

BYLAWS THE PORSCHE CLUB OF AMERICA - OREGON REGION

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ORPCA ByLaws 2024

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ORPCA BYLAWS 2024

Article I: Name

The name of this club shall be The Porsche Club of America - Oregon Region (hereinafter referred to as the "Club" or the "ORPCA.")

Article II: Purpose

The Club shall be empowered to do all things and conduct all business, necessary to carry out the general objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of State of Oregon, and in these Bylaws.

The purpose of the Club, as a regional organization actively affiliated with the Porsche Club of America, Inc. hereinafter referred to as "PCA", shall be the furtherance and promotion within the Oregon Region of the general objectives of PCA, as they may be established from time to time. All members of PCA may participate in all ORPCA events, whether or not they are Members of the Oregon Region.

In alignment with PCA the general objectives of the Club, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

1. The highest standards of courtesy and safety on the roads.
2. The enjoyment and sharing of goodwill and fellowship engendered by owning a Porsche and engaging in such social or other events as may be agreeable to the membership.
3. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
4. The establishment and maintenance of mutually beneficial relationships with the Porsche Works, Porsche Dealers, and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.
5. The interchange of ideas and suggestions with other Porsche Clubs.
6. The establishment of such mutually cooperative relationships with other car clubs as may be desirable.
7. The preservation of the independence of the National Club and ORPCA, free of control or undue influence by any outside individual, organization, company, or other entity, no

matter how closely aligned to the Club in interest or purpose. In furtherance of this goal, the Club shall 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 III: Badge and Emblem

Members may use and display such badges and emblems as shall, from time to time, be approved by the Club and PCA.

Article IV: Membership and Dues

1. Membership for PCA Members in Oregon Region

Qualifications: No person may hold membership in the Regional Club without being a member in good standing of the National Club. The classes of membership in the Regional Club shall be designated in accordance with, and shall correspond to, those of the National Club. All applications for regional membership shall be submitted to the membership chairman who shall determine if the applicant meets the qualifications for membership.

Regional Dues: A fee for regional operating expenses may be assessed as regional dues. The exact amount to be assessed will be set annually by the Regional Board. Such assessment shall be payable as determined by the Regional Board. Payment of any assessed regional dues will designate the member as an ORPCA Member. Member benefits include: ORPCA issued name badge, the right to vote in Regional elections and business, hold Regional Directorship, receive the Regional Publication (Anzeiger), receive email notifications of upcoming events, and access to ORPCA digital navigation tools. Nonpayment of such regional dues will suspend a member's right to above mentioned benefits. Such suspension shall cease upon payment of the Regional Dues by the member.

Dual membership: PCA members in good standing from other regions may purchase ORPCA membership and receive all privileges afforded to ORPCA members.

President Emeritus — ORPCA past presidents shall remain as Active Members of the region as long as they remain PCA Members in good standing and are not required to pay any local membership dues.

2. Membership Year

ORPCA regional dues will be due annually based on the anniversary date of purchase of the regional membership. Renewal of Regional membership shall be supervised by the Membership Chair.

3. Voting Members

Members in good standing with both the National and Regional club, and with voting privileges according to the National club Bylaws, are hereinafter referred to as "voting members".

4. Suspension or Expulsion of a Member

Suspension or expulsion of a member shall be in accordance with the bylaws of the National Club.

5. Resignation of a Member

Resignation of a member shall be in accordance with the bylaws of the National Club.

Article V – Fiscal Year

The fiscal year of the Club will be January 1 through December 31.

Article VI - Officers and Directors

1. Elected Officers

The Elected Officers of the Club shall be the President, Vice President, Secretary, and Treasurer.

2. Term of Office — Elected Officers

The terms of office of the Elected Officers shall be one year, January through December. No Officer shall remain in the same office for more than three consecutive terms. No Officer may serve as an Officer in the Club if the Officer's primary residence is not within the Oregon Region.

3. Term of Office —Directors At Large

The terms of the Directors At Large shall be two years, and shall be staggered, as determined from time to time by the Board of Directors, so that no more than half of them stand for election at any time, except in cases where their number is increased.

