

# **BYLAWS**

## **Carolinas Region - Porsche Club of America**

***Revised April, 2021***

### **ARTICLE I: NAME**

The name of the Club shall be the Carolinas Region, Porsche Club of America, here within referenced as the Club, or the Regional Club. The Club shall operate as a Regional Club of the Porsche Club of America (PCA), here within referenced as the National Club.

### **ARTICLE II: GENERAL OBJECTIVE**

The primary objectives of the Club, to which its members are joined together and mutually pledged, shall be the promotion and furtherance of the general welfare and common good of its members and of the communities in which they live. To this end, the Club will organize and/or engage in charitable, educational, social or other events as may be agreeable to the membership and may contribute to ...

- responsible, courteous and safe operation of Porsche and other motor vehicles,
- nurturance of fellowship and goodwill within our Club, within our community and with other car clubs as may be desirable
- maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical, mechanical and safety information.
- 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.
- preservation of the independence of the Carolinas Region, Porsche Club of America, 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 Carolinas Region, Porsche Club of America, is and shall remain a totally member-driven and primarily member-financed independent entity allowing neither inappropriate nor undue influence, financial or material, from outside its domain, owing allegiance only to its members.

### **ARTICLE III: POWERS, REGISTERED AGENT**

#### ***Section 1 —Powers***

The Club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Club as set forth in the Certificate of Incorporation, issued April 7, 1977, under the statutes of the State of North Carolina, in particular Chapter 55A, North Carolina Nonprofit Corporation Act, and in these Bylaws.

#### ***Section 2 — Registered Agent***

The registered agent of the Club shall be the Club President and the principal office of the Club shall be the residence of the Club President, or an elected Club Officer designated by the Club President. The Club Secretary shall have this information kept current with the North Carolina Department of the Secretary of State.

### **ARTICLE IV: MEMBERSHIPS, DUES, AND FEES**

#### ***Section 1 —Membership***

Membership in the Club shall be restricted to members in good standing of the National club who have been assigned to or have chosen the Carolinas Region as their National Club region.

## **Section 2 — Classes of Membership**

No Active, Family-Active, Associate, Family-Associate, or Affiliate member may hold membership in the Carolinas Region without at the same time being a member in good standing of the National Club, which are each a separate legal entity.

- 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 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. LIFE – Any person who, on the affirmative vote of the Board of Directors, is deemed to have performed such extraordinary service to the Club as to warrant this singular honor. Each Region President, upon termination of the President's elected term, shall automatically be a Life member of the Region without such vote, so long as they remain an Active member of the National Club. A life member shall be considered as an Active member and may name a Family-Active member under (B) above. This membership class as granted by the Region Board does not grant life membership in the National Organization.
- E. 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 — Membership Application**

Prospective members shall apply for membership through the National Club.

## **Section 4 —Dues**

- A. Annual dues to the National Club shall be current and paid in accordance with the provisions of the National Club Bylaws. No Club member shall hold elected office, or appointed position in the Club, if that person is delinquent in National Club dues.
- B. Annual dues to the Regional Club may be implemented in frequency and amount by a majority vote of concurrence of the Active members voting.

## **Section 5 — Privileges**

Members, including Family-Active Members, in good standing shall be entitled to all the privileges of the Club, except that; Associate members and Affiliate members shall be entitled neither to vote nor hold elective office. Ballots, if mailed, will be sent only to Active members. Electronic and paper ballots will have space for the vote of the Family-Active members. Only Active members and Family-Active members in good standing shall be eligible to be nominated for elective office. A member may cast only one vote in any election or referendum. One member may not vote on the behalf of another member.



### **Section 6 — Suspension**

Any member may be suspended by a two-thirds vote of the Board of Directors or by the National Club in accordance with its Bylaws for infractions of Regional Club or National Club rules or regulations or for actions inimical to the general objectives or best interests of the Club or National Club.

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. In order 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 the National Club and the Regional Club at the end of the 45-day appeal window. In the event of an appeal, the 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 7 — Resignations**

Any member may resign by addressing a letter of resignation to the Membership Chair of the Regional Club. The resignation shall become effective upon receipt and all Club privileges and shall terminate as of that date.

