

**BYLAWS OF THE HIGH DESERT REGION,  
PORSCHE CLUB OF AMERICA, INC.  
A Membership Corporation**

**ARTICLE I: NAME**

The name of the Club shall be the **High Desert Region** of the Porsche Club of America (PCA).

**ARTICLE II: PURPOSE**

The purpose of the corporation, a regional organization, affiliated with the PCA, shall be the furtherance and promotion of the general objectives of the PCA within the High Desert Region.

**ARTICLE III: POWERS AND CORPORATE SEAL**

Section 1 – Powers

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

Section 2 – Membership Corporation. The Club is organized as a membership corporation for the benefit of its Members as defined in Article IV, below.

Section 3 – Corporate Seal

The Corporate Seal shall bear the name of the Club and the date of its incorporation in the State of Oregon.

**ARTICLE IV: MEMBERS**

Section 1 – Definition.

**Member.** A person shall become a Member (“Member”) of the corporation by being a member in good standing of the PCA as shown on the then current PCA roster for the High Desert Region.

Section 2 – Voting

Each Member, as defined in Article IV, Section 1 above, shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of incorporation, or the Bylaws of this corporation. Voting shall be conducted in the manner and at the time(s) provided for in these Bylaws.

Section 3 – Annual Meeting.

The annual meeting of the Members shall be held in November each year unless otherwise decided by the Board of Directors (the “Board”).

Section 4 – Special Meetings.

Special meetings of the Members shall be held at the call of the Board, or by the call of the holders of at least ten percent (10%) of the Members of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the Members shall describe the purpose for the meeting. A demand meeting by Members must be held within Deschutes County, Oregon.

Section 5 – Notice of Meeting or Election.

Notice of all meetings or elections of the Members shall be given to each Member at the last address of record, by first class mail, or by e-mail to the Member's e-mail of record with the national office of the PCA, at least seven (7) but not more than thirty (30) days before the meeting or election. The notice shall include the date, time, place, and purposes of the meeting or election.

## Section 6 – Quorum and Voting.

Those Members represented at a meeting of Members or in a vote organized under the provisions of these Bylaws shall constitute a quorum for the purpose of recognizing the validity of any action taken thereby. A majority vote of the Members voting is the act of the Members, unless these Bylaws or other law provide differently.

## Section 7 – Proxy Voting.

There shall be no voting by proxy.

# **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 shall serve in the same office more than two consecutive terms. No officer may continue in office if the officer shall move his or her residence beyond the current borders of the Region, as those borders are defined by PCA.

## Section 2 – Eligibility

Only Members defined in Article IV, Section 1, and in good standing, shall be eligible to be nominated for or to serve in elective Club office.

# **ARTICLE VI: BOARD OF DIRECTORS**

## Section 1 – The Board

The elected officers, chairs of the standing committees, additional members of the Board appointed by the President or by the Board as provided for in these Bylaws, and the last Past President continuing to be an active Member of the Club, shall constitute the Board of Directors (the “Board”) of the Club. Members of the Board shall be referred to individually as “Director” or “Directors”, when appropriate. It shall be the responsibility of the Board to determine all matters of Club policy. The Board shall insure the proper conduct of the administrative affairs of the Club, the fulfillment of duties by the officers, and compliance with these Bylaws. All decisions of the Board involving major policy considerations shall be arrived at by recorded vote of the entire Board, taken at a meeting of the Board conducted pursuant to these Bylaws.

## Section 2 – Board Meetings

The regularly scheduled Board Meeting shall be held on the second Wednesday of alternating months, beginning with February, at the time and place to be established in the Board Policy Manual. The regularly scheduled meeting may be rescheduled on request of the President, or by action of the Board. Any such meeting shall be noticed to Board Members by email not less than one week prior to the date of the rescheduled meeting, and to the Membership by publication on the Club’s website. Meeting notifications shall indicate the date, time and location of the rescheduled meeting, and shall include a copy of the meeting agenda.

## Section 3 – Special Meetings.

The President may call meetings of the Board as he or she sees fit, and shall call such a meeting at the request of any three (3) members of the Board, or as otherwise provided for in these Bylaws. Any meeting so called shall be noticed under the provisions set out in Section 2 above.

## Section 4 – Quorum

A quorum at a board meeting shall be a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present. A majority vote of Directors in office shall be required to establish committees that exercise Board functions, to sell assets not in the ordinary course of business, and to refer to the Membership for vote amendment of the Articles of Incorporation, or bylaws, or for other matters as required by law.

