

**PORSCHE CLUB OF AMERICA  
BLUE RIDGE REGION  
BY-LAWS**

As adopted: April 1980 and amended December 1988, January 2005, November 2016  
Blue Ridge Region, Porsche Club of America, Inc.

**Article I — Name, Office and Territory**

Section 1 - Name

The name of the region shall be the Blue Ridge Region, Porsche Club of America, Inc.

Section 2 - Principal Office

The principal office of the region shall be the residence of its duly elected president or their successor.

Section 3 - Territory

The territory of the region includes the VIRGINIA counties of Alleghany, Appomattox, Bedford, Bland, Botetourt, Campbell, Carroll, Craig, Floyd, Franklin, Giles, Grayson, Halifax, Henry, Montgomery, Patrick, Pittsylvania, Pulaski, Roanoke, Smyth, Tazewell and Wythe; and the WEST VIRGINIA counties of Fayette, Grant, Greenbriar, Hampshire, Hardy, McDowell, Mercer, Mineral, Monroe, Nicholas, Pendleton, Pocohontas, Raleigh, Randolph, Summers, Tucker, Webster and Wyoming.

**Article II —Objectives**

The general objectives of the Region, 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 Regions 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 — Policy, Powers, Seal and Badge**

### Section 1 — Political Activity

The Region shall be politically non-partisan. The Region shall also maintain an active involvement in its regional community good will endeavors.

### Section 2 — Powers

The Region shall be empowered to do all things and conduct all business, not-for-profit, necessary to carry out the objectives of the Region as set forth in the Certificate of Incorporation, issued under the statutes of the Commonwealth of Virginia.

### Section 3 — Seal

The seal of the Region shall be circular in form being inscribed with the name of the Region, the years of its incorporation and word "seal".

### Section 4 — Badge

The badge of the Region shall be inscribed with the words — "Blue Ridge Region" and the initials "PCA".

## **Article IV — Membership, Dues, and Fees**

### Section 1 — Membership

Members of the Region must be members in good standing of the national Porsche Club of America, Inc. ("PCA").

### Section 2 — Classes of Membership

- a. **ACTIVE** — any owner, co-owner, lessee or co-lessee of a Porsche, who is 18 years of age or older, has paid PCA and the Region (through the PCA or otherwise) the dues required by the PCA and the Region, is a member of the PCA in good standing and has designated the Region to the PCA as his or her region for membership, shall be an active member.
- 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, co-own, lease or co-lease a Porsche, but continues to pay dues to, and remains in good standing with the PCA and the Region, or any person employed by a Porsche-oriented business, interested in the Region and its objectives having paid Region dues and fees as required shall be an associate member. A person of the associate member's immediate family who has been a family-active member as in (b) above, may continue as a family-associate member.

- c. AFFILIATE MEMBER — a person, 18 years of age or older, named by an active member at the time of joining or at any renewal of membership in lieu of a family-active member shall be an affiliate member.
- d. DUAL — Any member of any other region of the PCA who elects to also be a member of the Blue Ridge Region by paying the portion of the Blue Ridge Region only dues annually to the Blue Ridge Region will be treated as any other Associate member and have all associated rights and privileges.
- e. HONORARY — any person who, on the affirmative vote of the Executive Board, is deemed worthy of recognition for outstanding interest in or service to the Region or marque. Honorary membership shall be limited to one calendar year unless specifically stated differently in the nomination.
- f. LIFE — any person who, upon three-fourths vote of the Board of Directors, is deemed to have performed such extraordinary service to the Region as to warrant this Honor. A life member shall be considered as an active member, may name a family member under (b) above, and the Regional refund under section 3 shall be made by the Region in the amount refunded for an active member.

### Section 3 — Dues

National dues shall be set by the Porsche Club of America, Inc. Any financial needs in addition to the amount returned to the Region by PCA National, or changes in the dues for the various classes of Blue Ridge Region membership for each year shall be established by the majority vote of the membership present at the previous annual meeting. Dues or assessments established by Blue Ridge Region shall be the same for all categories of membership, except for Honorary. A quorum of members shall not be necessary for such vote provided the matter is recommended by the Executive Board and provided that notice of the recommendation is published in the Region newsletter and sent electronically via email or the Region’s website or both at least one month prior to the meeting for which the vote is scheduled. Entry fees may be charged for events.

