

# **Bylaws of the Wilderness Trail Region Porsche Club of America**

**Bylaws Adopted and Amended on November 1, 2021**



## **Bylaws of the Wilderness Trail Region Porsche Club of America**

### **ARTICLE I: NAME and PRINCIPAL OFFICE**

The name of the Club shall be the *Wilderness Trail Region Porsche Club of America* under the charter granted July 9, 1978.

The principal office of the club shall be located at the residence of its duly elected President, or at the residence of his/her successor, in the event of the President's disability or disqualification, unless otherwise directed by the managing Board of Directors.

### **ARTICLE II: GENERAL OBJECTIVES**

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:

- A. The highest standards of courtesy and safety on the roads.
- B. 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.
- C. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- D. 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.
- E. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
- F. The establishment of such mutually cooperative relationships with other car clubs as may be desirable.
- G. The preservation of the independence of the Porsche Club of America (PCA) and the Wilderness Trail Region, 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 Porsche Club of America, Wilderness Trail Region is and 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: POWERS, CORPORATE SEAL, AND BADGE**

#### **Section 1 – Powers**

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

### **Section 2 – Corporate Seal**

The corporate seal of the Club shall be circular in form, being inscribed with the name of the Club and the year of its incorporation.

### **Section 3 – Badge**

The badge of the Club shall be inscribed with the name of the Club and the year of its incorporation. The logo/badge for the Club shall be as shown on exhibit A to these Bylaws.

No substantial alteration to the logo/badge may be adopted by the Club unless approved by a 75% majority vote of its active and family active members.

## **ARTICLE IV: MEMBERSHIPS, DUES, AND FEES**

### **Section 1 – Membership**

Membership in the Club shall be restricted to owners, lessees, or co-owners of Porsches who are 18 years of age or older, and to such other persons interested in the Club and its objectives as provided in Section 2 (B), (C), and (D) of this Article. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designated as a Porsche automobile by Porsche, Porsche AG or its successor, which is powered by an engine which is, basically, one which was installed in such bodies by the manufacturer of such automobiles, although not necessarily in the body concerned.

### **Section 2 – Classes of Membership**

- A. ACTIVE – Any owner, lessee or co-owner of a Porsche acceptable to a Regional Club, who is 18 years of age or older, having paid 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. AFFILIATE MEMBER – 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.

### **Section 3 – National and Regional Club Membership**

No active, family-active, associate, family-associate, or affiliate member may hold membership in the Wilderness Trail Region without at the same time being a member in good standing of a National Club which are each a separate legal entity.

### **Section 4 – Membership Application**

Applications for membership may be made either through the National Office or Wilderness Trail Region, either of which may reject it.

### **Section 5 – Dues**

National annual dues for the various classes of membership shall be determined from time to time by the National Board of Directors. National dues shall be collected by the National Club, which shall refund to Wilderness Trail Region such part thereof as shall have been set by the National Board of Directors. National dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed.

### **Section 6 – Membership Year**

The membership year for members in Wilderness Trail Region shall be set forth by the National organization who will manage renewal notices. Members who do not renew shall be dropped from membership.

### **Section 7 – Privileges**

Members, including family-active members, in good standing shall be entitled to all the privileges of the Club, except that associate members and affiliate members shall be entitled neither to vote nor hold elective office, and except further that family-active members, affiliate members, and family-associate members shall not be entitled to receive any duplication of any Club mailing to the active member. Ballots will be mailed (or, if electronic means shall have been approved in accordance with these Bylaws, then by mail, by electronic means, or any combination thereof), to active members only, with space for the vote of the family-active member. Only active members and family-active members, in good standing, shall be eligible to be nominated for elective Club office. The active and family-active member may cast only one vote each in any election or referendum.

### **Section 8 – Suspension**

Any member may be suspended by a two-thirds vote of the Region Board of Directors or by the National Club in accordance with its Bylaws for infractions of Regional Club or National rules or regulations or for actions inimical to the general objectives or best interests of Club or PCA.

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 National Executive Council for the purpose, concerning the alleged misconduct. In order to be considered valid, such appeal must be made in writing within 45 days of the written suspension notification. If the suspension was not for a stated length of time and no written appeal is tendered, the member is automatically expelled from PCA at the end of the 45-day appeal window. In the event of an appeal, the National Board of Directors may thereafter continue the suspension for a definite time, lift the suspension, or expel the member, and its decision shall be final. Suspensions of active and associate members are also applicable to family- active, family associate and affiliate members.

