

# **RALLY SPORT REGION**

**Porsche Club of America**

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# **CONSTITUTION -and- BY-LAWS**

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Adopted: January, 1996  
Amended: November, 1997  
Amended: November, 1998  
Amended: November, 2000  
Amended: April, 2003  
Amended: December, 2010  
Amended: October 2011

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# CONSTITUTION

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### {PRIVATE }ARTICLE I: NAME{tc \I 1 "ARTICLE I\}: NAME"}

SECTION 1. The name of this organization shall be the "RALLY SPORT REGION, Porsche Club of America" ("Club"), and it is incorporated as a non-profit organization under the Laws of the State of Michigan, and the U.S. Internal Revenue Service.

SECTION 2. The address of this organization shall be determined by the Board.

### {PRIVATE }ARTICLE II: PURPOSE{tc \I 1 "ARTICLE II\}: PURPOSE"}

SECTION 1. The primary purpose of the Club is to promote the highest standards of courtesy and safety on the roads by encouragement of, and instructions in safe driving techniques. This driver training is offered in several formats:

- a. Seminars presented by skilled drivers and other experts on safe driving;
- b. Low speed Autocross competition;
- c. Driving schools held on private roadways.

Other objectives of the Club are:

- d. The maintenance of the highest standards of operation and performance of the Marque by sharing and exchanging technical information.
- e. The establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche dealers and service sources such that the Marque shall prosper and continue to enjoy its unique leadership and position in sports car history.
- f. The interchange of ideas and suggestions with other Porsche clubs throughout the world and in such cooperation as may be mutually desirable.
- g. The establishment of such mutually cooperative relationships as may be desirable with other sports car clubs.
- h. 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 the membership.

SECTION 2. This Club shall be politically non-partisan and will not discriminate on any basis.

### {PRIVATE }ARTICLE III: AFFILIATION{tc \I 1 "ARTICLE III\}: AFFILIATION"}

The Club shall be affiliated with the Porsche Club of America, Inc. ("PCA").

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### **{PRIVATE }ARTICLE IV: AUTHORITY AND REGULATION{tc \l 1 "ARTICLE IV\: AUTHORITY AND REGULATION"}}**

**SECTION 1.** The Club shall be governed by its Constitution, By-Laws and Policies & Procedures, as promulgated by the Board of Directors; except where superseded by PCA.

**SECTION 2.** The governing authority of the Club shall be vested in an Executive Board of Directors whose power shall be enumerated by its By-Laws.

**SECTION 3.** Directors shall not be personally liable to the Corporation or its Members for breach of the Directors' fiduciary duty except as provided by Statute.

**SECTION 4.** The Club assumes all liability to any person other than the Corporation or its Members for all acts, or omission, of a volunteer Director, occurring on or after January 1, 1996, incurred in the good faith performance of the duties of the volunteer Director.

### **{PRIVATE }ARTICLE V: EXECUTIVE BOARD ELECTIONS{tc \l 1 "ARTICLE V\: EXECUTIVE BOARD ELECTIONS"}}**

**SECTION 1.** The Board shall consist of ten members: (1) the President, (2) the Vice President, (3) seven Board Members At-Large, and (4) the immediate Past-President as an ex-officio Board member. Effective: (January 1, 2011).

**SECTION 2.** The term of office shall be two (2) years; or until their successor for the following year is elected. No Board member shall serve for more than two (2) consecutive terms.

**SECTION 3.** Elections of all board members shall take place at the A.G.M. meeting.

**SECTION 4.** Each member in good standing will be allowed one vote.

**SECTION 5.** Elections are conducted as enumerated in the By-Laws.

### **{PRIVATE }ARTICLE VI: MEETINGS{tc \l 1 "ARTICLE VII\: MEETINGS"}}**

**SECTION 1.** The Club shall hold its Annual General Membership meeting at a time and place determined by the Board on an annual basis. Members in good standing shall elect board members of the Club, and consider any changes to the Constitution, By-Laws, and Policies & Procedures, and all other business pertinent to the Club.

**SECTION 2.** The date, time, and location of all Club meetings shall be set by the Board and published to the Membership at least 14 days prior to the meeting.