4. Term of Past President

The term of the Past President shall be one year. Upon the election of a new President, the most recent President shall serve as the Past President. If the President serves more than one year, and if the Past President declines to serve, the Nominating Committee shall nominate a Member to serve in the Past President position. Such nominee shall be a Member who has previously served as President of ORPCA. If the Nominating Committee determines that it is unable to identify a suitable former ORPCA President who is willing to serve, then the Past President position shall remain unfilled.

5. Membership Requirement

Status as a PCA and ORPCA member is required to serve as an Officer. Any Officer who loses such status shall immediately cease to be an Officer or Director.

6. Conflict of Interest

It is the goal of PCA and ORPCA to ensure its volunteers and Board members diligently seek to avoid conflicts of interest he or she may have personally or professionally with the operation, management and business interests of the PCA or ORPCA. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

ORPCA Board members and volunteers will recuse themselves from a ORPCA and PCA transactions or decisions if their interests, affiliation, or involvement with another entity or organization conflicts with that of PCA or ORPCA. No ORPCA Board member will participate in the discussion of or vote on an agenda item for which he or she has a conflict of interest. Those with a conflict of interest on a particular agenda item will abstain during the respective Board of Directors vote on that matter.

7. Duties of Officers

- a) President - It shall be the duty of the President to preside at all meetings of the Board of Directors and of the Members, to exercise general executive authority over the affairs of

the Club, and upon authorization of the Board of Directors to sign all documents made or entered into by or on behalf of the Club requiring acknowledgment for and on behalf of the Club. The President shall have the power and authority to act for and on behalf of the Club in all matters relating to the authorized business of the Club upon authorization of the Board of Directors. The President shall preside at all meetings of the members and the Board of Directors and shall perform the duties of the office. The President is an ex-officio member of all committees except the nominating committee. The President shall render periodic reports to the membership on the status of the Club, policy decisions reached by the Board of Directors, and other pertinent matters dealing with the affairs of the Club in the club newsletter and/or on the website, unless otherwise approved by the Board. The President shall, with Board approval, appoint a safety chairperson and membership chairperson, and any other committee chair deemed necessary for the operation of the Club. The President is a voting member of the National Board of Directors and shall participate in National Board of Directors meetings to the greatest extent possible.

- b) 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 by the Board of Directors. The Vice President shall assume the duties of the President in the absence of the President, or if the President is unable to serve or fulfill his or her responsibilities, and when so acting, shall have all the powers of, and be subject to all of the restrictions upon, the President.
- c) Secretary - The Secretary shall issue all notices of Board of Directors' and Members' meetings, shall record, and keep the minutes thereof, and shall have charge of the Club's business records. The Secretary shall record in the minutes, the vote for each topic voted. In the absence of the Secretary at any meeting of the Members or the Board of Directors, the minutes may be kept by a temporary secretary appointed by the President for that purpose. The Secretary shall also perform all duties incidental to the office as required by the President.
- d) Treasurer - The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Club. The Treasurer shall cause all monies of the Club to be deposited to the Club accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Club assets and of all payments of Club debts and obligations. The Treasurer shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall cause to be published in the Club's official magazine a

full and correct report annually on the financial status of the Club. The Treasurer shall also give a full and correct report on the financial status of the Club at any meeting of the Board of Directors. The Treasurer shall cause to be maintained double-entry books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Club. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer or by such other person(s) as designated by the Board of Directors, and who is (are) overseen by the Treasurer. The Treasurer shall submit the Treasurer's books of account and records to a certified public accountant, at Club expense, at the close of the fiscal year. The Treasurer shall submit required tax filings in a timely manner each year.

8. Duties of Past President

Past President. Upon expiration of the President's term of office, the President shall become an advisor to the Board as Past President and shall serve in such capacity until the newly elected President's term expires, unless removed by Board action before such time or through other such termination or vacancy. The Past President shall have such duties as from time to time shall be assigned by the President or the Board of Directors. In the event the immediately previous President is no longer a voting member of the Regional Club or is unable or unwilling to serve, any previous President appointed by the Board shall serve in this capacity.

Article VII - Board of Directors — Guidelines for Operations

1. General Powers

The business and affairs of the Club shall be directed by its Board of Directors (hereinafter "Board"). Such management shall include, but not be limited to, the responsibility of establishing annual goals and objectives, developing policies, and approving operational procedures, supervising financial operations, program evaluation, long-term planning, compliance with the Articles of Incorporation and enforcement of Bylaws, as well as provisions of State and Federal law.

