

**Porsche Club of America Arizona Mountain Region, Inc.
BYLAWS**

ARTICLE I – NAME, PRINCIPAL OFFICE, GEOGRAPHY

The Name, Principal Office, and Geography of the Club shall be:

- A. Name – The name of the Club shall be Arizona Mountain Region, Inc. (AZM). The Club is a regional chapter of the Porsche Club of America (PCA).
- B. Principal Office –The Club’s principal office shall be the residence of the President.
- C. Boundaries – The boundaries of the Club will include the following counties in the State of Arizona: Apache, Coconino, Mohave, Navajo, and Yavapai.

ARTICLE II – GENERAL OBJECTIVES

The general objectives of the Club shall be to encourage the highest standard of safety and courtesy on the highways, to increase the enjoyment of Porsche ownership by exchanging technical information and to participate in such automotive and social events as may be agreeable to the members.

ARTICLE III – POWERS AND BADGE

Section 1 – Powers

The Club shall be empowered to do all things and conduct all business, not for profit, necessary to conduct the general objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of the State of Arizona and in these Bylaws.

Section 2 – Badge

The corporate badge of the Club shall be circular in form, inscribed with the name of the Club around the circumference with a yellow background. The center shall be an image of an Arizona state flag and mountain countryside.

ARTICLE IV – MEMBERSHIP, DUES, AND PRIVILEGES

Section 1 – Membership

An individual who meets the qualifications for membership in the PCA may apply for membership as an ACTIVE or ASSOCIATE member, as defined in Section 2 below.

Membership of the Club shall be restricted to owners, lessees or co-owners of a Porsche who are 18 years of age or older, and who are interested in the Club and its objectives as provided in Article II. A Porsche is defined as an automobile body and suspension which is, as manufactured by or designated as a Porsche automobile by Porsche AG, or its successor, which is powered by an engine which was installed in such bodies by Porsche AG, although not in the body concerned.

Section 2 – Classes of Membership

The Club will recognize six (6) classes of membership:

- A. **ACTIVE** – An owner, co-owner, or lessee of a Porsche, who is 18 years or older, having paid PCA and Club dues and fees as required.
- B. **FAMILY ACTIVE** – An individual requested by an active member as his or her family- active member, restricted to persons 18 years of age or older, whether otherwise qualified for active membership by ownership of a Porsche or not.
- C. **ASSOCIATE** – Any active member who ceases to own, lease or co-own a Porsche while in good standing, or any person, employed by a Porsche-oriented business, interested in the Club and its objectives having paid Club dues and fees as required. A person of the associate member’s family, who has been a family-active member as in (B) above, may continue as a family-associate member similarly.
- D. **HONORARY** – Any person deemed an Honorary Member by the PCA shall be recognized as such by the AZM.
- E. **LIFE** – Any person deemed a Life Member by the PCA shall be recognized as such by the AZM.
- F. **AFFILIATE** – A person, 18 years of age or older, named by the active member at the time of joining or at any renewal of membership in lieu of a family-active member.
- G. **JUNIORS** - PCA Juniors is a program for Porsche enthusiasts under the age of eighteen (18). Participants must be registered by and active PCA and AZM Member

Section 3 – Membership Application

Application for membership shall be made on such forms as are prescribed by the PCA and shall be accompanied by payment of all appropriate dues and fees.

Section 4 – Dues

National dues are set and billed by the PCA on the anniversary of joining. Club dues and assessments may be established by the AZM Executive Council.

Section 5 – Membership Year

The membership year for PCA shall be for one year beginning with the date of acceptance of original application and shall be renewable each year on the membership anniversary date. The PCA National Office shall send each member one billing notice for renewal dues on or about the due date. If dues are not paid before becoming delinquent, as determined by the PCA National Office, membership shall thereby be terminated without further notice.

Section 6 – Privileges

Active and Family Active members in good standing are entitled to vote and hold office, as well as all other privileges of AZM. Honorary members, Associate members and Affiliate members shall be entitled neither to

vote nor hold elective office. Family-Active members, Affiliate members, and Family Associate members shall not be entitled to receive any duplication of any mailing to the Active or Associate member.

