

**BY-LAWS**  
**Schönesland Region**  
**Of the Porsche Club of America**  
**(Revised: November 27, 2018)**

**ARTICLE I - Organization and Principal Office**

The name of the club shall be "Schönesland Region" (the Club). The Club shall be organized and operated as an Iowa nonprofit corporation, a social club under section 501(c)(7) of the Internal Revenue code, and a regional club of the Porsche Club of America, Inc. (the National Club) under the charter granted thereby on June 23, 1967.

The principal office of the Club shall be located at the residence of the President of the Club.

**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 good will 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 sports car clubs as may be desirable.

**ARTICLE III- Powers, Corporate Seal, and Badge**

The Club endorses the national Porsche Club of America's By-Laws Article III- Powers, Corporate Seal and Badge.

## **ARTICLE IV- Membership, Dues, and Privileges**

### **Section 1 – Membership**

Membership in the Club shall be restricted to owners, lessees, and 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 of this article.

### **Section 2 - Classes of Membership**

A. Active - Any owner, lessee, or co-owner of a Porsche, acceptable to the Board of Directors, who is 18 years of age or older, having paid dues and fees as required, and may include (if requested by the active member) as a family-active member, one other person of the active member's immediate family, also 18 years of age or older, restricted to wife, husband, brother, sister, son, daughter, mother or father, whether otherwise qualified for active membership by ownership of a Porsche or not.

B. Associate - Any active member who ceases to own, lease or co-own a Porsche while in good standing, having paid dues and fees as required. A person of the associate member's family, who has been a family-active member as in (A) above, may continue as a family-associate member similarly.

C. Honorary- Any person who, on the affirmative vote of three-fourths of the Board of Directors, is deemed to merit recognition for outstanding interest in or service to the Club. Such membership shall be limited to one year, but may, upon the affirmative vote of three-fourths of the Board of Directors, be renewed.

D. Life - Any person, who, upon unanimous vote of the Board of Directors is deemed to have performed such extraordinary service to the Club as to warrant this singular honor.

E. Affiliate - Any 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 Memberships**

No active, family-active, affiliate, associate, or family-associate member may hold membership in the Regional Club without at the same time being a member in good standing of the National Club.

### **Section 4 - Membership Applications**

A. All applications for membership made to or forwarded to the National Club shall be processed in accordance with the By-Laws of the National Club.

B. Conflict as to Applicant's Eligibility - In the event of a conflict between the Board of Directors of the National Club and the Regional Club as to the eligibility of an applicant for membership, the question shall be submitted to a vote of the membership of the Regional Club.

## **Section 5 – Dues**

National Dues shall be collected by the National Club, which shall refund to the Regional Club such part thereof as shall have been set by the National Board of Directors. Regional dues shall be determined from time to time by the Board of Directors of the Regional Club.

## **Section 6 - Membership Year**

A. The membership year shall be determined by the By-Laws of PCA; however, members shall not be dropped from regional membership until the Regional Club is notified by the National Club.

B. Regional membership year shall coincide with the national membership year. Regional dues payment, if required, shall not necessarily coincide with the membership year.

## **Section 7 – Privileges**

Members, including family members, in good standing shall be entitled to all the privileges of the Club. Active, family-active, associate, or affiliate members shall be entitled to vote or be nominated to hold an elected position.

## **Section 8 – Suspension**

Any member may be suspended by a two-thirds vote of the Board of Directors of the National Club or by the Regional Club upon a three-fourths vote of the Board of Directors, for the infractions of National or Regional rules or regulations or for action inimical to the general objectives or best interests of the National or Regional Clubs. Upon written notice of such suspension, the suspended member shall be afforded a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by it for the purpose, concerning the alleged misconduct. The Board of Directors may thereafter continue the suspension for a definite time, terminate the suspension or expel the member, and its decision shall be final. Suspensions of active and associate members are applicable also 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. The resignation shall become effective upon receipt and all Club privileges shall terminate as of that date.

## **ARTICLE V- Elected Officers**

The elected officers of the Club shall be a President, Vice President, Secretary, Treasurer and Newsletter Editor, and additional elected members of the Region, as needed. At no time may the Treasurer and Secretary position be held by the same person simultaneously.

## **ARTICLE VI - Board of Directors**

### **Section 1 - Board Members**

The Board of Directors of the Club shall consist of the elected officers of the Region. The terms of office of the board members shall be one year, and shall end on December 31. No board member may continue in office if he shall move residence beyond the borders of the Club region.