2. Composition

The Board of Directors shall be comprised of President, Vice-President, Secretary, Treasurer, Past President and at least two Directors At Large. The Board of Directors may from time to time increase or decrease the number of Directors At Large.

3. Removal

Any member of the Board (including an Officer) may be removed with or without cause by the unanimous vote of all of the other Board Members then in office at a regular or special meeting; provided, however, the notice for the meeting must state that the purpose (or a purpose) of the meeting is removal of the Board Member.

4. Vacancies

Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of a quorum of the Board. A Board member elected to fill a vacancy shall serve for the unexpired term of the predecessor.

5. Board of Directors Meetings

Meetings of the Board of Directors shall be held at the times and places determined by the Board of Directors at least six times per calendar year. Advance notice of such meetings shall be given to the Directors and to the Members, in such form as is determined by the Board of Directors. In no case shall the notice be less than one week. Executive sessions of Board Members can be added as needed. Guests shall be permitted at all meetings unless a closed meeting is declared by a majority vote of the Board of Directors.

6. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of currently serving Board Members. Notice of any special meeting of the Board of Directors shall be sent at least 3 days previous thereto to each Board Member. Notice may be sent via any reasonably reliable mechanism. The attendance of such Board Member at any meeting shall constitute a waiver of notice of such meeting, except where such Board Member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting

is not lawfully called or convened. ~~Directors~~ Board Members may waive notice in writing either before, during or after the meeting.

7. Participation Through Telecommunications

Any or all Board Members may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Board Members participating may simultaneously hear each other during the meeting. A Board Member participating in a meeting by this means is deemed to be present in person at the meeting.

8. Quorum and Voting

A quorum of the Board of Directors shall consist of a majority of the number in office immediately before the meeting begins. No quorum shall be established if neither President nor Vice President is present. If a quorum is present prior to any vote taken, the vote of a majority of the Board Members shall be the act of the Board of Directors, unless otherwise stated in these bylaws. If less than a majority of such number of Board members are present at said meeting, a majority of the Board members present may adjourn the meeting at any time without further notice.

9. Action Without Meeting

Except as may be specifically prohibited by law, any action by the Board of Directors may be taken without a meeting by any means suitable to the Board of Directors if at least two-thirds of the Directors consent in writing (including by email) to the action.

10. Written Notices and Communications

For purposes of these Bylaws, all notices, communications, consents and the like, given by any reasonably reliable mechanism but not by recordings (such as voicemail) shall be deemed to have been given in writing if: (a) the sender is properly identified; (b) the communication is either actually received by the recipient or properly sent to the last known pertinent contact point for the recipient

Article VIII – Standing and Special Committees

1. Standing Committees

The administration of the Regional Club shall be supported by a number of Standing Committees that are comprised of one (1) or more active or family-active members. From time to time, the Board of Directors shall review the number, and composition, of Standing Committees required to perform the functions of the Regional Club safely, effectively, and in accordance with the procedures established by the National Club. The Standing Committees for the current calendar year will be identified in annual report on the status of the Regional Club.

Committees may exercise authority that is aligned with goals and objectives of the Club as a whole and is also aligned with the Articles of Incorporation, Bylaws, or applicable laws. Actions of each committee will be reviewed by the Board of Directors, who shall have the authority to veto any individual committee action or to remove any committee member by an affirmative vote of a majority of a quorum of the Board. Any such removed committee member or vacancy shall be filled by nomination and the affirmative vote of a majority of a quorum of the Board Directors, and such person shall serve for the unexpired term of the predecessor.

Identified standing committees (subject to change with Board approval):

Nominating Committee

Finance Committee

Communications Committee

Social Committee

Drives & Tours Committee

Northwest Passage Committee

Autocross Committee

Scholarship Committee

Policy and Procedures Committee

Tech and Garage Committee

2. Appointment of Standing Committee Chairs

Standing Committee chairs must be a member in good standing of the Regional Club. They are appointed by a majority vote of the Board of Directors and may, in like manner, be dismissed by the majority vote of same, except that a unanimous vote of the Board of Directors shall be required

for the appointment of the chair and members of the Nominating Committee (see Article IX.I The Nominating Committee) and for their dismissal or replacement.

