

## **INLAND NORTHWEST REGION PCA**

### **BYLAWS, REVISION III**

ORIGINAL BYLAWS ADOPTED DECEMBER 5, 1971 AT A MEETING OF THE GENERAL MEMBERSHIP.

REVISION I ADOPTED AUGUST 18, 1979 AT A MEETING OF THE GENERAL MEMBERSHIP.

REVISION II ADOPTED MARCH 5, 2013 BY VOTE OF THE GENERAL MEMBERSHIP.

REVISION III ADOPTED XXXX XX, 2024 BY VOTE OF THE GENERAL MEMBERSHIP.

### **ARTICLE I: NAME**

- A. The name of the Club shall be the INLAND NORTHWEST REGION PCA hereinafter called "INWR-PCA" OR "the Club."
- B. It shall operate as a Regional Club of the Porsche Club of America, Inc., under the charter granted on March 30, 1972.

### **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 INWR-PCA 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 PCA and the INWR-PCA Region are and shall remain totally member-driven and primarily member-financed independent entities allowing neither inappropriate nor undue influence, financial or material, from outside their domains, owing allegiance only to the 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 conduct the general objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of the state of Washington, and in these Bylaws.

#### Section 2 – Badge

The badge of the Club shall be a design reading PORSCHE CLUB of AMERICA and INLAND NW REGION. The badge shall be as per the design on file with PCA National.

No substantial alteration to the logo/badge may be adopted by the Club unless approved by a majority vote of the board.

### **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 or motor 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 INWR-PCA without at the same time being a member in good standing of the PCA, each of which is a separate legal entity.

### Section 4 – Membership Application

Applications for membership may be made either through the PCA National Office or INWR-PCA, either of which may reject it.

### Section 5 - Membership Area

Memberships will be accepted according to the area defined by PCA, including but not limited to the State of Washington, counties of:

Pend Oreille, Spokane, Whitman, Asotin, Garfield, Columbia, Walla-Walla, Benton, Franklin, Adams, Grant, Lincoln, Ferry, Stevens, Douglas, Okanogan, Chelan, Kittitas, Klickitat, and Yakima;

And the State of Idaho, including but not limited to counties of:

Bonner, Boundary, Kootenai, Shoshone, Benewah, Latah, Nez Perce, Lewis, and Clearwater.

Membership also will be accepted from any PCA member who chooses to be a member of INWR-PCA no matter where they reside.

### Section 6 – Dues

National annual dues for the various classes of membership shall be determined from time to time by the PCA National Board of Directors. National dues shall be collected by PCA, which shall refund to the INWR-PCA 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 7 – Membership Year

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

## Section 8 – Privileges

Members, family-active members, associate and affiliate members in good standing shall be entitled to all the privileges of the Club, except that neither affiliate nor associate members shall be entitled to vote or hold elected office, and except further that family-active members, affiliate members, and associate members shall not be entitled to receive any duplication of any Club mailing to the active member. Ballots will be sent by electronic means primarily or if electronic means are unavailable, mailed, 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 elected Club office. The active and family-active member may cast only one vote each in any election or referendum.

Associate and Affiliate members cannot hold the positions of INWR President, Vice President, Secretary, and Treasurer. Nor can they vote or hold positions with the National Club; the PCA National Bylaws only allow active and family-active members to vote and hold office.

## Section 9 – 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 the 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. 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 10 – Resignations

Any member may resign by addressing a letter of resignation either to the Secretary of the INWR-PCA 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-active or affiliate member. An active member may terminate the membership of a named family-active or affiliate member by written notification to the Executive Director of the National Office.

## Section 11 – Transfers

Any member may request a transfer out of INWR-PCA to another region within the PCA. This request shall be submitted in writing to the National Office.

Any member may request a transfer into INWR-PCA from another region within the PCA. This request shall be submitted in writing to the National Office.

## Section 12 – 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 two years and shall end on December 31. No officer should serve in the same office more than two consecutive terms. No officer may continue in office if the officer moves beyond the borders of the Club. The active member and family-active member of the same family shall not serve on the board at the same time.

## Section 2 – Eligibility

Active members and family-active members, in good standing, should have a minimum of two full years membership in the region before they are eligible to be nominated for elected Club office.

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

## Section 1 – Elected Officers

The President, the Vice President, the Secretary, and the Treasurer shall constitute the Elected Officers in which the administration of the Club shall be vested. The Elected Officers

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 Elected Officers shall be by a majority vote unless otherwise provided for in these Bylaws.