**SECTION 3.** Special meetings may be called by the President upon request of the majority of the

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Board, or by request of one third (1/3) of the Membership. Such requests must be in writing and must state the reason for the meeting. These requests must be addressed to the Club Secretary and mailed to the address of the Club. The meeting will be held within thirty (30) days of such a request.

### {PRIVATE }ARTICLE VII: AMENDMENTS{tc \I 1 "ARTICLE VIII\}: AMENDMENTS"}

- SECTION 1. Written amendments to the Constitution or By-Laws may be made at any Club meeting. Such amendments must be received by the Club Secretary at least thirty (30) days prior to the meeting. A two thirds (2/3) majority of the Membership present is required for adoption.
- SECTION 2. Amendments from the floor will only be considered at the Annual General Membership meeting and require a two thirds (2/3) majority of the Members present for adoption.
- SECTION 3. Amendments to the Policies & Procedures may be made at any Club meeting and require a simple majority of the votes cast for adoption.

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**{PRIVATE }ARTICLE I: MEMBERSHIP{tc \1 "ARTICLE VI\: MEMBERSHIP"}**

- SECTION 1. Membership in the Club is open to any individual who meets at least one of the following conditions:
- a. Active Member: Any person 18 years of age or older who owns, co-owns or leases a Porsche may become a member of the Club, provided he is also a member in good standing of PCA, and also provided he makes an application for membership and is approved by the Membership Committee of the Region. Membership 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, sister, daughter, son, mother or father, whether otherwise qualified for Active Membership by ownership of a Porsche or not.
  - b. Honorary Member: Any person who merits recognition for outstanding interest in or service to the Club, may be elected to Honorary Membership by a two-thirds vote of the Board of Directors. Such membership shall be limited to one year but may be renewed at the option of the Board of Directors.
  - c. Lifetime Member: Any person who is deemed to have performed extraordinary service to the Club may be honored by a two-thirds vote of the Board of Directors. Lifetime Memberships shall provide for a waiver of regional dues and shall accord such members the full benefits and privileges available to Active Members as long as the designated Lifetime Member shall maintain membership in good standing with PCA.
  - d. Affiliate Member: Any person 18 years of age or over, named by the Active Member at time of joining or at renewal of membership, in lieu of a Family-Active Member.
  - e. Associate Member: An Active Member who ceases to own, co-own or lease a Porsche while in good standing, or any person employed by a Porsche-oriented business, interested in the Club and its objectives and having paid Club dues and fees as required.
  - f. Termination of Membership. A member may be expelled by a two-thirds vote of the Board of Directors for conduct inconsistent with the Purpose of the Club or prejudicial to the good order and repute of the Club. An expelled member shall have the right to appeal to the membership of the Club at any regular meeting. The decision by a simple majority of the members assembled at this meeting will be final.
- SECTION 2. Each category of membership, including Family-Active, shall included voting privileges.
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**{PRIVATE }ARTICLE II: MEETINGS{tc \1 "ARTICLE I\}: MEETINGS"}**

SECTION 1. Board meetings will be held during the first week of every month. Meeting times and places will be determined at the convenience of the Board. Club Meetings shall be the Annual General Membership meetings and other meetings specifically published as Club Meetings.

SECTION 2. Any Club member in good standing shall have voice at any Club meeting. Voting rights will be governed by the Constitution and By-Laws of the Club. Voting at Board meetings shall be by those Board members present. Alternatively, one or more Board members may participate and vote at a Board meeting by a conference call (or similar communication equipment). The President will vote only to break a tie vote by the Board. (Effective: January 1, 2011).

SECTION 3. The agenda for all meetings will be as follows:

- a. Call to order
- b. Roll call
- c. Reading of the minutes
- d. Reports
  1. President
  2. Vice-president
  3. Secretary
  4. Treasurer
  5. Members-at-large
  6. Committee Chairpersons
- e. Old Business
- f. Elections
- g. New Business
- h. Good of the Club
- i. Adjournment

SECTION 4. Robert's Rules of Order, latest edition, shall be used to conduct all meetings of the Executive Board and all other meetings of the Club. Except for those Board members participating by a conference call, the initial vote of the Board shall be by a show of hands. If the President cannot determine the vote by a show of hands, then the second vote shall be by written ballot. (Effective: January 1, 2011).

