



Bylaws

Lone Star Region, Porsche Club of America

Bylaws as Approved November 2003

ARTICLE I Name and Principal Office

The name of the Club shall be Lone Star Region, Porsche Club of America, Inc. The principle office shall be at the residence of the President, or, at the President's option, at the office of the firm then handling the Region's accounting, corporate, and /or tax affairs.

ARTICLE II General Objectives and Powers

- 1) The general objectives of the Club shall be 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 the members.
- 2) The Club shall be empowered to do all things necessary to the carrying out of its objectives.

ARTICLE III Badge

- 1) The Badge or Badges of the Club shall be specified by the board and shall be published in the Club's official publication or on its web site.

ARTICLE IV Membership

- 1) Membership in the Club shall be limited to members in good standing of the National Porsche Club of America, except as noted in Item IV-2 below. Members in good standing shall be entitled to all privileges of the Club.
- 2) Temporary Memberships in the Lone Star Region may be granted members from other PCA regions, and, if eligible, to other entrants, for certain Board-designated events upon payment of entry fees to that event. Temporary Members shall be entitled only to those privileges accorded Full Members related to participation in that specific event and such Temporary Membership shall cease to exist at the conclusion of that specific event.

ARTICLE V Directors and Officers

- 1) The officers of the Club shall be President, Vice-President, Secretary, Treasurer, and Member-at-Large who shall serve one-year terms.
- 2) The Board of Directors shall be 16 members who shall establish policies and see to the proper conduct of the affairs of the Club in compliance with these Bylaws.
- 3) The Board shall be made up of the above five (5) officers and the immediate past president plus the Activities Chairman, Membership Chairman, Autocross Chairman, Driver Education Chairman, Driver Education Registrar, Charity Chairman, Club Race Chairman, Concours Chairman, Newsletter Editor, and Webmaster, appointed by the board.
- 4) 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.

- 5) The Vice-President shall assume the duties of the President in the absence of the latter, and shall undertake such duties as the President may assign to him.
- 6) The Secretary shall be responsible for the Club's correspondence, and for the maintenance of the Club's records. The Secretary shall also be responsible for securing insurance coverage for Club events for which coverage is required.
- 7) 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. The Treasurer shall also provide to the Board, at least quarterly, a report of the current state of the Club's assets and liabilities; make the review of any financial information maintained by the Club available to any member upon request (but that any photocopying costs incurred shall be born by the requestor); prepare, on at least a yearly basis, a financial statement summarizing the Club's disbursements and the current state of the Club's assets and liabilities, which the Board shall, after its approval, publish in the Club's official publication. The Treasurer shall also engage, after Board approval, the services of accountants and/or lawyers for the purposes of filing taxes and creating and filing other corporate forms, permits, franchises, and other documents necessary to maintain LSR's corporate and tax status and proper documentation thereof.
- 8) The Activities Chairman shall have the responsibility for the planning and scheduling of events, the presentation of the annual budget and may appoint event chairmen for specific events.
- 9) The Membership Chairman shall have the responsibility of handling all matters relating to membership, membership roster, updating the mailing list, and growth of the Region.
- 10) The Autocross Chairman shall have the responsibility for planning and scheduling of events, the presentation of the annual budget and may appoint event chairmen for specific events.
- 11) The Concours Chairman shall have the responsibility for planning and scheduling of events, the presentation of the annual budget and may appoint event chairmen for specific events.
- 12) The Driver Education Chairman shall have the responsibility for the planning and scheduling of events, the presentation of the annual budget, and may appoint event chairmen for specific events.
- 13) The Charity Chairman shall have the responsibility for all charitable activities of the Club, the presentation of the annual budget and maintenance of relations with the Club's designated major charitable organization.
- 14) The Driver Education Registrar shall be responsible for handling driver education registration and maintaining records of the event including permanent number assignment, driver classifications, driver evaluations and for depositing entry fees in the Club's checking account.
- 15) The Newsletter Editor shall have the responsibility for all matters relating to the preparation, production and distribution of the Club's official publication and for the presentation of the annual budget.
- 16) The Webmaster shall have the responsibility for maintaining the Club's Internet Web Site.
- 17) The Member- at-Large shall be the chairman of the sponsorship committee and perform other duties as may be assigned by the Board.
- 18) The Club Race Chairman shall have the responsibility for the planning and scheduling of events, the presentation of the annual budget, and may appoint task chairman for specific tasks associated with the Club Race.
- 19) The Board of Directors may create, make appointments to, and abolish such other offices, or committees as may be expedient for 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.