### Section 4 — Privileges

- a. All members in good standing shall be entitled to hold elective office.
- b. All members may vote for officers or upon issues before a regular meeting.
- c. All members of whatever class shall be entitled to attend Blue Ridge Region activities and social events and shall be entitled to any reduced entry or admission fees accorded to active members.

## **Article V — Resignation and Suspension**

### Section 1- Resignation

Any member may resign by addressing a letter of resignation to the Secretary. The resignation shall become effective on the date stated in the letter, and their privileges shall terminate

as of that date. An active member may terminate the membership of his family active or affiliate member by written notification to the Secretary, with a forfeit of all dues paid.

## Section 2- Suspension

Any member may be suspended from any or all Region sponsored activities by the Executive Board for the following reasons:

- a. Infraction of National or Regional rules or regulations.
- b. Action repugnant to the objectives or best interest of the Region.

Suspended members may appeal to the Executive Board for reinstatement. Failing to receive a favorable decision from the Executive Board, suspended members may appeal to the membership at any regular or special meeting.

## Section 3 — Expulsion

Membership will automatically lapse for non-payment of National or Regional dues, or for any fines, assessments or debts. Members whose dues are in arrears, greater than 45 days, shall be automatically expelled. Any member so expelled may appeal to the Executive Board and, upon payment of the non or late payment, may be reinstated. A member may be expelled by a majority vote of the Executive Board for violations of the tenets of PCA or Blue Ridge Region inconsistent with the best interest of the Region. Any expelled member shall have the right to appeal to the membership of the Region, whose decision, by majority vote, is final.

## **ARTICLE VI — Obligations and Indebtedness**

### Section 1 — Authority to Incur Obligations or Indebtedness

Only elected officers or persons authorized by the Executive Board to act on behalf of the Region shall incur any obligation or indebtedness in the name of the Region. All obligations or indebtedness are incurred solely as Region obligations. No personal liability whatever shall attach to such Region obligation or liability.

### Section 2 — Personal Liability for Unauthorized Obligations

The incurring of any obligations or indebtedness in the name of the Region by any elected officer or member in contravention of these Bylaws will hold them personally liable. The person or persons responsible for such acts shall be personally liable, individually or collectively, to the Region in an amount equal to the obligations of indebtedness, which the Region may be required to pay.

## **Article VII — Officers/Directors - Duties**

### Section 1 — Officers

The elected officers of the Region shall be a President, Vice President, Treasurer, and Secretary. No officer may continue in office subsequent to moving his residence beyond the territory of the Blue Ridge Region, provided such a move prevents him from attending meetings and events,

causes him to be generally unavailable for members to reach, or otherwise impairs his ability to perform the duties of this office. No person shall simultaneously hold more than one elected office or any other Board of Director position other than directed by these bylaws without specific approval of the Executive Board.

## Section 2 — Duties

- a. The President shall be the principal executive officer and Chairman of the Board of Directors of the Region, and with the support and assistance of the other officers shall be responsible for implementing the policies established by the Executive Board. The President shall briefly report the actions of the Board of Directors to the Region. The President shall supervise and coordinate the duties of the other officers. The President shall be the chief spokesperson of the Region in any and all dealings with the public and PCA. The President shall appoint the Committee Chairs and their alternates and any other persons necessary for the operation of the Region. The President may disband any committee or remove any appointed Chair.
- b. The Vice-President shall assist the President in the performance of the latter's duties and shall be appointed by the President and/or Board of Directors to act in their stead in the event of their absence, disability or disqualification. The Vice President shall serve as Vice Chairperson and chief liaison and coordinator for activities.
- c. The Secretary shall keep full and complete minutes of all meetings of the Region and the Board of Directors, and shall be responsible for notices to the membership and the Board of Directors of all regular and special meetings. The Secretary shall be responsible for maintaining an archive of all past minutes of the Region.
- d. The Treasurer shall have custody of all monies, debts, obligations and assets of the Region. The Treasurer will be authorized to make disbursements as necessary to meet the debts and obligations of the Region. The Treasurer shall keep the Region's books of account on a calendar year beginning with January 1. The Treasurer shall give a financial report at each regular meeting of the membership and the Board of Directors. The books of the Region shall be audited annually by an audit committee of members who are not part of the Board of Directors. The Treasurer shall have custody of the past financial records of the Region. The Treasurer shall be responsible for the collecting, handling and transfer of funds for all Region-sponsored events. The Treasurer shall be responsible for filing all necessary documents with the Internal Revenue Service and the state of Virginia.