## **ARTICLE V: ELECTED OFFICERS, EXECUTIVE COUNCIL AND BOARD OF DIRECTORS**

### **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 (2) years, and shall end on December 31. The President and Vice President shall be limited to two (2) consecutive terms, for a maximum of four (4) consecutive years in the same office. The Secretary and Treasurer shall have no term limitation. No person may run for, be elected to, or continue in office if that person is not a member in good standing of the National Club and Region Club.

### **Section 2 — Executive Council**

The Elected Officers, and the most immediate Past President not serving as an elected officer and continuing to be an Active Member of the National Club and the Regional Club, shall constitute the Executive Council (EC) in which the governance of the Club shall be vested. It shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the established Standing Committee positions having Board of Director status, and shall ensure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these Bylaws.

### **Section 3 — Board of Directors**

The Executive Council, Area Directors (Article VIII) and appointed Standing Committee Chair positions (Article VII) 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, ensure the proper conduct of the administrative affairs of the Club by the Executive Council, the fulfillment of duties by the officers, and compliance with these Bylaws. Board members

will be advised in advance of the agenda for duly scheduled Board meetings, including any proposed policy considerations, by mail, telephonic, or electronic notice to the entire Board. The conduct of official business, and all votes taken by the Board of Directors require the presence and participation, in person or by telephonic or electronic means, of a Board quorum of 51% or greater of the entire Board membership. Approval / disapproval of votes taken by the Board shall be by a majority of the votes cast by the aforementioned quorum of Board members present, unless a greater majority is required by law or specifically by these Bylaws. Any member, elected or appointed to and serving in two or more Board of Directors positions simultaneously, will be limited to one vote on all voting matters coming before the Board of Directors.

## **ARTICLE VI: DUTIES OF OFFICERS**

### **Section 1 — Duties of President**

The Club President shall preside at all meetings of the Executive Council and the Board of Directors. The President shall call at least four annual meetings of the Board of Directors, held on a quarterly basis, per calendar year. The President may call meetings of the Executive Council as the President may see fit and shall call such a meeting at the request of any three members of the Executive Council. The President shall perform the duties usually pertaining to the President's office, to include the personal accomplishment of or delegation and supervision of, the following:

1. Maintain Regional Club relations with the National Club, the Zone 3 Representative, and the other Regional Clubs within Zone 3.
2. Cause to be published in the Club's official publication a semi-annual report of the status of the club, its plans, programs, and policy decisions reached by the Board of Directors, and other pertinent matters dealing with the affairs of the club.
3. Represent the Regional Club as a voting member of the National Board of Directors, by attending the National Club's business meetings and Zone 3 meetings.
4. Maintain communication with the Regional Club members through routine and frequent communication.
5. Lead the Executive Council to determine the proper level of the Club's working fund balance and monitor that balance, to control it, in accordance with Article XI.
6. Submit in a timely manner all required Club documentation to the National Club on an annual basis.
7. Initiate identification and appointment, with Executive Council concurrence, of Club members with the required specific skills and abilities to fill the defined appointed Board positions and announce the appointment of these positions to the Club membership via email or the Club publication.
8. Appoint Committees of Club members as needed.
9. Assist the Area Directors in the performance of their responsibilities, in fostering the Area membership (Article VIII).
10. Perform all duties incident to the President's office as required by state and local laws, the National Club, and these Bylaws.

### **Section 2 — Duties of Vice President**

The Club Vice President shall assume the responsibilities of the Club President in the event of the President's absence, disability, disqualification, resignation, or death. Additional specific duties of the Vice President include:

1. Assume specific Club responsibilities as assigned by the Club President.
2. Assist the President in the conduct of the administrative affairs of the Club.
3. Serve as a member of the Executive Council.
4. Strive to attend Club events and activities throughout the Region.



5. Represent the Club in facilitating commitments.
6. Perform all duties incident to the Vice President's office as required by state and local laws, the National Club, and these Bylaws.