### **Section 9 – Resignations**

Any member may resign by addressing a letter of resignation to the Secretary of the Regional Club or to the Executive Director of the National Office. The recipient shall inform the other of the resignation. The member’s resignation shall become effective upon receipt and all Club privileges shall terminate as of that date. Resignation of an active member likewise terminates membership of his/her family or affiliate member. An active member may terminate the membership of an affiliate member named by written notification to the Executive Director of the National Office.

### **Section 10 – Transfers**

Any member may request for transfer out of Wilderness Trail Region to another region within the PCA. This request shall be submitted in writing to the National Office.

### **Section 11 – Termination**

An active member or associate member may terminate or change the family-active, affiliate or family-associate membership by written notice to the National Office.

## **ARTICLE V: ELECTED OFFICERS**

### **Section 1 – Elected Officers**

The elected officers of the Club shall be a President, Vice President, Secretary, and Treasurer. Their terms of office shall be 2 years and shall end on December 31. No officer shall serve in the same office more than two consecutive terms. No officer may continue in office if the officer shall move the officer’s residence beyond the borders of the Club. Term Limit exceptions may be authorized by a majority vote of the Board of Directors when special skills and training are required (e.g. Treasurer) and no qualified candidate is available.

### **Section 2 – Eligibility**

Only active members and family-active members, in good standing, shall be eligible to be

nominated for elective Club office.

## **ARTICLE VI: ELECTED OFFICERS/ BOARD OF DIRECTORS**

### **Section 1 – Executive Council**

The President, the Vice President, the Secretary, and the Treasurer shall constitute the Executive Council in which the administration of the Club shall be vested. It shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the committees, and shall ensure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these Bylaws.

### **Section 2 – Board of Directors**

The Executive Council and last Past President continuing to be an active member of the Club 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. The Board of Directors shall ensure the proper conduct of the governance of the Club and compliance with these Bylaws. All decisions of the Board of Directors involving major policy considerations shall be arrived at by mail, telephonic or electronic canvass of the entire Board, to the fullest extent permitted by law. All decisions shall be by majority vote of the Board members voting, to the fullest extent permitted by law. All decisions of the Board of Directors at any called meeting of the Board shall be by a majority of the votes cast by those members present, to the fullest extent permitted by law.

At any meeting of the Board of Directors, representation of a simple majority of those having voting privileges shall constitute a quorum.

## **ARTICLE VII: DUTIES OF OFFICERS**

### **Section 1 – Duties of President**

The President shall preside at all meetings of the Executive Council and the Board of Directors and shall perform the duties usually pertaining to the President's office. The President shall call at least 2 meetings of the Board of Directors per calendar year. The President may call meetings of the Executive Council as the President may see fit and shall call such a meeting at the request of any 3 members of the Executive Council. The President shall cause to be published in the Club's official publication a semi-annual report on the status of the Club, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Club.

The President is a voting member of the National Board of Directors and participates in all National Board of Directors meetings.

### **Section 2 – Duties of 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 to the Vice President by the President. In the absence of the President, the Vice President shall preside, and act as President. In case of the President's death, resignation or disqualification, the Vice President shall become President.

### **Section 3 – Duties of Secretary**

The Secretary shall attend all meetings of the Executive Council and the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast thereat. The Secretary shall cause to be published in the Club's official publication notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of or cause to be kept the Club's National Charter and all non-financial records at all times. The Secretary shall perform all duties appertaining to the Secretary's office required by law.

### **Section 4 – Duties of 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 ensure 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 publication a full and correct report semiannually 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 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 Executive Council, and who is (are) overseen by the Treasurer. The Treasurer shall have the financial books of the Region audited or reviewed quarterly by the Board. The Treasurer shall have custody or cause to be kept the financial records of the Club.

### **Section 5 – Duties of the Past President**

The Past President shall have the responsibility to serve as a member of the Board of Directors to provide continuity. Duties shall be assigned by the Executive Council and Board of Directors as needed for the improvement and advancement of the Club's objectives.

