



# Cimarron Region Porsche Club of America

## **CONSTITUTION**

### **ARTICLE I. Name and Headquarters**

The name of this club shall be the "CIMARRON REGION, Porsche Club of America, Inc." Its principle office shall be at the residence of the duly elected President.

### **ARTICLE II. Objectives**

The members of this Club are joined together and are mutually pledged to 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 and 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 service sources to facilitate that the Marque shall prosper and continue to enjoy its unique leadership and position in sports car history.
- e. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be mutually desirable.
- f. The establishment of such mutually cooperative relationships as maybe desirable with other sports car clubs.

### **ARTICLE III. Policy**

- a. This Club shall be politically non-partisan.
- b. This club is empowered to do all things and conduct all business, not for profit, necessary to carry our general purposes set forth in the Certification of Incorporation and in this Constitution.
- c. All obligations incurred by this Club are incurred solely as corporate obligations. No personal liability whatsoever shall be attached to or incurred by any member or officer of this Club by reasons of any corporate obligation or liability.

### **ARTICLE IV. Membership**

- a. Any Porsche owner or co-owner is eligible for membership as prescribed in the Bylaws.
- b. In accordance with the Bylaws, membership of any member may be revoked for conduct contrary with the objectives and policies of the Club, or prejudicial to the good order and repute of the Club.
- c. All members must be active members in good standing in the Porsche Club of America, Inc.



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## **ARTICLE V. Officers and Elections**

- a. The management of the Club shall be vested in the Board of Directors (BOD) consisting of a President, Vice President (President Elect), Secretary and Treasurer. The immediate Past President shall serve as an ex officio member of the BOD in an advisory capacity with voting privileges.
- b. The members of the BOD will hold office for one year, except the Treasurer, which is a two-year term, beginning the first day of the fiscal year following their election and ending the last day of that fiscal year. The President may request to serve a second consecutive term. If approved by the BOD, their name will be placed on the ballot. Should this occur, the Vice President (President Elect) has the option to run for a second consecutive term or terminate their term at the end of the current year. The past President also has the option to remain on the Board for a second term. The President, Vice President and past President must make their wishes known to the BOD and Nominating Committee no later than the first of October. If the past President decided not to remain for a second term, the succeeding Board of Directors in accordance with sub Article d. below will fill the open position. No member will serve for more than two consecutive terms in the same office.
- c. Results of the election shall be announced at the Annual Christmas Party of the Club in December. Such Annual Holiday Party will be held each year at a time and place to be determined by the Board of Directors. Publication in the Club newsletter of the time and place of the Annual Holiday Party at least 30 days prior to such meeting shall be deemed sufficient notice to the membership.
- d. In the event that any officer is unable to complete his term in office, the following succession will prevail: For President the Vice President will succeed. Any office other than that of President, which becomes vacant between terms, will be filled by Presidential appointment with the advice and consent of the Board of Directors.
- e. All meetings for the conduct of Club business shall be conducted with usual parliamentary procedure as specified in Roberts Rules of Order.

## **ARTICLE VI. Amendments**

This Constitution may be amended as prescribed in the Bylaws.



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## **BYLAWS**

### **ARTICLE I. Membership (Primary Member and Co-Members)**

- a. ACTIVE – Any owner, lessee, 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. HONORARY - Any person who, on the affirmative vote of the Executive Council (PCA National), 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 the Executive Council be renewed.
- e. LIFE - Any person who, on the affirmative vote of the Board of Directors (PCA National), is deemed to have performed such extraordinary service to the Club as to warrant this singular honor. Each National President, upon termination of the President's selected term, shall automatically be a life Member without such vote. A life member shall be considered as an active member and may name a family member under (b.) above.
- f. 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.
- g. JUNIOR PARTICIPATION PROGRAM - The Junior Participation Program (JPP) is intended to encourage families to become and stay more involved with PCA, as well as strengthening a long-term connection between 16/17-year old sons, daughters and other specified relations of PCA members and to encourage their future participation in the Club. Once these sons, daughters or other relatives become 18, they will be able to join PCA as a full member. Other specified relations of PCA members are defined in the most current RPM.T
- h. TERMINATION OF MEMBERSHIP - A member may be expelled by a majority vote of the Board of Directors for conduct deemed to be detrimental to the organization. An expelled member shall have the right to appeal, in writing within 45 days of



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notification, to the membership of the Club at any regular monthly meeting. The decision by a majority of the members assembled at this meeting will be final.