Section 7 – Termination of Membership

AZM Membership may be terminated by:

- A. Resignation.
- B. Suspension - Any member of AZM Region may be suspended by a two-thirds vote of the Board of Directors for infractions of National or Regional Club rules or regulations or for actions inimical to the general objectives or best interests of the PCA or the AZM Regional Club.
- C. Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard, in person or through a representative, by the PCA National Board of Directors or a committee appointed by the Executive Council for this purpose, concerning the alleged misconduct. To be considered valid, such an appeal must be made in writing within 45 days of the written suspension notification. In the event of an appeal, the Board of Directors may thereafter continue the suspension for an unambiguous period or lift the suspension. The Board of Directors decision is final. Suspensions of active and associate members are also applicable to family-active, family associate and affiliate members. As per PCA National regions cannot Expel a member, they can only Suspend.
- D. Request for transfer to another region within the PCA shall be submitted in writing to the National Executive Secretary.
- E. An Active member may terminate the membership of a Family member or an Affiliate member by appropriate notification to the PCA National Office.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Members

The elected Executive Council (Article V, Section 2), the Past President (Article VI, Section 5) and appointed Chairs of the Standing Committees (Article X), 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 or special meeting. The term of office of the Board of Directors shall be from January 1 to December 31 of each year unless replaced according to the provisions of these bylaws.

Section 2 – Elected Members – Executive Council

The elected Executive Council shall be responsible for the proper conduct of the affairs of AZM, the appointment of Standing Committee Chairs and proper functioning of the committees and shall ensure compliance with these Bylaws and the Articles of Incorporation, in accordance with the laws governing such corporations in the State of Arizona. All decisions of the Executive Council shall be by a majority of the vote of its members, with a minimum of four members present. It shall examine, or cause to be examined, the Club financial records periodically, but at least annually. It shall also see that a current roster of members is maintained.

Executive Council members shall be voting members of the Board of Directors.

Only Active members and Family-Active members, in good standing, shall be eligible to be nominated for elective office.

Section 3 – Number and Qualification

The Executive Council will consist of a total of five members. They are the Four (4) elected Officers, who are the President, Vice-President, Secretary, and Treasurer, and the immediate Past President. There shall be up to ten (10) appointed members to the Board of Directors, as specified in Article X. Members related by matrimony, and those members related by blood and residing in the same household may not serve on the same Executive Council. No Officer may continue in the office if they move their residence beyond the boundaries of the Club.
Section

4 – Term of Office

The term of office of the Executive Council shall be from January 1 to December 31 of each year. Executive Council members shall serve for a term of one (1-3) years or until their successor is duly elected, except that a member selected by the Executive Council to fill a vacancy shall serve only the unexpired term of the Director being replaced. No Officer shall serve in the same office for more than three consecutive terms.

Section 5 – Appointed Members to the Board of Directors

Standing Committee Chairs (Article VII) will be voting members of the Board of Directors.

ARTICLE VI - EXECUTIVE COUNCIL POSITIONS AND DUTIES

Section 1 – President

- A. To chair the Executive Council and Board of Directors meetings.
- B. To serve as an ex-officio member of all committees, excepting the Nominating Committee.
- C. To preside over all meetings of the members and of the Board of Directors.
- D. To execute all documents and correspondence in the name of AZM as authorized by the Executive Council, including bank account signing authority.

Section 2 – Vice President

- A. To preside at Executive Council and Board of Directors meetings in the absence of the President, or when ordered to do so by the President.
- B. To function as parliamentarian.
- C. To chair the Bylaws Committee, keep and maintain the Bylaws and their changes.
- D. To manage all matters pertaining to insurance, including reporting of events to the National PCA.

- E. To keep and maintain the official calendar of the AZM events, in conjunction with the Activities Chair.