### **Section 6 – Vacancies / Interim appointments**

In the event of the death, resignation, disability or disqualification of the Vice President, Secretary, or Treasurer, the Executive Council shall make an interim appointment to the office so vacated for the balance of the unexpired term.

In the event of the death, resignation, disability or disqualification of a candidate for the office of Vice President, Secretary, or Treasurer, running unopposed, or elected but not yet seated, the Executive Council shall make an interim appointment to that office for not more than one year, during which time a special election will be held to fill the office for the remainder of the term.

### **Section 7 - Financial Accounts**

The Executive Council will specify a minimum of one additional Elected Officer's name other than the Treasurer as signature authority on the Club's accounts.

## **ARTICLE VIII: STANDING COMMITTEES and SPECIAL COMMITTEES**

### **Section 1 – Appointment of Standing Committee Chairs**

Standing Committee Chairs are appointed by a majority vote of the Executive Council and may, in like manner, be dismissed by the majority vote of same, except that a unanimous vote of the Executive Council shall be required for the appointment of the chair and members of the Nominating Committee and for their dismissal or replacement.

Any voting member of the Club may serve as a member or Chair of a Standing Committee.

### **Section 2 – Number**

There shall be 5 standing committees of the Club, as follows:

- 1) Nomination
- 2) Safety
- 3) Membership
- 4) Website
- 5) Official Publication (Newsletter)

### **Section 3 – Standing Committee Members**

Standing Committee members must be a member in good standing of the Club and may vary in number as required to accomplish the work of each committee. Committee members may be appointed by Standing Committee Chairs. Committee members may be dismissed or replaced by a majority consent of the Executive Council.

### **Section 4 – Duties and Responsibilities**

Committee Chairs are accountable to the Executive Council and shall submit an annual written budget of all anticipated expenses and income in connection with their function.

### **Section 5 – Special Committees**

The Executive Council may create such other ad hoc committees from time to time as required to execute the Club's special activities, events, or objectives. Examples of such committees could be activities, driving tours, dealership liaisons, social media and charities.



## **Section 6 - 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 2 years, or unless terminated by a majority vote of the Executive Council.

## **ARTICLE IX: ELECTION OF OFFICERS**

### **Section 1 – Nominating Committee**

The Executive Council, by unanimous vote, shall appoint a Nominating Committee Chair and the other Committee members. The Nominating Chair must be a voting member of the Club. No member of the Nominating Committee may be elected to an office in the same year in which he or she serves on the Nominating Committee. The Nominating Committee is responsible for nominating a slate of officers to serve in the following term. Not later than October 31 of each election year, the Nominating Committee shall recommend to the Executive Council at least one, preferably two, or more candidates for each elected Officer position.

### **Section 2 – Nominations by the Members**

Active and family active members in good standing may nominate candidates for each office. Such nominations must be submitted to the Nominating Committee not later than October 1 of each year.

No member may be nominated or placed on the ballot without their consent.

### **Section 3 – Notice of Elections**

In the official publication for the Club for November of any election year, the Secretary shall cause to be published a notice of election and the names of all nominees for office.

### **Section 4 – Ballots**

During the first fifteen days of November of any election year, the Secretary shall cause to be mailed (or, if electronic means shall have been approved in accordance with these Bylaws, then by mail, by electronic means or any combination thereof), to all current active members a notice of election and a ballot.

Active and family-active members are entitled to one (1) vote each on any and each issue arising.

The ballot shall contain:

- Names of the nominees
- Instructions to vote for no more than one candidate for each Officer position.
- Space for voting for the ACTIVE member's vote and the FAMILY ACTIVE member's vote.

- Space provided for write-in votes.
- Space provided for the signature of each voting member, their individual membership number, and their email address (if appropriate).
- A statement noting the calendar date deadline for the receipt of ballots.

The notice of election shall set a return date for the ballot which shall be at least 30 days before the end of the year.

All ballots must be received by the Secretary no later than December 1. Ballots may be mailed or sent electronically.

### **Section 5 – Tellers**

On or after December 1, 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 active Secretary is on the ballot, the Past President shall substitute, or another member in good standing with no direct interest in the outcome.

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 (or Past President) shall flip a coin in the presence of the candidates or members present to determine a winner.

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 decision will be final.

### **Section 6 – Notice of Election Results**

The Secretary shall cause to be published within 30 days the results of the election in the Club’s official publication and/or on the Club’s website.