20) The Board shall meet at least once every sixty (60) days. The time and location of such meetings shall be posted on the Club's Web Page prior to the meeting. At such meetings, each Board member shall be entitled to one vote on questions that come before the meeting. Voting privileges may also be accorded by the Board to appointees under the preceding paragraph of this Article, provided however, that no person shall be entitled to more than one vote by reason of holding two or more official positions. A quorum at any meeting of the Directors shall consist of a simple majority of those having voting privileges.

21) The Directors may, with or without notice to other than themselves, convene such other meetings as they consider desirable, and any action taken thereat shall have the same effect as if taken at a regular meeting.

22) Directors may be removed from office if they are unable or unwilling to perform the duties of their office as defined in these bylaws. Action to remove a director may be initiated by a majority vote of the remaining directors or by any ten (10) members in good standing. The Board of Directors shall, within thirty (30) days, cause the proposed removal together with the need claimed therefor, to be published in the Club's official publication, and shall, within the next thirty (30) days, arrange for a vote of the Board of Directors. The affirmative vote of two-thirds of those voting shall be required for removal.

ARTICLE VI Elections

1) The Officers shall serve one-year terms, starting December 1 of the year in which they are elected to November 30 of the following year.

2) By September 1, the Board of Directors shall appoint a nominating committee of three (3) members for the purpose of selecting candidates for officer positions for the next term. This committee shall submit a slate of one or more candidates for officer positions for the next term at the October membership meeting. Nominations from the floor will also be accepted at the October meeting if seconded. The Secretary shall make all necessary arrangements to inform the members of the names and qualifications of the nominees before the November membership meeting. Provision for absentee ballots shall be made.

3) Each Club Member and family member in good standing shall have the opportunity to vote for the new officers of the Club in late October and/or early November of each year. Such voting shall be accomplished either via ballots at a membership meeting to be held in early November, via ballots published in the Club's official publication, or via electronic ballots implemented in the Club's website as specified by the Board. Provisions for write-in candidates shall be made and such votes shall be counted so long as the person receiving such a vote is a member in good standing. After the voting, the nominating committee shall determine the candidates receiving the largest number of votes and shall declare the new officers. A tie shall be broken by the toss of a coin by the nominating committee. As soon as possible after the election, and before December 30, the current Board shall meet with the new Board for the purpose of turning over the club records and assets as required.

4) If a vacancy occurs on the Board of Directors during a year, the remaining Directors shall elect to the Board an available member.

5) Any nomination for national recognition or national office, in response to solicitation by the national club, shall be made by a vote of the Board of Directors.

ARTICLE VII Meetings of the Members

1) Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by petition signed by ten percent (10%) of the members.

2) A quorum at any special meeting of the members shall consist of ten percent (10%) of the members, or thirty (30) members, whichever is larger

3) Due notice shall be given stating the date, time, place and purpose of any special meeting of the members at least ten (10) days before such meeting.

ARTICLE VIII Fiscal Year

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

ARTICLE IX Obligations and Indebtedness

1) Obligations or indebtedness in the name of the Club shall be incurred only (a) for the general benefit of the entire membership and (b) by authorization of the Board of Directors, and no personal liability shall result from action so taken.

2) Obligations or indebtedness incurred, other than as provided herein, shall be the sole responsibility of the person incurring them.

ARTICLE X Official Publication

Official communications to the membership may appear in a newsletter, web page or in such other mailings as the Directors may choose. The Club Newsletter, Porschenaut, shall be the Official Publication of the Club. The Porschenaut shall be published and distributed at least bi-monthly.

ARTICLE XI Amendment of Bylaws

1) Amendments to these Bylaws may be proposed by the Board of Directors or by any ten (10) members in good standing. Proposals submitted to the Board of Directors shall be in writing, accompanied by a written explanation of the nature and the need for such amendment, and signed by all ten (10) members.

2) The Board of Directors shall, within thirty (30) days, cause the proposed amendment together with the need claimed therefor, to be published in the Club's official publication, and shall, within the next thirty (30) days, arrange for a vote of the members. The affirmative vote of two-thirds of those voting shall be required for approval.

3) These Bylaws shall be posted on the Club's Web Page and shall be published in the Porschenaut at least annually.