Section 3 – Treasurer

- A. To keep records and books of accounts reflecting the financial condition and operation of the AZM.
- B. To sign all checks and drafts upon the account of the AZM and all documents financially obligating the AZM.
- C. To receive all moneys paid to the AZM and deposit same to its credit with a bank insured by the Federal Deposit Insurance Corporation; to maintain direct control over, and supervision of, all Club assets and of all payments of the Club debts and obligations.
- D. To give a full and correct report on the financial status of the Club at every meeting of the Executive Council.
- E. To secure from each standing and special committee Chair a budget of the yearly anticipated income and expenses for all functions of the AZM and to compile and submit a consolidated budget to the Executive Council for approval. A progress report of the said budget shall be submitted to the Executive Council at least quarterly.
- F. To maintain a record of the physical assets of the Club this record shall be updated annually and will coincide with the Club's tax filing date.
- G. To oversee the filing of all appropriate State and Federal taxes and non-profit filings per the requirements of AZ non-profit regulations.
- H. To submit the Corporation Annual Report to the Arizona Corporation Commission on or before its due date.

Section 4 – Secretary

- A. The Secretary shall have custody of or cause club records to be kept by the Historian; the corporate badge as well as the Club's records are included in this duty.
- B. To record and preserve the minutes of all official meetings of the Club and to present and to read such minutes at the request of the President or any of the Directors.
- C. To receive all ballots, count them and cause to be published the results thereof, and keep them for inspection for a period of 30 days after the results are announced.
- D. To cause to be published in the Club's official publication and/or Club website notices of proposed and adopted amendments to these Bylaws and other matters relating to the proper conduct of the Club.
- E. To perform all duties incident to the office as required by law.

Section 5 – Past President

- A. To serve as a member of the Executive Council and Board of Directors and provide continuity.

Section 6 – Vacancies

- A. In the event of a vacancy of the President’s position for whatever reason, the Vice President will immediately become President and the position will be filled as per Section 6B below.
- B. In the event of a vacancy of any officer position other than President, the Executive Council shall elect a member, with their consent, to fill the vacancy at its next succeeding Executive Council meeting. Any Executive Council member so appointed shall hold office until the next regular election of Officers.
- C. The Executive Council may declare vacant the seat of any Director who is absent from three (3) consecutive meetings of the Executive Council or Board of Directors without reasonable cause.

ARTICLE VII – STANDING COMMITTEES

Section 1 – Appointment of Chairs

- A. Standing Committee Chairs are appointed by a majority, the Executive Council. Any voting member of AZM may serve as a member or Chair of a Standing Committee. To facilitate on an ad hoc basis the Executive Council may shift responsibilities of chairpersons to best match member knowledge and/or their expertise.
- B. Standing Committee Chairs shall serve as voting members of the Board of Directors.

Section 2 – Number

Standing Committees shall be up to fourteen, including:

- A. Driver Education - Responsible for scheduling and conducting such events according to PCA minimum standards.
- B. Autocross - Responsible for scheduling and conducting such events according to the PCA minimum standards.
- C. Show & Shine/Concours - Responsible for scheduling and conducting such events as suggested by the Parade Competition Rules.
- D. Activities - Responsible for scheduling and conducting such events, works in conjunction with the social committee.
- E. Safety - Responsible for obtaining proper PCA liability coverage for events; collecting PCA Insurance Waiver forms for events; and filing Observer Reports for events. (These functions are currently performed by the VP and Activity Chairperson)
- F. Nominating Committee.
- G. Editor, Official Publication.
- H. Website and Social Media.

- I. Membership Chair.
- J. Social Chair & Committee - works in conjunction with the activities committee.
- K. Historian - Maintain historical records and provide adequate archival storage for the Club's management and activities files and data for access by members.
- L. Lake Havasu Chapter Chair – Responsible for member recruiting, event coordination, and liaison in the general Havasu geography.
- M. Verde Valley/ Sedona Chapter Chair – Responsible for member recruiting, event coordination, and liaison in the general Verde Valley/Sedona geography.
- N. Prescott Chapter Chair – Responsible for member recruiting, event coordination, and liaison in the general Prescott geography.
- O. Flagstaff Chapter Chair – Responsible for member recruiting, event coordination, and liaison in the general Flagstaff geography.

Section 3 – Standing Committee Members

Standing Committee members must be AZM members and may vary in number as required to accomplish the work of each committee. Standing Committee Chairs may appoint committee members.