3. Committee Members

Committee members must be members in good standing of the Regional Club and may vary in number as required to accomplish the work of each committee. Committee members may be appointed by Committee Chairs. Committee members may be dismissed or replaced by the Committee Chairs with prior notification to the Board of Directors or, if necessary, a stand-alone majority vote of the Board of Directors.

4. Duties and Responsibilities

Committee Chairs who are leading the Regional Club functions, events, and activities are accountable to the Board of Directors and shall submit budget requests for all anticipated expenses and income in connection with their function or event/activity.

5. Special Committees

The Board of Directors may create special committees from time to time as required to execute the Regional Club's special activities, events, or objectives. The chair of any special committee shall submit budget requests for all anticipated expenses and income in connection with their function or event/activity. Committee members may be dismissed or replaced by the Committee Chairs with prior notification to the Board of Directors or, if necessary, a stand-alone majority vote of the Board of Directors.

6. Term

Terms for Committee Chairs are from January 1 to December 31 of each year. They will automatically renew each year unless there is a change in the number or purpose of the Standing and Special Committees established by the Board of Directors and identified in the annual report on the status of the Club.

Article IX - Election of Officers and Directors

1. The Nominating Committee

The Nominating Committee shall be a standing committee consisting of three to five members, and its members shall serve until such time as they are replaced by the Board of Directors subject to qualifications. The Board of Directors shall review the qualifications of all members and proposed members of the committee by March of each year. The Board of Directors shall appoint a chair and members of the committee by May of each year. As it is to the advantage of the Club to have a Nominating Committee that knows many members, the members of the nominating committee shall be well embedded in the Club activities. Immediate Past President should be considered. No member of the Nominating Committee may serve as an Officer of the Club.

2. Nominations

The Nominating Committee shall nominate at least one candidate for each open position on the Board of Directors by November 1 for the coming year. The Nominating Committee shall submit to the membership, a slate consisting of one or more nominees for each elected Officer/Director.

The selection of the nominees shall be within the discretion of the Nominating Committee, subject to the following:

- a) In furtherance of the Club's policy goal of maintaining continuity of management, when selecting candidates for Elected Officer positions the Nominating Committee shall give first consideration to Members with current or past Board experience. However, the preceding shall not obligate the Nominating Committee to nominate any specific person to any candidacy position, and the Nominating Committee may deviate from the preceding if it determines that it is appropriate to do so.
- b) While the Nominating Committee may nominate more than one candidate for a position, it is not required to do so.
- c) Member Petition for Open Position: Any 10 (ten) voting members of the Regional Club may nominate in writing a voting member of the Regional Club for office with the written approval of that member. Such nomination must be submitted to the nominating committee by the deadline announced in the regional publication. Nominations made in this manner shall be included on the ballot. The Member must meet the requirements listed above under.

- d) Membership on the Nominating Committee shall not disqualify a nominee, but if a candidate is chosen from the members of the Nominating Committee for any position on the Board of Directors that person must abstain from voting to nominate for that position.
- e) The Nominating Committee shall publish by August in the Club's preferred communication media a notice informing the Members that nominations are open, identifying the positions that are open, and identifying appropriate Nominating Committee contact information for any Members interested in being considered for nomination or wishing to identify others for consideration.
- f) If a Member expresses an interest in being considered for nomination to a position, but the Nominating Committee does not expect to nominate the Member, the Nominating Committee shall so inform the Member by October 1.

3. Method of Election

If the Nominating Committee nominates only one person for an open position, that person shall automatically be elected to the open position without further action. If two or more people are nominated for an open position, the Board of Directors shall conduct an election among the Voting Members with respect to such open position.

4. Conduct of Election

The election shall be conducted by electronic means, as determined by the Board of Directors, subject to the following procedures:

Electronic ballots shall be available to all Voting Members whose email addresses are known to the Club by no later than November 15. In addition, notice that the election will be held by electronic means shall be published by November 8 in the Club's preferred method of communication.

- a) As the election is conducted by suitable electronic means (such as web site voting), the methods and controls must be such that the Board of Directors determines that there is sufficient assurance that votes will be cast only by Voting Members entitled to vote, without duplication, and that the results will be correctly tallied.
- b) All votes must be submitted by November 30.

