexpired term. In the case of the death, disqualification, disability or resignation of a candidate running unopposed, or elected but not yet seated, the newly elected Board, once in office, shall make an interim appointment for not more than one year, until a Special Election can be held to fill the office for the remainder of the term. Special meetings of the Membership may be called by the President, by a majority of the Board of Directors, or by a petition signed by ten percent of the Members. A quorum at any meeting of the Directors shall consist of a simple majority of those having voting privileges. A quorum at any special meeting of the Membership shall consist of twenty percent of the Members. Due notice shall be given stating the date, time, place and purpose of any special meeting of the Membership at least ten days before such meeting, including meeting of the Membership for election of officers.

ARTICLE VIII FISCAL YEAR

The Club's fiscal year shall be the calendar year.

ARTICLE IX OBLIGATIONS AND INDEBTEDNESS

**BUDGETED EXPENSES:**

Officers, Committee Chairpersons and Special Appointees are authorized to expend funds and obligate the Club for the amounts and purposes specified in the approved Annual Budget or Event Budget.

**UNBUDGETED EXPENSES:**

Only the President or persons authorized by the Board of Directors to act on behalf of the Club shall make an expenditure or incur an obligation or indebtedness in the name of the Club not previously approved as part of the Annual or Event Budget. Unbudgeted Expenditures greater than Two Hundred Dollars (\$200) shall require the prior approval of a majority of the Board of Directors.

ARTICLE X OFFICIAL PUBLICATION

Official communications to the Membership may appear in the "Lava Flow" newsletter or in such other publication as the Directors may choose.

ARTICLE XI AMENDMENT OF BYLAWS

Amendments to these Bylaws may be proposed by the Board of Directors or by any ten or more Members in good standing. Proposals shall be submitted to a Member of the Board of Directors in writing, and in the case of a proposal submitted by Members, shall be accompanied by a written explanation, signed by each such Member, of the nature and need for such amendment. The Board of Directors shall forthwith cause the proposed amendment, together with the need claimed therefor, to be published in the Club's official publication and website, and shall duly arrange for a vote of the Members by physical or electronic balloting. The affirmative vote of two-thirds of those voting shall be required for approval.