

**HEART O' DIXIE REGION  
PORSCHE CLUB OF AMERICA, INC.  
BYLAWS**

Enacted March 28, 1961

Reinstated January 11, 1968

Amendment #1 dated December 12, 1968; Article VII

Amendment #2 dated February 13, 1969, Article XI

Amendment #3 dated November 17, 1973, Article V

Amendment #4 dated November 12, 1985, Articles III-XII

Amendment #5 dated December 6, 2009; Articles II, IV-VI, VIII, IX, and X

Amendment #6 dated November 7, 2011; Article VII

Amendment #7 dated December 2, 2012; Articles V, VII, VIII, and XI

Amendment #8 dated December 1, 2013; Articles IV, VI, VII, and XI

**Amendment #9 dated January 6, 2019; Article IV, V, VI, and VII**

**ARTICLE I**

**Name and Principle Office**

**Section 1 – Name**

The name of the Club shall be the Heart O' Dixie Region, Porsche Club of America (PCA) (here within referenced as the Club, or the Regional Club). The Club shall operate as a Regional Club of the Porsche Club of America, Inc. (here within referenced as the National Club) under the charter granted on March 28, 1961, with reinstatement on January 11, 1968, and with referenced amendments.

**Section 2 – Principle Office**

The principle office of the Heart O' Dixie Region, Porsche Club of America shall be located at the residence of its duly elected Club President, or, at the residence of a successor, in the event of the President's disability or disqualification. The President may direct the principle office to be located at the residence of one of the other duly elected Club Officers as needed.

**ARTICLE II**

**General Objectives**

The general objectives of the Club, to which its members are joined together and mutually pledged, shall be the furtherance and promotion on a regional or local scale of the following:

- a. The highest standards of automotive safety and courtesy on the public roads and private tracks.
- b. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social and other events and as may be agreeable to the membership.
- c. The maintenance of member Porsche automobiles to the highest standards of operation and performance by sharing and exchanging technical and mechanical information among the membership.
- d. The establishment and maintenance of mutually beneficial relationships with the Porsche AG (Corporation), Porsche Cars North America (PCNA), Porsche of Huntsville, other Porsche dealerships, and other independent Porsche Service Centers to the end that the marquee shall prosper and continue to enjoy its unique leadership and position in sports car annals.
- e. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
- f. The establishment of such mutually cooperative relationships with other Sports Car Clubs as may be desirable.

**ARTICLE III**  
**Regional Club Fiscal Year**

The Regional Club Business year shall coincide with the calendar year.

**ARTICLE IV**  
**Membership, Dues and Fees**

**Section 1 – Membership**

Membership in the Club shall be restricted to owners, or co-owners of Porsches who are 18 years of age or older, and to such other persons interested in the Club and its objectives, as provided for in paragraphs (a), (b), and (c) of this Section. The word Co-owner, in addition to its usual meaning, shall include a person who holds substantial stock ownership in a franchised Porsche dealership or distributorship.

- a. **Primary or Active Member.** Any owner, lessee, or co-owner of a Porsche acceptable to a Regional Club, who is 18 years of age or older, having paid National dues and fees as required, and may include (if requested by the Active member) as a ***Family Active Member***, one other person of their choosing who is also 18 years of age or older, without restriction, whether otherwise qualified for active membership by ownership of a Porsche or not.
- b. **Affiliate Member.** A person 18 years or 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.
- c. **Associate Member.** Any active member who ceases to own, lease, or co-own a Porsche while a member in good standing, or, any person employed by a Porsche-oriented business, interested in the Club and its objectives having paid such National dues and fees as required and may include as an ***Associate Family Member*** a person of the Associate member's family who has been a Family member as in paragraph (a) above.

**Section 2 – National and Regional Club Membership**

- a. No member may hold membership in the Regional Club without being a member in good standing of the National Club.
- b. The National Club maintains the individual Club membership status. Memberships are available in one, two, and three year increments. The National Club notifies members 45 days prior to membership expiration and removes expired members from the membership rolls with their membership expiration.

**Section 3 – Membership Application**

Prospective members shall apply for membership through the National Club website: [www.pca.org](http://www.pca.org). Once the application is accepted by the National Club, the new member's credentials will be transferred to the Regional Club Vice President-Membership for inclusion in the Regional Club files and subsequent contact and welcome by the Regional Club officers.

**Section 4 – Club Dues**

- a. Annual dues to the National Club shall be current and paid in accordance with the provisions of Article IV, Section 6 of the National Club Bylaws.
- b. Annual dues to the Regional Club may be implemented in frequency and amount, by a 2/3s vote of concurrence of the members present at the Annual Meeting (Article VIII, Section 2), or at a Special Meeting (Article VIII, Section 3).
- c. Annual dues to the Regional Club may also be implemented by a majority vote of concurrence of the members responding within 30 days to an email or postal mail solicitation.

### **Section 5 – Member Privileges**

Members, including family members in good standing shall be entitled to all the privileges of the Club, except that *Affiliate members and Associate members are not entitled to vote or hold elective office*. Only Primary or Active members and Family Active members in good standing are eligible for elective office (Both Affiliate and Associate Members may serve in President-appointed positions). Members may cast only one individual vote in any election; one family member may not vote on the behalf of another family member, except with a written family member proxy.