## Section 5 – At Large Members of the Board

The President and/or the Board shall appoint such additional At Large Members as it shall deem necessary to the proper functioning of the Club, up to the maximum board membership as provided for in Section 6 of this Article.

## Section 6 – Number.

The number of Directors may vary between a minimum of four and a maximum of fifteen.

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

### Section 1 – Duties of the President

The President shall preside at all meetings of the Board of and shall perform the duties usually appertaining to the President's office. The President shall call at least six (6) meetings of the Board per calendar year. The President may call meetings of the Board as he or she sees fit, and shall call such a meeting at the request of any three (3) members of the Board. The President shall publish, 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 and other pertinent matters dealing with the affairs of the Club.

In the absence of the President, the Vice President shall preside, and act as President in all Club matters requiring the President. In case of the President's death, resignation or disqualification, the Vice President shall become President. To prepare the Vice President to preside over Club affairs, the President shall endeavor to involve the Vice President in a wide range of Presidential activities.

The President is a voting member of the PCA National Board of Directors and participates in all National Board of Directors meetings. There are at minimum two (2) National Board of Directors meetings per year and they are conducted via teleconference. The President shall prepare for and participate in all such meetings of the PCA National Board of Directors, as requested by PCA.

The President shall be the custodian of the Club's Charter document from PCA.

### Section 2 – Duties of the 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. These duties shall include learning opportunities for the broader scope of Presidential activities and duties. The Vice President shall also chair the Nominating Committee pursuant to the authority of Article VIII, Section 3 of these Bylaws.

### Section 3 – Duties of the Secretary

The Secretary shall attend all meetings of the Board and shall keep full and complete minutes of the proceedings and of all votes cast; and shall email copies of the draft minutes to Board Members not later than the first day of the month in which the next Board Meeting is scheduled. The Secretary shall publish in the Club's official newsletter notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club to include, but not be limited to Policies adopted by the Board to ensure the proper day to day operation of the Club, (Section VII). The Secretary shall have custody of the Club's non-financial records. The Secretary shall perform all duties incident to the Secretary's office required by law.

### Section 4 – Duties of the Treasurer

The duties of the Treasurer shall include, but not be limited, to the following:

- A. The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Club.
- B. The Treasurer shall maintain double-entry books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Club.

- C. The Treasurer shall present a full and correct report on the financial status of the Club at all regularly scheduled meetings of the Board.
- D. The Treasurer shall insure strict compliance with these Bylaws as well as any Policies of the Board in all matters pertaining to the financial affairs of the Club.
- E. The Treasurer shall file all forms or filings required to keep the corporation in good standing with the state of Oregon, and to maintain the corporation's tax-exempt status with all required Federal and State filings.
- F. The Treasurer shall have and maintain custody of the financial records of the Club.
- G. The Treasurer shall prepare an annual budget for the club for presentation at the first meeting of the Board of the year.

#### Section 5 – Vacancies / Interim appointments

In the event of the death, resignation, disability or disqualification of the Vice President, Secretary, or Treasurer, or other non-specified vacancy in a Director position, the President shall make an interim appointment to the office so vacated for the balance of the unexpired term, or until the next regularly scheduled election, whichever first occurs.

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 President shall make an interim appointment to that office for not more than one year, during which time a special election will be held to fill the office for the remainder of the term.

#### Section 6 – Failure to Attend

The Board may declare vacant the seat of any Director who is absent from two (2) consecutive meetings of the Board without reasonable cause. In such an event, the President shall fill the resulting vacancy in the manner provided for filling vacancies contained in Section 5 of this Article VII.

#### Section 7 – Policies

The Board may adopt such policies as it deems necessary or advisable to direct or govern the activities of the Club, its Officers or Directors. These policies shall be recorded in the Minutes of the Club as they are enacted, and shall be maintained in a document (Policies of the Board of Directors) that shall be kept current by the Secretary.

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

#### Section 1 – Committee Structure

The Board may establish committees to assist in aspects of the day-to-day operations of the Club. Such committees shall be called Standing Committees if the issues or tasks are recurring, or as Special, or Ad Hoc Committees if they are established to address single issues or events.

#### Section 2 – Standing Committees.

Standing Committees may include, but shall not be limited to the following: Nominating; Membership; Insurance; Website/Newsletter; Touring Events; Driving Events; and, Social Events.

#### Section 3 – Nominating Committee.

The only Standing Committee that shall be mandatory is the Nominating Committee, which shall consist of three to five (3-5) members, at least one of which shall be recruited from the general membership. The Nominating Committee shall be charged with carrying out the duties described in Section 3 of Article IX of these Bylaws, and shall be chaired by the Vice President.