### **Section 3 — Duties of Secretary**

The Secretary shall attend all meetings of the Executive Council and the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast there at. In the event of a meeting absence, the Secretary shall arrange for the necessary assumption of responsibility. Additional specific duties of the Secretary include:

1. 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.
2. Maintain custody of all non-financial records of the Club, or cause to be kept by the Regional Historian such items as the Club's National Charter, unless the Club has arranged for the records to be archived.
3. Perform all duties incident to the Secretary's office as required by state and local laws, the National Club, and these Bylaws.

### **Section 4 — Duties of Treasurer**

The Treasurer shall have responsibility for all monies, debts, obligations and financial assets belonging to the Club. In this capacity the Treasurer shall:

1. 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.
2. Ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. If requested by the Executive Council or a majority of the Board of Directors, the Treasurer shall give bond at the Club's expense in such amount as may be determined by the Executive Council or the Board of Directors.
3. Arrange for electronic access to all bank accounts, with access provided to the President, or as delegated by the President to another member of the Executive Council.
4. Cause to be published in the Club's official publication or on its website, a correct report annually of the financial status of the Club, including an income statement and balance sheets. If website-only publication is chosen, the Treasurer shall cause an email notification of such to be sent to all Club members.
5. Give a full and correct report on the financial status of the Club at all meetings of the Board of Directors as well as similar monthly reports to the Board.
6. Cause to be maintained 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. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer, or by designees approved by the Executive Council.
7. Submit the Treasurer's books of account and records to a certified public accountant, at Club expense, at the close of the fiscal year for filing of applicable tax returns and / or audit, as directed by the Executive Council. A copy of the tax return and audit, if applicable, prepared by the certified public accountant will be provided to the Region Executive Council in a timely manner following completion for their review.
8. Perform all duties incident to the Treasurer's office as required by state and local laws, the National Club, and these Bylaws.

### **Section 5 — Interim Appointments**

In the event of the death, resignation, disability or disqualification of the Vice President, Secretary, or Treasurer, the Executive Council shall make an interim appointment to the office so vacated for the balance of the unexpired term.

## **ARTICLE VII: STANDING COMMITTEE CHAIRS AND REGIONAL SUPPORT TEAM MEMBERS**

### **Section 1 – Standing Committee Chairs**

There shall be appointed Standing Committee Chair positions. Standing Committee Chairs are designated as voting positions on the Board of Directors. Upon the date of this revision of the Bylaws, the Standing Committees are as follows:

1. Advertising Chair
2. Autocross Chair
3. Chief Driving Instructor
4. Club Racing Chair
5. Driver Education Chair
6. Events Chair
7. Goodie Store Chair
8. Membership Chair
9. Newsletter Editor
10. Web Management Chair

Standing Committee Chairs or Co-chairs shall have one Board of Directors vote, and equate to one position for meeting quorum requirements. Standing Committee Chairs shall attend all meetings of the Board of Directors. The President, with the advice and majority consent of the Executive Council, may create, consolidate, or eliminate these positions, and correspondingly reestablish them separately, as needed. The President, with the advice and majority consent of the Executive Council, shall appoint the Chairs of the Standing Committees, and, in like manner may dismiss or replace them.

### **Section 2 – Regional Support Team**

There may be appointed Regional Support Team positions. Regional Support Team members are designated as non-voting, advisory positions to the Board of Directors. The President, with the advice and majority consent of the Executive Council may create, consolidate, or eliminate these positions, and correspondingly reestablish them separately, as needed. The President, with the advice and majority consent of the Executive Council, shall appoint members of the Regional Support Team and, in like manner, may dismiss or replace them.

## **ARTICLE VIII: AREAS AND AREA DIRECTORS**

### **Section I — Areas**

The Carolinas Region encompasses a large geographic area. In order to best serve our Members, the Region is divided into geographic membership sub-units called "Areas". Each Area is defined by a group of contiguous counties and / or Zip codes representing a member population center. The number and composition of existing Areas can be adjusted by a majority vote of the Board of Directors.