Section 4 – Duties and Responsibilities

Committee Chairs are responsible to the Executive Council and shall communicate to the Executive Council their budget of anticipated expenses and income with functions.

Section 5 – Term

Standing Committee Chair and member terms are from January 1 to December 31 of each year. They will automatically renew each year up to a term limit of 3 years, or unless terminated by a majority vote of the Executive Council.

ARTICLE VIII – SPECIAL COMMITTEES

Section 1 – Number

There shall be as many ad hoc special committees created by the Executive Council as required to execute the Club's special activities, events, or objectives.

Section 2 – Appointment

The President may appoint special committees as required. Any member of AZM may be appointed chair of a special committee, subject to approval of the Executive Council.

Section 3 – Duties and Responsibilities

Special committee chairs are responsible to the Executive Council and shall submit a written budget of all anticipated expenses and income in connection with their function. Special committee chairs are not members of the Board of Directors.

ARTICLE IX – ELECTION OF OFFICERS

Section 1 – Nominating Committee

- A. The Executive Council, by majority vote, will appoint a Nominating Committee Chairperson from the current Board of Directors. Two other non-officer Active Members selected by the Nominating Committee Chair shall serve as members of the Nominating Committee. The Nominating Committee is responsible for nominating a slate of officers to serve the following year. Positions elected the prior year with a 2-year term will not be on the election slate until the 2-year term is complete. No later than September 15 of each year, the Nominating Committee shall recommend to the Executive Council at least one, preferably two, or more candidates for each Officer position which will be vacant.
- B. Active members in good standing may nominate candidates for each office. Such nominations must be submitted to the Nominating Committee not later than September 15 of each year.
- C. No member may be nominated or placed on the ballot without their permission.
- D. Qualifications and pictures of the nominees may be submitted to the editor for publication on the Club's website at least 30 days prior to the election date.

Section 2 – Elections

- A. The October issue of the official publication shall include a ballot which contains the names of all the nominees. The ballot shall contain:
 - Names of the nominees
 - Instructions to vote for no more than one candidate for each Officer position.
 - Two columns: one for the ACTIVE member's vote and one for the FAMILY ACTIVE member's vote.
 - Space provided for write-in votes.
 - Space provided for the member's name (s), their active membership number (s), and the email addresses where the voting members can be reached.
 - A statement noting the calendar date deadline for the receipt of ballots.
- B. The Secretary must receive all ballots no later than November 15. Ballots may be submitted by mail or electronically.
- C. On or after December 1st the Secretary and a member in good standing who is not running for office in the election, shall count and tally all ballots received by the deadline. If the Secretary is on the ballot, the Past President will substitute.
- D. Ballots received after the deadline shall not be counted unless there is a tie for any of the positions. If a tie remains after all the late ballots are tallied, the Secretary shall flip a coin in the presence of the candidates or members present to determine a winner.

- E. Written protests shall be directed to the Executive Council within 15 days of the results being announced. The Executive Council has 15 days to hear the objection and determine a resolution. The Executive Council's decision will be final.
- F. Notice of Election Results - The Secretary shall cause the results of the election to be published on the Club's official website and an email to all members will be sent with the election results.

Section 3 – Powers of the Newly Elected Officers

Upon tabulation of the votes the Secretary shall immediately notify the people elected of their election. The President-elect may call a meeting of the newly constituted Executive Council for the purpose of appointing or approving Standing Committee Chairs whose terms are to start at the first of the next year, as well as other appointments which may be required.