5. Tellers

The Board of Directors shall appoint any three voting members of the Regional Club as Tellers. Tellers shall not also be a candidate for election on the ballot. The Tellers shall tabulate the votes cast, and the candidate receiving the greatest number of votes for the office nominated shall be declared elected.

6. Voting Members

Member classes approved to vote in Club elections are: Club members in good standing pursuant to [Article IV.1](#).

7. Publication of Election Results

The results of the election shall be announced at the annual meeting and published by January 30 via the Club's preferred communication media.

Article X - Meetings of Members

1. Annual Meeting

The annual meeting of the Members shall be held at such time, date and place during December or January of each year as the Board of Directors may determine after due consideration of the convenience of the Members. Notice thereof shall be published at least 30 days prior to the meeting.

2. Special Membership Meetings

Special Membership Meetings are for all ORPCA Members in good standing. Special meetings of the Members may be called by the President, by a majority of the Board of Directors, or by a petition signed by five (5) percent of members in good standing. Due notice shall be given stating the date, time, place, and purpose of any such Special Meeting at least ten (10) days before such meeting. A quorum at any special meeting of the Members shall consist of ten (10) percent of the active and family-active members in good standing, or ten (10) of the members in good standing, whichever is larger. The President shall ensure that full and complete minutes of the proceedings and of all votes cast thereat have been recorded.

Voting – At all Special Membership Meetings, each member in good standing shall be entitled to one vote on any matter brought before the membership. Voting will be by voice or written ballot of Members in attendance unless procedures for absentia or electronic ballots are set forth by the Elected Officers a minimum of ten (10) days prior to the meeting

3. Notices of Meetings

A notice, stating the time, date, place, and purpose of any meeting of the Members shall be sent via any reasonably reliable mechanism to the Members not less than 10 days prior to such meeting.

Article XI - Obligations and Indebtedness

1. Overall Limitation

Subject to any additional limitations set forth in these Bylaws, no person shall incur any obligation or indebtedness in the name of the Club except as may be within the scope of such person's responsibility, as provided in these Bylaws or as authorized by the Board of Directors. Any unplanned expenditure or obligation of the Club above \$200 shall require an affirmative vote by a majority of the Board of directors, unless otherwise authorized in this section, except where the expenditure is specifically itemized by a budget with prior approval of the Board of Directors.

2. Specific Limitations

- a) **President.** The President shall not incur any obligation or indebtedness in the name of the Club in excess of \$200 without the prior authorization of the Board of Directors.
- b) **Board Members.** Other members of the Board of Directors shall not incur any obligation or indebtedness in the name of the Club in excess of \$200 without the prior authorization of the Board of Directors.
- c) **Event Organizers.** Persons who are in charge of organizing Club events shall not incur any unplanned obligation or indebtedness in the name of the Club in excess of \$100 without the prior authorization of the Board of Directors.

3. Reserve Funds

The Board of Directors shall review the funds available to the Club no later than the end of each fiscal year during the budget process to determine whether those funds approximately match the foreseeable requirements for funds in future years.

4. Liability for Unauthorized Actions

Any person whose actions subject the Club to any obligation or indebtedness in violation of these Bylaws shall be personally responsible for such act or acts, individually and collectively with other actors, and shall indemnify and hold the Club harmless therefrom.

Article XII - Amendment of Bylaws

1. Review

Bylaws will be reviewed by the Board of Directors whenever there is a change to the Elected Officers.

2. The Board of Directors Amendment

The Board of Directors may propose amendments to the Bylaws at any time by a two-thirds vote of a quorum of the Board. Proposed amendments shall be published via the Club's preferred method of communication for review and comment at least 15 days prior to any vote by the Board of Directors to approve proposed amendments. Upon doing so, notice of such amendment (and Members' right to object thereto) shall be published via the Club's preferred method of communication. Such amendment shall be subject to Board approval effective 15 days after such publication unless, before such date, the Secretary receives written objections thereto by at least 10% of the voting Members as of the date of the communication. In such event of sufficient Voting Member objection, the amendment shall not be effective until approved by the Voting Members as provided in [Article X11.3](#).

3. Amendment by Voting Members

The Voting Members may approve Bylaw changes as proposed by the Board of Directors in an election conducted in the same manner as the election of Officers and Directors pursuant to [Article VIII](#).

End of Bylaws

ORPCA BYLAWS 2024