## **ARTICLE II. Officers and Committees**

- a. The management of CIMARRON REGION, Porsche Club of America, Inc. shall be President, Vice President (President Elect), Secretary and Treasurer; known as the Executive Council. These shall constitute the Board of Directors with the immediate Past President serving as an ex officio member in an advisory capacity with voting privileges.
- b. The duties and responsibilities of the Officers shall be determined by the President according to parliamentary practices and with the advice and consent of the Board of Directors. PCA EMailer is available to the President, Vice President and Membership Chair. Access to the EMailer may be granted to the Secretary and other Officers at the Presidents request to PCA National Customer Service & Membership manager. The President may ask the Secretary, and other Officers to send notifications to the membership.
- c. Secretary. The Secretary shall attend the Board of Directors meetings and keep minutes of the proceedings and of any votes cast. The Secretary is responsible for notifications to the membership regarding Club matters. The Secretary is responsible for keeping Club records including, but not limited to, treasurer's reports and end of year financial audit. Google Drive is the repository of Club documents. The Secretary has access and will provide access information including user name and password to their successor.
- d. Treasurer. The Treasurer is responsible for supervision and control of the Club's assets and payments. The Treasurer shall provide a financial status report at Board of Director's meetings. The Treasurer is responsible for arranging an independent audit of the books once a year.
- e. Standing Chairs. Standing Chair will normally include, but not be limited to the following: Membership, Social, Newsletter, Autocross, Driver Education, Webmaster and Club Race. The chairperson may appoint members of his/her committee, as deemed necessary. Chairs are appointed by the President with approval of the Board of Directors.
- f. Membership Chair. The Membership Chair maintains a running account of membership gains and losses and reports monthly at the Region Board meeting. The Membership Chair is responsible for new member's welcome letters and welcome gift, as determined by the Board of Directors. The Membership Chair coordinates any membership requests for information or membership issues with the PCA National Membership Chair.
- g. Special Committees. Special Committees may be appointed at any time by the President for a special purpose, and discharged from further service when their report on the special duty to which assigned is accepted or a special event is completed. There is no limitation as to the number of committees or committee members.



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## **ARTICLE III. Accounts**

- a. Fiscal Year. The fiscal year of the CIMARRON REGION, Porsche Club of America, Inc. shall begin on the first day of January each year and shall terminate on the following 31<sup>st</sup> of December.
- b. Books. The books of record shall be properly maintained to reflect financial receipts, disbursements, balances and assets of the Club.
- c. Reimbursements. The President, Vice President, Secretary and Treasurer are designated signers for approving Expense Reimbursement requests. All Expense Reimbursement requests are to be made on the approved Reimbursement Form and require the signature of one member of the Executive Council, with such approval being documented by dated signature. If the requestor is an elected Officer, they cannot approve the request or sign the check for reimbursement.
- d. Audit. The books of the Club shall be audited annually by a committee appointed by the Treasurer with the advice and consent of the Board of Directors, or by a CPA if the Board of Directors so requests.

## **ARTICLE IV. Election of Officers**

- a. Nomination. By the first day of August the Board of Directors will appoint a Nominations Committee consisting of three members who are not themselves currently serving as officers. The September newsletter must contain the names and addresses (email or personal) of this committee or a special mailing shall be made to all members in good standing. The Nominations Committee will accept nomination from the general membership until October 1st. By the October BOD meeting the Nominations Committee shall provide the Club Secretary with a slate of candidates willing to run for the four offices. Should a member wish to place their own name on the ballot they may do by presenting a petition so requesting by October 1<sup>st</sup> to the Club Secretary supported by ten (10) valid members' signatures. Should no nominations for an office be made or received, the current officer shall remain in office until the succeeding Board of directors finds a replacement.
- b. Election. By the first day of November the Secretary shall mail to each Active Primary Member in good standing a ballot to their last known email address listed in their PCA account. Each ballot shall include the names of all qualified nominees. Due notice shall be given therein that only ballots postmarked on or before Midnight November 15<sup>th</sup> shall be considered valid. Ballots are cast by mailing the completed ballot to the contact person named on Nominations Committee before the 25<sup>th</sup> day of November and at least two (2) members of the Nominating Committee not running for office shall open, count and tally all valid ballots and certify the results. As soon as the count has been completed the Nominations Committee shall notify the President who shall immediately cause to be notified all successful candidates of their election. Unsuccessful candidates may audit said results on request to the Nominations Committee. Actual ballot tally shall remain closed to all others.



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## **ARTICLE V. Meetings of the General Membership**

- a. Meetings. The Regional President may call meetings of the members of this corporation for any purposes whatsoever at any time, by a majority vote of the Board of Directors, or by petition signed by fifteen percent (15%) of the members. Due notice shall be given stating the date, time, place and purpose of any meeting at least ten days before such meeting.
- b. Quorum. A quorum of any meeting of the members hereof shall consist of the majority of membership in good standing that responds after notification of any matter brought before the membership for voting.
- c. Voting. At all meetings of the members, each Member and Co-member in good standing, as listed in the PCA's Active Membership report, shall be entitled to one vote on any matter which may properly be brought before the membership. Such vote may be viva voce, or by written ballot. There shall be no cumulative voting, nor shall any proxy be permitted. A majority vote will prevail.
- d. Conduct of Meetings. The President or other such member of the Board of Directors as the Chairman may appoint shall preside at all meetings.
- e. Minutes. Minutes of all meetings shall be recorded by the Secretary of this Club or by such person as may be appointed by the Secretary. At each general meeting the minutes of the previous meeting shall be read unless waived by the members present.

## **ARTICLE VI. Obligations and Indebtedness**

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

## **ARTICLE VII. Amendments to the Constitution or Bylaws**

Amendments to the Constitution and or Bylaws may be made by a majority vote at any General Membership Meeting providing the quorum requirements are met. Such amendments will be recorded and incorporated in the Constitution and or Bylaws and will become effective upon approval.

Note: Mail can mean U.S. Mail or email.