## **Section 2 — Area Directors**

In order to foster Member relations and to provide leadership within the Area, one or more members from each Area shall be designated as the Area Director or Co-Area Directors. Area Director candidates are nominated by the Members of their respective Area and presented to the Board of Directors for approval by a majority vote. The term of office for Area Directors shall be two (2) years. At the end of each two (2) year term, the Board of Directors shall review and consider for reappointment: the current Area Director; or the appointment of a new Area Director put forward by the current Area Director; or, the appointment of a new Area Director put forward in writing, by ten (10) members of the respective Area. Area Directors will have no term limitations. Co-Area Directors will have one Board of Director vote, and equate to one position for meeting quorum requirements. Area Director's responsibilities include:

1. Coordinate social functions and/or events in their respective Area so as to promote interest and goodwill among the membership in their Area.
2. Gather and relay ideas and viewpoints from the members of their respective Area as it applies to policies and/or procedures being considered or implemented by the Board of Directors.
3. Relay news of any social functions, events or current Area news to the Board of Directors.
4. Submit for publication in the Club publication any current information or articles relating to activities from the Area they represent.
5. Establish and maintain mutually beneficial relationships with Porsche dealer(s) and independent Porsche service sources in their respective Area.
6. Attend all meetings of the Board of Directors.
7. Perform all duties in accordance with state and local laws, requirements of the National Club, and these Bylaws.

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

### **Section 1 — Nominating Committee**

- A. The President, with the majority consent of the Executive Council, shall appoint by April 1 of each election year, a chairperson and two (2) additional members to serve on a Nominating Committee to prepare a slate of nominated officers for the next elected term.
- B. Requirements for service on the Nominating Committee are: a minimum of two (2) years past or present service on the Board of Directors; representative of and residing in three (3) separate Regional Areas; and not currently serving as an Executive Council member.
- C. Dismissal from the Nominating Committee will likewise require majority consent of the Executive Council.
- D. Should a vacancy occur on the Nominating Committee during the execution of its duties, the President, with the majority consent of the Executive Council, shall appoint a replacement committee member within fourteen (14) days of such vacancy. In the event a replacement committee member is not appointed within fourteen (14) days of the creation of the vacancy, the committee will continue to function with two, but never less than two members.
- E. No member accepting appointment to the Nominating Committee may be nominated for or run for any elected office of the Club in the election for which that member was appointed to serve on the Nominating Committee.

- F. The Nominating Committee will present to the Board of Directors the slate of nominated officers, not later than May 31 of each election year.

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

- A. The Nominating Committee shall cause the slate and a call for additional nominees from the membership to be published in the July issue of the Club publication and posted on the Club website by July 1.
- B. Any 10 (ten) voting members of the Club may nominate, in writing, a voting member of the Club for office with the written approval of that member. Such nomination must be submitted to the Nominating Committee by July 31, as announced in the Club publication. Nominations made in this manner shall be included on the ballot.

### **Section 3 — Notice of Elections**

The Notice of Elections shall be published in the September issue of the official Club publication. In addition, notice shall be prominently posted upon the Club website by September 1.

### **Section 4 — Ballots**

A ballot shall be made available to each voting member of the Regional Club. It shall include the names of all nominees for office. All balloting shall indicate the member's choice of candidates and the offices for which they stand. Mailed votes shall be cast on paper ballots provided in the Clubs publication, indicating the member's choice of candidates and the offices for which they stand, and must be signed by the member. The ballot shall provide a space for the vote of the Family- Active member. The Active and Family-Active members are to provide their membership number on the ballot in the space provided. Electronic ballots, accessed via the Club website, may also be utilized, as may other electronic voting entities, either linked to the Club website or by direct link access. If utilized, it shall contain and provide all the content and provisions of the paper ballot. Paper ballots and electronic ballots shall include PCA Membership numbers to ensure no duplicate votes, and afford the required voting privileges. To be counted, all ballots must be sent to the Club no later than October 15. Ballots postmarked or date- marked subsequent to October 15 shall be invalid and shall not be considered. Ballots shall be retained by the Secretary for a period of six months from the election date and shall be made available to the membership for inspection upon request.

### **Section 5 - Tellers**

The Board of Directors shall appoint any three voting members of the Regional Club as Tellers. A Teller shall not also be a candidate for election on the ballot. The Tellers shall tabulate the votes cast by November 1. The candidate receiving the greatest number of votes for the office nominated shall be declared elected. The Secretary shall be notified of the results.