## Section 2 – Board of Directors

The Elected Officers and last Past President continuing to be an active or family-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 three of those Board members shall constitute a quorum.

A Board Member may be removed from the board for cause, including but not limited to:

- (i) Failure to fulfill the duties and responsibilities of a board member;
- (ii) Engaging in conduct that is detrimental to the best interests of the organization;
- (iii) Committing a crime or other act of moral turpitude; or
- (iv) Violating or not following the organization's bylaws or policies.

There are two ways to remove a board member for cause, by recall petition from the membership or by a majority vote of the Board of Directors.

To remove a board member by recall petition from the membership, the following procedures must be followed:

- (i) Recall petition - Initiate the recall proceedings by submitting a recall petition to the INWR-PCA Secretary. Said petition must bear the signatures of no less than 35 active members in good standing.
- (ii) Recall Voting – Upon receipt of the recall petition, the Secretary shall cause to be sent by mail, by electronic means or any combination thereof, to all current active and family-active members, before the expiration of 14 days, a secret recall ballot. The ballot shall contain a space for the vote of the active member and family-active member. Due notice be given therein that only ballots received electronically or bearing the postmark dated within 28 days subsequent to the date on which the INWR-PCA Secretary received the recall petition will be considered valid. This date shall appear on the ballot. Within 28 days after the recall petition was received

by the INWR-PCA Secretary, the Secretary and at least two (2) active Members shall open, count, and tally all valid ballots.

(iii) Certification of the Recall Vote. As soon as the count has been made, the Secretary shall notify the Board of Directors of the results. The Board of Directors shall then inform the recalled person of the results, and if recalled, unless there are unusual reasons why he/she cannot be dismissed, he/she shall step down from that office or committee and perform no further duties in that capacity.

(iv) Required Vote. A two-thirds majority of ballots cast and counted as valid is required to recall an elected position.

(v) Action after the Vote. Vacancies created by recall shall be filled as described in Article VII, Section 6 below.

To remove a board member by majority vote of the Board of Directors, the following procedures must be followed:

(i) The board chair or another member of the board must notify the board member in writing of the grounds for removal.

(ii) The board member must be given an opportunity to be heard before the board.

(iii) The board must vote to remove the board member for cause. The vote must be by a majority of the remaining board members.

If the board votes to remove a member for cause, the member shall be removed from the board immediately. The board vote to remove a board member for cause is final.

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

### Section 1 – Duties of President

The President shall be the Board Chair and shall preside at all meetings of the Elected Officers and the Board of Directors, ensuring that the meetings are run smoothly, and shall perform the duties usually pertaining to the President's office. The President shall call at least ten meetings of the Board of Directors per calendar year. The President may call meetings of the Elected Officers as the President may see fit and shall call such a meeting at the request of any three members of the Elected Officers. The President should 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.

Represent the Club: The President is responsible for representing the Club to the public, to other car clubs, and to other organizations. This includes attending events, giving speeches, and writing letters.

Oversee the Club's finances: The President is responsible for overseeing the Club's finances, ensuring that the Club is financially sound and that its funds are used wisely. The President will have access to all financial accounts. All contracts creating a financial obligation must be approved by the President and the Treasurer. Any obligations of \$1,000 or greater require dual signatures of the President and the Treasurer.

Set the Club's agenda: The President is responsible for setting the Club's agenda, deciding what issues are important and how the Club should address them.

Resolve disputes: The President is responsible for resolving disputes between Club members, ensuring that the Club remains a positive and welcoming environment.

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

The President should maintain a PCA Region "Redbook" per the PCA Region Procedures Manual (RPM) or something similar to facilitate transfer of accounts, assets, login identifications and passwords to future leaders of the club.

## 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 function as President. In case of the President's death, resignation or disqualification, the Vice President shall become President.

The Vice President serves as the Club Activities Coordinator and is responsible to coordinate activity schedules with event chairs to avoid conflict within the Region and between Regions, Zones, and National events. Additional duties may include: Causing to be posted information on Region and PCA websites, recommending new events and scheduling with Board approval, helping the President in selection of chairs for specific events as appropriate, and guiding and assisting event Chairs as required, with the help of the Social, Tour and Competition Chairs.

Function as a liaison between the President and the Club members: The Vice President acts as a liaison between the President and the Club members, ensuring that the President is aware of the members' concerns and that the members' voices are heard.