### **Section 2 – Duties**

The Board of Directors of the Club shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the several committees, and shall insure compliance with these By-Laws. Proper conduct of the administrative affairs of the Club shall be construed to mean, among other things, that operating expenditures shall approximate income in the fiscal year. All decisions of the Board of Directors shall be by a majority vote unless otherwise provided in these By-Laws.

## **ARTICLE VII - Duties of the Officers**

Duties of the President, Vice President, Secretary, and Treasurer will be in accordance with those outlined in the most current edition of the PCA Region Procedures Manual, accessible at PCA.org.

Duties of all other Directors will be in accordance with those outlined in the PCA Region Procedures Manual (2018) Section 3.8, “Region Coordinator/Staff Position Descriptions.”

## **ARTICLE VIII - Committees and Appointments**

The Board of Directors or President may establish and fill such committees and make such appointments as are deemed necessary and expedient for the performance of the Club's functions. These committees may include, but are not limited to:

- Auditing
- Membership
- Newsletter
- Nominating
- Technical

The Board of Directors may create such other committees from time to time, to exist at its pleasure, as it may see fit. The President, with the advice of the Board of Directors, shall appoint the Chairperson of the Standing and other committees and their members, and may, in like manner dismiss or replace the Chairperson and members.

## **ARTICLE IX- Election of Officers**

### **Section 1- Nominating Committee**

The Nominating Committee shall submit to the membership by publication in the regional newsletter one or more nominees for each elected office and the nominees for the Board of Directors prior to the November meeting of the membership. The Nominating Committee shall consist of, at least, three members of the region, one of which will not be on the Board of Directors.

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

Any member may nominate one or more eligible persons for each elected office. Any member may supplement the Nominating Committee's slate of Executive Board nominees with additional eligible members. These nominations will be submitted at the November meeting of the members.

### **Section 3 - Elections and Ballots**

The election shall be accomplished by electronically mailed ballots. Ballot forms shall be e-mailed to all members in time to allow for return by the time of the December meeting of the members. The ballot shall indicate the address to which it is to be returned. There will be one ballot per member, per email address. Only email addresses receiving ballots may return ballots. Election shall be determined by the greatest number of signed ballots cast for each elected officer.

### **Section 4 – Tellers**

The Secretary shall tabulate the votes in time for installation of officers at the December meeting of the members.

## **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 and Expenditures**

Only the elected officers or persons authorized by the Board of Directors to act on behalf of the Club, shall incur any obligation or make any expenditure in the name of the Club. All obligations incurred in accordance with the provisions of these ByLaws shall be incurred solely 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.

No elected officer or any other person authorized to act in behalf of the Club shall incur any obligation or make any expenditure in the name of the Club in excess of \$100.00 without prior approval of a majority of the Board of Directors.

No obligation shall be incurred or expenditure made in the name of the Club in excess of \$100.00, other than for the purposes enumerated above, without prior approval of the majority of the membership present at the next regular meeting after presentation to the Club.

## **Section 2 -Unauthorized Obligations or Expenditures**

No elected officer or any other person authorized to act in behalf of the Club shall incur obligation or make any expenditure in the name of the Club which is not for the general benefit of the entire membership of the Club nor shall the Executive Board approve the incurring of any such obligation or the making of any such expenditure.

## **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 By-Laws 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 – Indebtedness**

No officer, member, or body of such persons may incur indebtedness in the name of the Club.

## **Section 5 – Budgets**

It is desirable for all events and committees to operate within a budget approved by the Board of Directors.

## **ARTICLE XII - Funds, Assets, and Properties**

### **Section 1 - Use of Funds, Assets, and Properties**

The funds, assets, and properties of the Club shall be used only for the purposes designated in Article II of these By-Laws, and shall, in no case, be used for any private gain, personal gain, or political purpose.

### **Section 2 - Abolishment of the Club**

Upon abolishment of the Club, all remaining monies will be submitted to the National Club as future dues for the members of the Regional Club on record as of the date the decision to abolish

the club is made. Any fixed assets of the Regional Club will be distributed as agreed by the last Board of Directors.

### **ARTICLE XIII- Amendment of By-Laws**

The Constitution and By-Laws shall be amended by a majority of the votes cast in a referendum of the members following publication of the proposed changes in the monthly newsletter.