### **Section 6 — Ties**

If a tie vote occurs, it shall be resolved by a 'flip of a coin' overseen by the appointed Tellers.

### **Section 7 - Notice of Election Results**

The Secretary shall cause the results of the election be announced in the December issue of the official Club publication and posted on the Club website not later than December 1.



### **Section 8 – Protest of Results**

Written protests shall be directed to the Executive Council within 15 days of the results being announced. The Executive Council has 15 days to hear the objection and determine a resolution. The Executive Council's decision will be final.

### **Section 9 – Powers of Newly Elected Officials**

Upon tabulation of the votes, the Secretary shall immediately notify the persons elected of their election. The President-Elect shall, as soon as feasible, but no later than December 15, call a meeting of the newly constituted Executive Council for the purpose of appointment of nonelected Board of Director positions. At the discretion of the President-Elect, the meeting may be by telephone, email, or other electronic means. For any non-elected Board position not filled by January 1, the existing member holding that position will be requested to hold over until replaced or reappointed.

## **ARTICLE X: MEETINGS**

### **Section 1 - Annual Membership Meeting**

The Board of Directors may, at its discretion, call for an annual meeting of the membership unless such an annual meeting is required by law in which case the meeting shall be held at such time, date and place during the month of December of each year or as soon thereafter as practical as determined by the Board. A quorum at any membership meeting shall consist of a minimum of ten (10) percent of the Club members in good standing.

### **Section 2 - Meetings of the Board of Directors.**

At least four (4) meetings of the Board of Directors will be held annually, on a quarterly basis [Article VI, Section 1]. The Board meetings shall be held at such time, date and place as the President may determine, and notice shall be sent to each Director at least two weeks previous and, all materials to be discussed, one week previous. Notice may be sent via any reasonably reliable mechanism. Board meetings shall be open to the Regional Club membership. Members who choose to attend do so as observers only. Active participation is limited solely to members of the Board of Directors and invited guests.

### **Section 3 - Special Meetings of the Board of Directors**

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of currently serving Board of Directors.

### **Section 4 - Notice – Member Meetings**

A notice stating the time, date, place and purpose of any meeting of the members shall be sent to the Regional Club membership not fewer than 15 days nor more than 90 days prior to such meeting via an email blast, and published in the Club publication or on the Club website in the month prior to the month in which the meeting is scheduled. A quorum at any membership meeting shall consist of a minimum of ten (10) percent of the Club members in good standing.

### **Section 5 - Notice – Special Board Meetings**

Notice of any special meeting of the Board of Directors shall be sent at least three days previous thereto to each Director. Notice may be sent via any reasonably reliable

mechanism. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

#### **Section 6 - Meeting Proceedings**

Parliamentary procedure shall govern all meeting proceedings, unless suspended in accordance with and as required by law. Attendance at meetings shall be in person or by telephonic or electronic means.

#### **Section 7 - Manner of Acting**

The actions of the majority of the Directors, at a duly announced meeting in which a 51% or greater quorum of all Board members is present and participating, shall constitute a valid act of the Board of Directors, or members, respectively.

#### **Section 8 - Action by Directors Without a Meeting**

Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing or electronic means, setting forth the action so taken shall be agreed to by a majority of the Directors, or as required by law.

#### **Section 9 - Presumption of Assent**

A Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless: (1) the dissent is entered in the minutes of the meeting; (2) a written dissent in such action is filed with the person acting as Secretary of the meeting before the adjournment thereof or the Director forwards such dissent to the Secretary of the Club immediately after the adjournment of the meeting; or, (3) an oral abstention is recorded. Such right to dissent will not apply to a Director who voted in favor of such action.

### **ARTICLE XI: SURPLUS FUNDS**

#### **Section 1 — Working Fund Balance**

The Regional Club shall maintain an adequate working balance of funds, but no more than a desirable and necessary amount shall be allowed to accumulate in the Club treasury. The amount of this working balance will be determined by the Executive Council, and this amount will be periodically reviewed and determined by the Executive Council, but not less than once a year.