## **Article VIII — Executive Board**

### Section 1 — Membership

The Executive Board shall consist of the elected Officers of the Region and the immediate Past-President.

### Section 2 — Meetings

The Executive Board will meet monthly for the purpose of conducting ongoing Region business. The meetings can be held by telephone conference call or as part of the Board of Directors meeting and can be held more frequently if so deemed necessary by the President.

### Section 3 — Quorum

A majority of the members of the Executive Board in office shall constitute a quorum for the transaction of business at any meeting and except as otherwise provided herein the acts of a majority of the Executive Board present at any meeting at which a quorum is present shall be the acts of the Executive Board.

### Section 4 — Duties

The President is the Chair of the Executive Board. Matters of Region policy will be established by the Executive Board by majority vote. The Executive Board has final responsibility for the supervision and successful operation of the Region's activities. The Executive Board approves the annual budget of the Region. Upon the recommendations of the appointed Chairs, the Executive Board approves budgets for their assigned activities. The Executive Board shall decide when an officer or appointed chair is incapable of properly fulfilling their Region responsibilities

## **Article IX — Board of Directors**

### Section 1 — Membership

The Board of Directors shall be comprised of the members of the Executive Board and the appointed Committee Chairs and the last two (2) immediate past Presidents.

The appointed committee chairs are: Business & Risk Manager, Chief Instructor; Driving Event; Driving Event Instructor; Driving Tour; Historian; Membership; Newsletter Editor; Rally; Safety; Social; Social-Cars 'n Coffee, Social Media; Technical; and Webmaster.

### Section 2 — Meetings

The Board of Directors' meetings shall be announced by the President. The dates for these meetings will be published in the Region newsletter and electronically via email or the Region's website or both. Region members are invited to attend the scheduled meetings of the Board of Directors. The President may call special meetings of the Board of Directors when unusual circumstances require it.

### Section 3 — Quorum

Four members of the Board of Directors present at any meeting shall constitute a quorum for any vote on programs or actions as long as at least two members of the Executive Board are also present.

### Section 4 — Duties

The Board of Directors serves as a forum for the Officers and Committee Chairs to share information about plans and activities in their respective spheres of responsibility, make necessary reports, present suggestions, discuss Region policy, vote on programs and actions (except financial and expulsion of members) and generally work together for the good of the Region.

## **Article X — Committees**

The President shall appoint the Chairperson of any committee and such other members as may be desirable, to serve at the discretion of the President. The Board of Directors shall create such other committees from time to time as may be desirable and necessary.

The term of each Board of Director shall commence upon their appointment. Each Board of Director member shall serve for a minimum term of one (1) year and until their successor is elected, qualified, and appointed, except that a member appointed to fill a vacancy on the Board of Directors shall serve out only the unexpired term of their immediate predecessor.

## **Article XI — Elections**

### Section 1 — Nominating Committee.

At least 90 days before the end of the Region's fiscal year, the President, with the consent of the Board of Directors, shall appoint a nominating committee of three members, which shall within 30 days submit a slate of one or more nominees for those offices about to be vacated. Prior to submission of the slate, the committee shall receive authority from each of the candidates to place their names in nomination. The nominating committee should not be made up entirely of members of the current Board of Directors.

### Section 2 — Annual Election

The slate of nominations shall be published in the next Region newsletter after the nominating committee has presented its nominees. Also included in this publication shall be a ballot and notice of the day of election. The notice shall set forth the date by which electronic ballots and ballots via the website must be received. The announced day of election shall be prior, but no more than six weeks prior, to the annual membership meeting, and notice of the day of election shall be published in the Region newsletter at least three weeks in advance. The date for electronic ballots via the website or email shall be at least three days prior to the day of election.

### Section 3 — Balloting

Members may cast ballots for regional offices either in person at a designated site and time on the announced day of the election or by mail. Each ballot shall indicate the member's choice of candidates and offices for which they stand, and each ballot must be signed by the member. Any member may write in the name of any member in good standing as a choice for any office. Mailed ballots shall be mailed to the region secretary no later than the postmark date set forth in the notice of election. Unsigned ballots or ballots received after the postmark date will be invalid and not counted. Any member casting a valid ballot by mail will not be eligible to vote on the day of election.