### **Section 7 – Duties of Newly Elected Officials**

Upon tabulation of the votes, the Secretary shall immediately notify all those on the ballot of the election results. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted Executive Council for the purpose of appointment of committee members whose terms are to start at the first of the next year, as well as other appointments which may be required. At the discretion of the President-Elect, the meeting described above may be by telephone or electronic means.

## **ARTICLE X: FISCAL YEAR**

The fiscal year of the Club shall be the calendar year.

## **ARTICLE XI: OBLIGATIONS AND INDEBTEDNESS**

### **Section 1 – Authority to Incur Obligations or Indebtedness**

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 whatsoever shall attach to or be incurred by any member or officer of the Club by reason of any such corporate obligation or liability.

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 in excess of the sum of \$50 without prior approval of a majority of the Executive Council, for standing operating expenses (such as that are within the region's approved budget).

### **Section 2 – Unauthorized Obligations**

No elected Officer or any other person authorized to act in 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 or the Board of Directors approve the incurring of any such obligation or indebtedness.

### **Section 3 – Personal Liability for Unauthorized Obligation**

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.

### **Section 4 – Conflict of Interest**

No Board Member shall engage in any transaction that could create a conflict of interest with the Club. Board Members shall disclose to the Executive Council any potential conflicts between their personal interests and the Club's. No Board Member shall vote on any matter in which they have a material financial interest or conflict of interest.

### **Section 5- Financial Oversight**

All Committee Chairs, Special Appointees and individual members of the Executive Council shall prepare and submit annual budgets to the Treasurer for collective review and approval by the Executive Council.

The Treasurer shall submit and the Executive Council shall internally review and audit quarterly reports on the Club's finances.

The Treasurer shall 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 published in the Club's official publication a full and

correct report semi-annually on the financial status of the Club.

The Treasurer shall submit the Club's financial records for an annual review at the close of the fiscal year, for audit as directed by the Executive Council.

## **ARTICLE XII: – MEETINGS**

### **Section 1 – Executive Council Meetings**

Meetings of the Executive Council may be called at any time, but at least twice yearly, by the President or by a majority of the Executive Council members. Each Executive Council member shall be notified of such 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 majority of Officers in attendance. Meeting attendance may be electronic or in person.

### **Section 2 – Board of Directors Meetings**

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

### **Section 3 – Club General Membership Meetings**

Meetings of the members shall be at such time and place as designated by the Executive Council. At least 1 meeting per year is required in the Fall to coincide with voting. Due notice of any Club Member Meetings shall be given by publishing in the official publication, on the club's website or via other electronic notice that reaches the entire membership.

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 (10) days before such meeting.

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

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

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.

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

## **ARTICLE XIII – OFFICIAL PUBLICATION**

The Club shall publish an official publication to announce upcoming events, official notifications, stories about activities, etc.

## **ARTICLE XIV: AMENDMENT OF BYLAWS**

### **Section 1 – Review**

Bylaws will be reviewed annually by the Board of Directors in January.

### **Section 2 – Amendment of Bylaws**

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

### **Section 3 – Approval of Proposed Amendments**

The proposed amendment(s) shall be printed in the official publication of the Club or on the Club's website within sixty (60) days thereafter, together with an explanation of the proposed amendment(s) and the voting process.

### **Section 4 – Ballots**

Voting upon amendment(s) to the Bylaws shall be by ballot. Ballots will include space for providing the signature of each active and family-active voting member, their membership number, and their email address (if appropriate). Ballots cast in accordance with procedures adopted under this Article XV shall be valid, and all other ballots shall be invalid.

Amendment(s) to these Bylaws shall be approved by a majority of the votes cast by the voting membership. A 10-percent quorum of the voting membership in ballots must be received if the amendment is to be passed. Members, if they so choose, may vote by mail or electronically, subject to submission deadlines and directions communicated in the official publication of the Club or on the Club's website at the time of publication of the proposed amendment(s).

### **Section 5 – Tellers**

The Secretary and two voting members appointed by the President shall open, count and tally all ballots, and certify the results.

### **Section 6 – Notice of Vote or Referendum Results**

The results shall be read into the minutes of the meeting and published in the next issue of the official publication of the Club or published on the Club's website within seven (7) days.



Exhibit A: Club Logo