Promote the Club: The Vice President promotes the Club to the public, ensuring that the Club remains a positive and welcoming environment, encouraging people to join the Club and participate in its activities.

### Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the Elected Officers and the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast. The Secretary should 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.

The Secretary should maintain a cloud-based storage system for the Club's documents.

### 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; or in a credit union or credit unions insured by the National Credit Union Administration. The Treasurer shall have direct control over, and supervision of, all Club financial 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 should 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 should 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 accurately reflect the true and correct financial status of all receipts, disbursements, balances, assets, and liabilities of the Club. The Treasurer shall be responsible for arranging and paying for the services of the Registered Agent required by the State of Washington. The Treasurer shall be responsible for all required State of Washington nonprofit corporation filings. The Treasurer shall be responsible for all required filings with the US Internal Revenue Service.

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 Elected Officers, and who is (are) overseen by the Treasurer. All contracts creating a financial obligation must be approved by the President and the Treasurer. Any obligations of \$1,000 or greater shall require dual signatures of the President and the Treasurer. The Treasurer should submit the Treasurer's books of account and records to a qualified audit committee, at Club expense, at the close of the fiscal year as directed by the Board of Directors to conduct an audit. The Treasurer shall have custody or cause to be kept the financial records of the Club. The Treasurer may make

and receive payments by electronic means such as mobile deposit, PayPal, Zelle or similar means. Payments made using electronic means shall have secure accounts with login identification and passwords controlled by the Treasurer. The Treasurer will assure that login identifications and passwords are included in the President's "Redbook" (or similar).

#### 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. The Elected Officers and Board of Directors shall assign duties 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 Elected Officers 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 Elected Officers 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.

The Elected Officers, by 75 percent majority vote, may declare vacant the seat of any Board of Director member who is absent from three (3) consecutive meetings of the Elected Officers and / or Board of Directors without reasonable cause or report submission.

All vacancies should be announced to the membership and a call for volunteers made whenever a vacancy of an Elected Office or Committee Chair occurs.

#### Section 7 - Financial Accounts

The President and the Treasurer have signature authority on the Club's accounts. Board approval, either by direct approval or by acceptance of an approved budget, is required for all expenditures of \$500 or greater. The board by unanimous approval may authorize funds for a cause that does not involve and benefit Club members and Club events, such as charitable donations.

#### Section 8 – Compensation

No elected officer, director, committee chair, committee member or volunteer shall receive compensation or salary for their service in their office or position.

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

### Section 1 – Appointment of Standing Committee Chairs

The Board of Directors appoints the Chairs of Standing Committees by a majority vote and may, in like manner, dismiss a Chair by a majority vote of the Board except that a unanimous vote of the Board of Directors is required for the dismissal or replacement of the sitting Chair of the Nominating Committee. Any active or family-active member of the Club may serve as a Chair of a Standing Committee. A member of any class may serve on any committee.

Standing Committee Chairs are not voting members of the Board of Directors. Their areas of expertise are defined in Section 2 below. The role of the Committee Chairs is not meant to do all the work in their area of responsibility. Their role is to coach, guide and mentor club members who serve as event chairs for the Club. They are also responsible to prepare and maintain guidance in the INWR-PCA Region Operations Manual in their areas of expertise. Standing committee chairs should attend all Board of Directors meetings to report on their committee's area.

### Section 2 – Standing Committees

The Club will maintain necessary committees to help streamline operations, ensure members' needs are met, and contribute to the overall success of the Club. These committees may include any of the following:

- 1) Nominating
- 2) Membership
- 3) Website
- 4) Driver Education
- 5) Safety
- 6) Tours
- 7) Social
- 8) Classics
- 9) Communications and Social Media
- 10) Insurance
- 11) Technical
- 12) Others as Needed

### Section 3 – Standing Committee Members

Standing Committee members must be an active, family-active or affiliate member in good standing of the Club and may vary in number as required to accomplish the work of each committee. Committee members, other than Nominating Committee members, may be

appointed by Standing Committee Chairs, and may be dismissed or replaced by the committee chair. The minimum size of a committee is one. The maximum number on a committee is determined by the Committee Chair.

#### Section 4 – Duties and Responsibilities

Committee Chairs are accountable to the Elected Officers and should submit an annual written budget of all anticipated expenses and income in connection with their function. Specific duties and responsibilities are outlined in our INWR-PCA Region Operations Manual (ROM). If the ROM is silent on a topic, then defer to the PCA RPM for guidance. Committee Chairs are responsible for the club physical assets such as club radios, traffic cones, timing equipment, audiovisual equipment, electronic equipment, etc. assigned to their areas.