Members may cast ballots for Region offices either in person or electronically via the website or email. Each ballot shall indicate the member's choice of candidates and offices for which they stand. If the ballot is in person, it must be signed by the member. If the ballot is electronically via the website or email, the member must state their choice of candidates and offices for which they stand. Electronically via the website or email ballots must be received by the Secretary at least three days prior to the day of election. Ballots received electronically via the website or email less than

three days prior to the day of election will be invalid and not counted. Any member casting a valid ballot electronically via the website or email will not be eligible to vote in person on the day of election.

#### Section 4 — Tellers

The secretary and two other active members appointed by the Board of Directors shall act as tellers and shall tabulate all votes cast in person and electronically via the website or email and announce the results on the day of election. The secretary shall certify the results within ten days and report the results at the annual membership meeting. The member who receives the greatest number of votes cast for an office shall be declared elected to that office.

#### Section 5 — Notice of Election Results

The Secretary shall cause the results of the election to be published in the next issue of the Region's official publication. The Secretary shall notify the candidates of the results of the election either by mail, email, telephone, or in person within seven days after the results are known.

## **Article XII — Meetings**

#### Section 1 — Conduction of Business

All meetings for conduct of Region business shall be guided by parliamentary procedures specified in Robert's Rules of Order, newly revised.

#### Section 2 — Annual Meeting

There shall be an annual meeting of the entire membership. The annual meeting of the Region shall be held in a place determined by the Board of Directors. Notice of the time and place of the annual meeting shall be published in the Region's publication, placed on the website, and electronically emailed to the membership at least two weeks prior to such meeting.

#### Section 3 — Regular Meetings

Regular meetings will be held throughout the year. The date and place of such meetings will be placed on the website and electronically emailed to the membership.

#### Section 4 — Special Meetings

A special meeting may be called by the President at any time. The President will call a special meeting at the request of the membership who requests such special meeting with a petition signed by 10% of the active members.

#### Section 5 — Meetings of the Board of Directors

- a. Meetings of the Board of Directors shall be held from time to time but not less than four times a year.



- b. The times of meetings shall be fixed by resolution of the Board of Directors, or upon the call of the President or Secretary, or upon the call of a majority of the Board.
- c. Notice of the meetings shall be given to all members of the Board of Directors not less than 7 days prior to the convening of the meeting.
- d. Special Board meetings may be called by the President, the Secretary or on the written request of two members of the Board.
- e. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation, or the Bylaws.
- f. If a quorum is not present, the Directors present must adjourn the meeting without notice other than announcement at the meeting until a quorum shall be present.
- g. Each Director shall have one vote.

#### Section 6 — Quorum

At any regular or special meeting of the Region, the active members in good standing present shall constitute a quorum. The acts of the members present entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall be the act of the members.

At any meeting of the Board of Directors, four members of the Board of Directors including at least two officers shall constitute a quorum.

### **Article XIII - Fiscal Year**

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

### **Article XIV - Amendments**

#### Section 1 — Initiation

Any active member of the Region may propose an amendment to these Bylaws. A proposed amendment to the Bylaws must be submitted, in writing to the Executive Board.

#### Section 2 - Initial Approval of Executive Board

If a proposed amendment is approved by a majority of the Executive Board, the Secretary shall furnish all members of the Region with a copy of the proposed amendment by publishing it in the next issue of the Region newsletter, and sending it electronically via email.

#### Section 3— Initial Non-Approval by the Executive Board

If a proposed amendment is not approved by a majority of the Executive Board, it may be brought to a vote of the Region via a petition signed by not less than 10 (ten) members or ten percent of the members, whichever is less. The Secretary shall furnish all members of the Region with a copy of the proposed amendment by publishing it in the next issue of the Region publication and sending it electronically via email.

#### Section 4 – Adoption

The proposed amendment shall become effective as soon as it is accepted by the affirmative vote of two-thirds of the members voting. The vote may be taken at a meeting of the Region called after the publication of the proposed amendment or electronically via the website or by email.

#### Section 5 — Notice of Vote

The Secretary shall cause to be published the result of any vote on a proposed amendment in the Region’s official publication and sent electronically via email.

### **ARTICLE XV. DISSOLUTION**

Although the period of duration of the Region is perpetual, if for any reason the Region is to be dissolved or otherwise terminated, no part of the property of the Region or any of the proceeds shall be distributed to or inure to the benefit of any of the officers or members of the Region. Upon the dissolution of the Region, assets shall be distributed by the Executive Board to and only to the Porsche Club of America, Inc.