ARTICLE X – OBLIGATIONS AND AUTHORITY

- A. Only persons authorized by the Executive Council to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or officer of the Club by reason of any such corporate obligation or liability.
- B. No elected officer or any other person authorized to act on behalf of the Club shall incur any obligations or indebtedness in the name of the Club more than the sum of \$500.00 without prior approval of a majority of the Executive Council.
- C. Unauthorized Obligations - No Elected Officer or any other person authorized to act on behalf of the Club shall incur any obligation 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 approve the incurring of any such obligation or indebtedness.
- D. Personal Liability for Unauthorized Obligations - The incurring of any obligation or indebtedness in the name of the Club by any elected officer or member in contravention of these Bylaws shall be an ultra vires 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 obligations or indebtedness which the Club may be required to pay.
- E. Conflict of Interest - No Club Officer or Director shall engage in any transaction that could create a conflict of interest with the Club. Directors shall disclose to the Executive Council any potential conflicts between their personal interests and the Club's. No Club Officer or Director shall vote on any matter in which they have a material financial interest or conflict of interest. The Region President is required to sign a "Conflict of Interest Form" and submit the completed form to national PCA. All region presidents are members of the national board of director, so signing this form is necessary to conform to PCA Bylaws.
- F. Fiscal Year - The fiscal year of the Club shall be the calendar year.

ARTICLE XI – MEETINGS

Section 1 – Executive Council Meetings

A. Meetings of the Executive Council may be called at any time when needed by the President or by a majority of the Executive Council members. Each Executive Council member shall be notified of such a meeting at least seven (7) days prior to the time set for the meeting. A simple majority of the Executive Council is required to pass a voting issue, with a minimum of four (4) Officers in attendance.

B. Meeting attendance may be in person or electronically.

Section 2 – Board of Directors Meetings

A. Meetings of the Board of Directors may be called at any time, but at least once per quarter, by the President or by a majority of the Board of Directors. Each Director shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A simple majority of Directors is required to pass an issue being voted on, with a majority of Directors in attendance.

B. Meeting attendance may be in person or electronically.

Section 3 – AZM Member Meetings

A. Meetings of the members shall be at such time and place as designated by the Executive Council. Due notice of any AZM Member Meetings shall be sent by email and on the club's website.

B. Special meetings of the members may be called by the President, by a majority of the Executive Council, or by a petition signed by five (5) percent of the members. Due notice shall be given stating the date, time, place, and purpose of any such meeting at least ten days before such meeting.

C. A quorum at any special meeting of the members shall consist of ten (10) percent of the members in good standing, or ten (10) members in good standing, whichever is larger.

D. Voting – At all meetings of the members, each Active or Active Family member in good standing shall be entitled to one vote on any matter which may be properly brought before the membership. Such a vote may be via voice or by written ballot.

E. Conduct of Meetings – The President, or in his/her absence the Vice President, shall preside at all meetings and will manage the agenda, discussion, and voting.

F. Members- members shall be permitted at all meetings unless a closed meeting is declared by a majority vote.

G. Members attending any meeting must submit questions in advance of the meeting as time permits by email to the club email or to an officer of the club.

ARTICLE XII – OFFICIAL PUBLICATION

The Club will publish upcoming events, official notifications, stories about activities, etc. on the club's official website and/or in an email to all members.

ARTICLE XIII - AMENDMENT OF THE BYLAWS

Section 1 – Review

The Board of Directors must annually review bylaws.

Section 2 – Proposed Amendments

Proposed amendments to these Bylaws may be considered upon either recommendation by most of the Board of Directors or by written petition signed by at least ten (10) Active or Family Active members in good standing. The review committee shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in the Bylaws.

Section 3 – Approval of Proposed Amendments

- A. The proposed amendment(s) shall be printed on the Club's website within sixty (60) days after Executive Council approval together with an explanation of the proposed Amendment(s), with the meeting date or deadline for the electronic procedure used at which the proposed amendment(s) will be voted upon.
- B. Voting upon amendment(s) to the Bylaws shall be by ballot, or a show of hands. Ballots or attendance will include active voting member name, their membership number, and their email address.
- C. Amendment(s) to these Bylaws shall be approved by a majority of the votes cast by the membership. A 10-percent quorum of the total membership in ballots or attendance must be received if the amendment is to be passed. Members, if they so choose, can vote electronically, subject to submission deadlines and directions communicated on the Club's website or by email at the time of publication of the proposed amendment(s).
- D. The Secretary and one Active or Family Active member appointed by the President shall open, count, and tally all ballots, and certify the results. The results shall be read into the minutes of the meeting and published on the Club's website within seven (7) days.