#### Section 4 – Appointment of Standing Committee Chairs

Standing Committee Chairs, are appointed by a majority vote of the Board from the current Directors and may, in like manner, be dismissed by the majority vote of same, except that a unanimous vote of

the Board shall be required for the appointment of the chair and members of the Nominating Committee, and for their dismissal or replacement.

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

Standing Committee chairs shall also serve as members of the Board.

#### Section 5 – Standing Committee Members

Standing Committee members must be Members in good standing of the Club and may vary in number as required to accomplish the work of each committee. Except for the Nominating Committee, for which appointment of members shall follow the procedure outlined in Section 2, Committee members may be appointed by Standing Committee Chairs. Committee members may be dismissed or replaced by a majority vote of the Board.

#### Section 6 – Duties and Responsibilities

Committee Chairs shall be responsible to the Board for the performance of such duties and responsibilities as may be directed by the Board.

#### Section 7 – Special Committees

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

#### Section 8 – Term.

Standing Committee Chair and member terms are from January 1 through December 31 of each year. They will automatically renew each year up to a term limit of three (3) years, or unless earlier terminated by resignation or by majority vote of the Board.

### **ARTICLE IX: ELECTIONS**

#### Section 1 – Annual Member Election of Officers and Directors.

Officers and Directors of the Club shall be elected in balloting for open positions to be held beginning October 15 and ending October 31 of each year.

#### Section 2 – Voting Method Alternatives

Each Member shall have the option to vote the ballot electronically, or by USPS.

Section 2.1 – Electronically. Following the instructions in the Notice of Election, Members shall log in to the Members Only section of the website and complete the ballot with the requested information prior to the election deadline.

Section 2.2 – By Mail. Members opting to vote by mail shall print the ballot from the ballot attachment to the Notice of Election, Fill the ballot out completely, and mail it to High Desert Region, PCA, PO Box 113, Bend, OR 97709, ATTN: Secretary

Any Notice of Election published or sent pursuant to this Article IX, or in fulfillment of any other provision of these Bylaws, shall contain a clearly worded statement of the voting alternatives contained in this Section 2.

#### Section 3 – Nominating Committee

Not later than the regularly scheduled Board meeting in September of each election year, the Nominating Committee shall recommend, on a proposed ballot, at least one, preferably two or more candidates for each elected Officer and Director position. The Board shall certify the ballot at its September meeting.

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

Section 3.1 – Recommendations by the Members. Members in good standing may recommend candidates for Officer or Director positions. Such recommendations must be submitted to the Nominating Committee not later than August 1, of each year.

#### Section 4 – Notice of Elections

Prior to October 1 of each year, the President shall send a Notice of Election and a ballot copy, by electronic mail, to all current Members as determined by the most current membership roster available from PCA. The President shall also publish the Notice of Election and sample Ballot in the general information section of the Club's website.

Members are entitled to one (1) vote each on any and each individual or issue referred to the Membership by the Board pursuant to these Bylaws.

The ballot shall contain:

- Names of the nominees
- The ballot measure, if applicable.
- Instructions to vote for no more than one candidate for each Officer or Director, and/or vote for only one position on any issue presented for a vote.
- Space for write-in votes where appropriate.
- A statement noting the beginning date for voting as well as the deadline for the receipt of ballots, which date shall be not later than October 31.
- Space for the full name of the Member casting the ballot, and certification that the votes entered on the ballot are those of the Member and that the Member has voted only once.

#### Section 5 – Responsibility for Accuracy of Voting Lists

For the purpose of elections and balloting, it shall be the responsibility of each Member to maintain his or her current contact information, including email addresses, in the personal membership information available on login to the PCA website.

#### Section 6– Election Results

Section 6.1 – Services of “Manager”. The President shall engage the professional manager of the Club's website (the “Manager”) to manage the collection and compilation of balloting using election software available as a specialized plug in for the Club's website management software.

Section 6.2 – Electronic Results. The President shall request the Manager to compile and certify the results of the electronic voting received during the period from the opening of voting as established on the Notice of Election, through the date of the Election. Upon receipt of the certified results, the President shall deliver them to the Secretary, or substitute, as reflected in Section 6.2 below, for compilation with the votes of those Members voting by mail into the vote totals for the election.

Section 6.3 – Tellers. After the deadline date for return of ballots, the Secretary and a Member in good standing who is not running for office in the election, shall count and tally all mailed in ballots received by the deadline. If the active Secretary is on the ballot, the Past President will substitute for the Secretary.