#### Section 5 – Special Committees

The Elected Officers may create such other ad hoc committees from time to time as required to execute the Club's special activities, events, or objectives.

#### Section 6 – Members at Large

The Board of Directors appoints Members at Large to represent a geographical area of the Club. They Members at Large act as a liaison between the Board of Directors and the Club members, ensuring that the board is aware of the members' concerns and that the members' voices are heard.

Promote the Club: Members at Large promote the Club to the public, ensuring that the Club remains a positive and welcoming environment, encouraging people to join the Club and participate in its activities.

#### Section 7 - Term

Standing Committee Chairs and Members at Large terms are from January 1 to December 31 of each year. They will automatically renew each year up to a term limit of four years, or unless terminated by a majority vote of the Elected Officers.

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

#### Section 1 – Nominating Committee

The Board of Directors, by majority vote, shall select one of its members as Nominating Committee Chair, no later than September 1 of an election year.

The Chair of this Committee shall select three active or family-active members in good standing and these four persons shall constitute the Nominating Committee. By the 28th day of October, the Chair of the Nominating Committee shall provide the INWR-PCA Secretary a slate composed of not less than four active or family-active members willing to serve as

Elected Officers, each of the persons to be approved by a majority of the Board of Directors before submission to the Secretary. Each person nominated shall be nominated for a specific office and not more than two persons shall be nominated for one office. Petitions from the General Membership to have a name placed in nomination shall be received by the Secretary no later than the first day of October and he/she shall keep such petitions and present them to the Chairperson of the Nominating Committee when that Chairperson is selected. Such petitions must contain the signatures of not less than ten (10) active or family-active Members.

The Nominating Committee Chair is not eligible for election to office in the same year in which he/she chairs the Nominating Committee. Other members of the Nominating Committee may be elected to an office in the same year in which they serve 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 15 of each election year, the Nominating Committee shall recommend to the Elected Officers at least one, and preferably two, 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 an election year.

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

## Section 3 – Notice of Elections

The Secretary shall cause to be published a notice of election and the names of all nominees for office by November 1.

## Section 4 – Ballots

During the first fifteen days of November of any election year, the Secretary shall cause to be delivered by mail, by electronic means or any combination thereof, to all current active members a notice of election and a ballot.

Active members 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 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 no later than November 15.

The Secretary must receive all ballots no later than November 15. Ballots may be mailed or sent electronically.

#### Section 5 – Tellers

On or after November 16, the Secretary and an active or family-active 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 active or family-active member in good standing with no direct interest in the outcome.

Ballots received after the deadline shall not be counted. If a tie occurs after all the 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 Elected Officers within 15 days of the results being announced. The Elected Officers have 15 days to hear the objection and determine a resolution. The Elected Officers 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, within three days, 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 Elected Officers 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 Elected Officers 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 \$500 without prior approval of a majority of the Elected Officers, 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 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 Elected Officers or the Board of Directors approve the incurring of any such obligation or indebtedness.

The board by majority vote may once per year authorize Club funds for an extraordinary or charitable cause.

### 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 (beyond one's legal power or authority) 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 Elected Officers 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 Elected Officers should prepare and submit annual budgets to the Treasurer for collective review and approval by the Board.

The Treasurer shall submit, and the Elected Officers shall internally review monthly 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 should 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 should submit the Club's financial records for an annual review at the close of the fiscal year, for audit as directed by the Elected Officers.

## **ARTICLE XII: MEETINGS**

### Section 1 - Board of Directors Meetings

Meetings of the Board of Directors may be called at any time, but at least ten times per year by the President or by a majority of the Board of Directors. Each Board Member should 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.

### Section 2 – Club General Membership Meetings

There should be at least 4 in person meetings of the membership every year.

Meetings of the members shall be at such time and place as designated by the Elected Officers. Due notice of any Club Member Meetings should 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 Elected Officers, 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 thirty (30) 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 will 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. This publication will be electronic only. This can be in the form of an electronic newsletter, electronic calendar, Club website, official club email or similar.

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

#### Section 1 – Review

Bylaws will be reviewed every 2 years by the Board of Directors near the end of the second year of the term of office (the PCA recommended review interval is a minimum of 5 years).

#### 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 fifty (50) 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 XIV 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 active or family-active 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.