#### **Section 2 — Elimination of Surplus Funds**

If the Executive Council determines this working balance fund to be excessive, the Executive Council shall make a recommendation to the Board of Directors for disbursement of the excess funds consistent with the objectives of the Club and in conformity with state and federal laws and regulations. The Board of Directors shall approve or disapprove the Executive Council recommendation.

### **ARTICLE XII: OBLIGATIONS, INDEBTEDNESS AND INSURANCE**

#### **Section 1 — Authority to Incur Obligations and Indebtedness**

Only the elected officers or persons authorized by the Executive Council to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. Such authority will be for each specific instance, unless otherwise resolved by the Board. All



obligations or indebtedness incurred in accordance with the provisions of these bylaws shall be incurred solely as corporate obligations. No personal liability whatsoever shall attach to, or be incurred by any member or officer of the Club by reasons of such corporate obligation or liability.

### **Section 2 – Unauthorized Obligations**

No elected officer or any 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 Executive Council approve the incurring of any such obligation or indebtedness.

### **Section 3 – Personal Liability for Unauthorized Obligations**

The incurring of any obligation or indebtedness in the name of the Club, as a non-profit incorporated entity, by any elected officer or member in contravention of these bylaws shall be an "ultra vires" act (beyond the powers {granted}). 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 obligation or indebtedness which the Club may be required to pay.

### **Section 4 – Insurance**

- A. *Directors & Officers Insurance* - The National Club provides *Directors & Officers Insurance* for the Club. On an annual basis, the Executive Council shall confirm with PCA's Insurance Program Chair that there have been no material changes to the coverage provided by the PCA *Directors & Officers Insurance* policy. Based on review, any additional *Directors & Officers Insurance* recommendations will be made to the Board for approval or disapproval.
- B. *Trailers and Vehicles*. Any trailers or vehicles to which the Club has title shall have separate liability coverage equal to the limits of the *Directors & Officers Insurance*. The Executive Council shall review the liability limits annually for changes in coverage, policy types, and policy providers. Based on review, any recommendation will be made to the Board for approval or disapproval.

### **Section 5 – Conflicts of Interest**

No Director shall engage in any transaction that could create a conflict of interest with the Club. Directors shall disclose to the Executive Council any 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 XIII: AMENDMENTS AND REVISIONS**

### **Section 1 – Amendment of Bylaws**

The power to make or amend the Bylaws of the Corporation shall be vested in the membership, so long as such amendment is not inconsistent with the law or the Articles incorporation.

### **Section 2 – Proposed Amendments**

The Board of Directors, or three percent or more of voting members of the Regional Club, may propose amendments to these Bylaws. Amendments proposed shall be submitted to the Board of Directors via any Board member, shall be in writing, and shall be signed by

each such member. A majority of the Board of Directors must approve the proposed amendment to be classified as recommended by the Board of Directors.

### **Section 3 – Notice of Proposed Amendments**

The Secretary shall cause any amendments to the Bylaws recommended by the Board of Directors to be published or provided as a web link for access in the next issue of the Regional publication and placed on the Club website, based upon Article XIII, Section 2.


### **Section 4 – Voting and Incorporation of Amendments**


Voting on amendments to the Bylaws by the membership can be by electronic ballot and / or by mail ballot distributed in the Club's official publication. An amendment will be adopted if approved by two-thirds (2/3) of the total of ballots cast. The deadline for voting shall not be less than two nor more than three weeks from the date of notification. The Secretary will record the vote and cause the results to be announced to the membership in the next issue of the Regional Publication and upon the Club's website.

## **ARTICLE XIV - CERTIFICATE OF ADOPTION**


Adopted this 3<sup>rd</sup> day of April 2021.

Signed:

  
\_\_\_\_\_  
President Jerry Widner



  
\_\_\_\_\_  
Vice President James Hess

  
\_\_\_\_\_  
Secretary Giselle Burner

  
\_\_\_\_\_  
Treasurer Sadie Kilcrease

(Fully executed copy is maintained by the Secretary)

NOTARY ..

  
  
Dominick A. Scarnato

Dominick A Scarnato NOTARY PUBLIC Mecklenburg County North Carolina My Commission Expires April 12, 2024
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