The compiled election totals shall be certified by both Tellers and forwarded to the President.

#### Section 7 – Notice of Election Results, Protests

The President and Secretary shall, within fifteen (15) days of the election, jointly publish the results of the election on the Club's website, and the President shall make such other announcements as he or she shall deem appropriate. Written protests of the election shall be directed to the Board within ten

(10) days of the results being announced. The Board then has ten (10) days to hear the objection and determine a resolution. The decision of the Board will be final.

#### Section 8 – Duties of Newly Elected Officials

Upon receipt of the results by the then current President, he or she shall immediately notify the persons elected of their election. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted Board for the purpose of appointment of Committee Chairs 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 held by telephone, mail, or electronic means.

### **ARTICLE X: OBLIGATIONS AND INDEBTEDNESS**

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

Only those persons authorized by the Board 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 or the Policies enacted hereunder, and the shall be incurred 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.

#### Section 2 – Unauthorized Obligations

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

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

The incurring of any obligation or indebtedness in the name of the Club by any elected Officer or member in contravention of these Bylaws shall be without legal authority, and 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 Director shall engage in any transaction that could create a conflict of interest with the Club. Directors shall disclose to the Board any real or apparent potential conflicts between their personal interests and the Club's. No Director shall vote on any matter in which they have a material financial interest or conflict of interest.

### **ARTICLE XI – OFFICIAL PUBLICATION**

The Club's official website:

<https://www.highdesertpca.org>

and its electronic newsletter, *The High Desert Downshift*, are designated as its official publications for the purpose of notices, reports of the Board, Treasurer's Reports, and the Club Calendar. The Downshift will also announce upcoming events and publish stories about events that have passed.

### **ARTICLE XII: AMENDMENT OF BYLAWS**

#### Section 1 – Review

Bylaws and Policies of the Board will be reviewed annually by the Board at its regularly scheduled February meeting.

#### Section 2 – Amendment of Bylaws

Proposed amendments to these Bylaws may be considered upon either: a majority vote of the Board following a duly seconded motion by a sitting Board Member; or by written petition signed by at least ten (10) Members in good standing. The Board shall determine whether the proposed amendment is of such urgency that it should be made effective before the first day of the next calendar year. If a

majority of the Board so determines, the amendment will be deemed an Emergency amendment. The decision of the Board on whether a proposed amendment to the bylaws constitutes an Emergency Amendment shall be final. The Secretary shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws, including the Emergency designation, if appropriate.

### 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), together with the date of the election at which any proposed amendment(s) will be voted upon.

### Section 4 – Ballots

Voting upon amendment(s) to the Bylaws shall be by ballots cast by Members in good standing. Ballots will include space for providing the name of each voting member, their membership number, their email address, and attestation that the member is both entitled to vote on the matter and has voted only once. Ballots cast in accordance with procedures adopted under this Article XII shall be valid, and all other ballots shall be invalid.

### Section 5 – Quorum

Those Members participating in a vote organized under the provisions of these Bylaws shall constitute a quorum for the purpose of recognizing the validity of any action taken thereby. A majority vote of the Members voting is the act of the Members.

### Section 6 – Electronic Results.

The President shall request the Manager to compile and certify the results of the electronic voting received during the period from the opening of voting as established on the Notice of Election, through the date of the Election. Upon receipt of the certified results, the President shall deliver them to the Secretary, as reflected in Section 7 below, for aggregation with the votes of those Members voting by mail, into the vote totals for the election.

### Section 7 – Tellers

The Secretary and two Members appointed by the President shall open, count and tally all ballots received by mail during the voting period, aggregate the mail vote with the electronic vote totals, and certify the results.

### Section 8 – Notice of Vote or Referendum Results

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

### Section 9 – Effective Date

If the proposed amendment(s) is approved pursuant to the provisions of this Article IV, and has been designated as an Emergency Amendment, it shall become effective on the date it is published on the Club's website as per Section 6, above. If not so designated, the approved amendment(s) shall become effective on the first day of the next calendar year.

## **ARTICLE XIII: CORPORATE INDEMNITY**

As a chartered Region in good standing of PCA and whose members pay membership dues to PCA, PCA will provide this corporation with "Officers and Directors Liability Insurance".

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These Bylaws are adopted by the Board of Directors on the date last hereinbelow entered.

/ss/

Mary Sanders \_\_\_\_\_

Mary Sanders

*Secretary*

February 12, 2020

Date