SECTION 5. A quorum at a Club Meeting shall be ten (10) per cent of Members in good standing. A quorum for regular Board Meetings and Special Board Meetings shall consist shall be six (6) Board members, not including the President. If the Vice-President is

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presiding in President's absence, the same rule for a quorum shall be in effect. Effective: (January 1, 2011).

SECTION 6. Committees shall be formed as needed by the President, except as otherwise provided for within the By Laws. Chairpersons of committees shall be appointed by the committee members. All committee chairpersons will report directly to the Executive Board.

SECTION 7. Any Member of the Club in good standing shall have the right to one vote at any general membership meeting.

SECTION 8. The Board may take an action without a meeting through a unanimous consent resolution. Such a consent resolution shall have the same effect as a resolution passed at a regular Board Meeting or a Special Board Meeting if the following two criteria are met: (1) all ten Board Members must consent unanimously to the action in writing or by electronic means, and (2) the written consent must be filed with the regular Board minutes. (Effective: January 1, 2011).

**{PRIVATE }ARTICLE III: DUTIES OF THE OFFICERS{tc \1 "ARTICLE II\ : DUTIES OF THE OFFICERS"}**

SECTION 1. The President shall administer the affairs of the Club and shall preside over all official meetings. The President shall vote at Board meetings only to break a tie. The President shall appoint committees as needed. The President must give the State of the Club report at the Annual General Membership meeting.

SECTION 2. The President and the Vice-president shall act as "one" in the form of an Executive Committee. This committee shall make "emergency" decisions that are required immediately. All decisions of this committee are subject to the approval of the Executive Board of the next Board meeting.

SECTION 3. The Vice-president shall assume the duties of the President in his absence.

SECTION 4. The Secretary shall be a Club Position, appointed by the President in accordance with Article VI of the By-Laws (Appointments). The Secretary's duties are as follows: (1) record and maintain the minutes and other official records of the Board; and (2) prepare, distribute and receive the Club's election ballots; and (3) act as the Election Chairperson for each election, as more fully set forth in Article IV, Section 4 of the By-Laws. (Effective: October 4, 2011).

SECTION 5. The Treasurer shall be a Club Position, appointed by the President in accordance with Article VI of the By-Laws (Appointments). The Treasurer's duties are as follows:

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(1) maintain all financial records and bank accounts of the Club; (2) sign all drafts on all Club accounts and any corporate documents that financially obligate the Club; (3) prepare and file IRS information and state taxing authority returns as required; (4) prepare a monthly update of all financial activities and balances for approval by the Board; (5) provide periodic reviews of financial activities as requested by the President, the Board, or Club members; (6) provide financial reports that detail all activities and balances at the conclusion of the yearly accounting period for approval by the Board; (7) assist the Board as necessary to determine financial impact of Board decisions. The Board must approve all bank accounts before they are opened. (Effective: January 1, 2011).

SECTION 6. No Member of the Club Executive Board can maintain another Executive Board position in another organization, if the authority of the second Executive Board position supersedes the authority of the Club.

SECTION 7. No Board Member will make any unilateral decisions that concern the Club. No Board Member will use the Club in any way for their own personal gain.

SECTION 8. Board Members shall continue in office until their successors have been duly elected. Any Board Member absent without excuse from three (3) consecutive Board meetings shall forfeit without further formality his membership of the Board. Board Members may be impeached from office with due cause by a simple majority of the Membership. Vacancies within the Board will be filled by appointment by the President, with the approval of the majority of the Board.

## **{PRIVATE }ARTICLE IV: ELECTIONS**

SECTION 1. The vote of a member shall only be cast by that member. No voting by proxy is permitted.

SECTION 2. There shall be two (2) classes of election by the general membership:

1. Election of the President.
2. Election of other members of the Board of Directors.

The Vice-president shall be elected by the Board of Directors, from amongst the Directors, at the next Board meeting. Other members of the Board of Directors shall be the Members-at-Large. A Member-at-Large, who is elected to the Office of President or the Vice-president shall relinquish the rest of his or her term as Member-at-Large and serve a full term in the elected Office. Candidates may challenge for both classes of election concurrently. (Effective: December 7, 2010).

SECTION 3. Nominations may be made by the membership from the floor in accordance with

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parliamentary procedure at the monthly Board meeting held three (3) months prior to the date established for the A.G.M. meeting, or in writing to the Secretary on or before the date of that Board meeting.

SECTION 4. The Secretary shall prepare and mail to each Club Member at least thirty (30) day before the Annual General Membership Meeting an election ballot packet, which shall consist of a ballot, a profile of each candidate, and balloting instructions. A candidate profile shall contain a summary of the candidate's PCA activity, qualifications and general information. The candidate profile shall not exceed 250 words in length and shall be authored by the candidate or his or her representative.

SECTION 5. All ballots shall be delivered by: (a) mail, (b) in person at the Annual General Membership meeting, or (c) electronically via email. Club Members must sign paper ballots (whether delivered by mail or in person), along with their PCA Membership identification number. Members who chose to vote electronically do not have to sign their ballots, but they do have to include their PCA Membership identification number with their electronic ballot. Electronic ballots shall be sent to "[secretary@rsrpca.org](mailto:secretary@rsrpca.org)." The ballot also shall provide a space for the vote of as Affiliate Member. Any Club Member shall be entitled to write in the name of another Club Member in good standing as his or her choice of for an office. (Effective: October 4, 2011).

SECTION 6. An Election Committee shall oversee each election to certify the validity of the election and ballots and to report results to the Membership. The Election Committee shall consist of the Secretary, who shall act as the Election Chairperson, and two other Active Members selected by the Secretary. The Secretary shall not select an Officer, Director, or candidate to serve on the Election Committee. (Effective: October 4, 2011).

SECTION 7. Club Members who cast their ballots by mail or electronically via email must ensure that their ballots are in the hands of the Election Chairperson at least two calendar days before the Annual General Membership meeting. Late ballots will not be counted. All ballots shall be considered secret and only the Election Chairperson shall have access to them. (Effective: October 4, 2011).

SECTION 8. The Election Chairperson shall tally the votes at the Annual General Membership Meeting. The other two members of the Election Committee members shall verify the accuracy of the tally. Unsigned paper ballots (whether delivered by mail or in person) and any ballots not containing a Club Member's PCA membership identification number shall not be counted. The Election Chairperson shall announce the results of the election at the Annual General Membership meeting, along with publishing the results in the Club's official magazine. (Effective: October 4, 2011).

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**{PRIVATE }ARTICLE V: FUNDS{tc \I 1 "ARTICLE III\}: FUNDS"}**

- SECTION 1.** The Board has the authority to appropriate funds for the normal cost incurred for the ongoing operation of the Club.
- SECTION 2.** Annual Regional Dues: Each Active Member of the Club shall pay such annual regional dues as may be recommended by the Board of Directors. Any change in dues amount must be approved by a majority of the membership assembled at a regular meeting. Notice of the proposed dues change must be published in the club newsletter prior to the regular meeting at which the membership will vote on the change.
- SECTION 3.** Payment of Regional Dues: The annual regional dues are payable with submission of application for membership. Thereafter the dues become due and payable by each Active Member within 30 days from date of issue of dues notice.

**ARTICLE VI: APPOINTMENTS**

- SECTION 1.** The President may make appointments to Club Positions. A Club Position shall have the duties and obligations as defined by the President, except for the duties of the Secretary and Treasurer which are set forth in the By-Laws. (Effective January 1). 2011.
- SECTION 2.** All appointments to Club Positions must be ratified by the Board at the next Board meeting.
- SECTION 3.** All appointments to Club Positions will be for a period of twelve (12) months, starting on January 1 and ending on December 31. (Effective January 1, 2011).
- SECTION 4.** All appointments to Committees will be for a period of twelve (12) months, starting on January 1 and ending on December 31. (Effective January 1, 2011).