### **Section 6 – Member Suspensions and Expulsions**

- a. Any member may be suspended or expelled by a 2/3s vote of the Board of Directors of the National Club or, by a 2/3s vote of the Regional Club members (at the Annual Meeting (Article VIII, Section 2), or at a Special Meeting (Article VIII, Section 3), in accordance with these Bylaws, for infractions of National or Regional Club rules or regulations, or for actions inimical to the general objectives or best interest of the National or Regional Clubs.
- b. The Executive Board of Directors of the National Club or the Executive Council of the Regional Club (as defined in Article IV) shall make a recommendation for the suspension, including the length of the suspension or the expulsion. The Regional Club members at the Annual Meeting (Article VIII, Section 2), or at a Special Meeting (Article VIII, Section 3), must concur with the recommendation of the Executive Board of Directors to implement the suspension (including the suspension duration) or the expulsion.

### **Section 7 – Resignations**

Members may resign by addressing a Letter of Resignation to the Vice President-Membership (VP-M) of the Regional Club. The resignation shall become effective upon receipt and all Club privileges shall terminate as of that date. Alternatively, if dues are not paid at the end of a membership period, the member is automatically dis-enrolled by the National Club at the time of the membership expiration and the Regional Club VP-M is notified through routine membership communications.

## **ARTICLE V**

### **Regional Club Officers, Executive Council, and Council of Past Presidents**

- a. The elected Officers of the Regional Club shall be a President, Executive Vice President, Vice President-Membership, Treasurer, Secretary, and Historian. If sufficient interest among the general membership precludes two Club members from running for the positions of Treasurer and Secretary, a single Treasurer/Secretary position is used.
- b. The four or five (with a Secretary and Treasurer, or with a Secretary/Treasurer) elected Officers of the Regional Club (with the exception of the Historian) shall constitute the Executive Council. The Executive Council shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the committees, and shall insure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided by these Bylaws. In the case of only four voting officers, casting a tie vote of two for and two against a proposition, the President has the authority to cast the tie-breaking vote.
- c. The order of assumption of the Regional Club Presidency is as follows: Executive Vice President then Vice President-Membership, Treasurer, and then the Secretary.
- d. The President will make a recommendation to the Executive Council for the replacement for any of the elected Club Officer positions to fulfill the remainder of a vacated term until the next Annual Business Meeting. The Executive Council will elect the replacement by majority vote with the President having the authority to cast the tie-breaking vote.
- e. The President will appoint the following Regional Club positions to serve during his term of office: Activity Coordinator, High Performance Driver's Education (HPDE) Chairman, Chief

Driving Instructor (CDI), Safety Steward, Technical Chairman, Club Host or Hostess, Webmaster, Newsmail Editor, and Equipment Custodian.

## **ARTICLE VI**

### **Duties of the Regional Club Officers**

#### **Section 1 – Duties of the Club President**

The Club President shall preside at all meetings of the members and the Executive Council and shall perform the general duties pertaining to his office as he shall determine. However, the Club President shall personally accomplish, or delegate and supervise the accomplishment of these listed specific responsibilities:

- a. Insure the provision of a meeting program consistent with the Club General Objectives (Article II) for each meeting.
- b. Conduct the official Club Business activities as required and report the Club business to the Club membership.
- c. The Club President has the primary responsibility for the fulfillment of General Objective's b, d, e, and f. (Article II).
- d. Maintain Regional Club relations with the National Club, the Zone 3 Representative, and the other Regional Clubs within Zone 3.
- e. Represent the Regional Club by routinely attending the National Club's annual Porsche Parade and the Regional Club events and activities. Lack of attendance at these events and activities will be by exception only.
- f. Attend Zone 3 and other Club events and activities.
- g. Represent the Club in relations with Porsche AG, Porsche Cars North America, and Porsche of Huntsville.
- h. Maintain communications with the Club members through routine and frequent communications.
- i. Secure financial, goods, services, and intrinsic support of the Club from various local and national businesses.
- j. Appoint an annual Financial Review Committee composed by members designated by the Executive Council to review the financial books, accounts, and records at the close of each Club fiscal year. Report the findings of this financial review to the Club members upon its completion.
- k. 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 X.
- l. Timely submit all required Club documentation to the National Club on an annual basis.
- m. The President shall appoint Club members to fill the positions of Activity Coordinator, HPDE Chairman, Chief Driving Instructor, Safety Steward, Technical Chairman, Club Host or Hostess, Webmaster, Newsmail Editor, and Equipment Custodian within 30 days of assuming office (January 30 each year). The President shall announce the appointment of these positions to the Club membership at the next regular Club meeting and via email, following the appointment.
- n. Constitute the Council of Past Presidents as needed for matters of advice and consultation.
- o. Appoint additional Committees of Club members as needed.
- p. Supervise the elected and appointed Club Officers to ensure they fulfill the responsibilities of their position per Article V.

#### **Section 2 – Duties of the Club Executive Vice President**

The Club Executive 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 Vice President responsibilities include:

- a. Assume specific Club responsibilities assigned by the Club President.
- b. Serve as a member of the Executive Council as convened by the Club President.
- c. Routinely attend the National Club's annual Porsche Parade and the Regional Club events and activities. Lack of attendance at these events and activities will be by exception only.
- d. Strive to attend Zone 3 other Regional Club events and activities.

### **Section 3 – Club Vice President-Membership**

The Club Membership Chairman shall routinely attend all Club meetings of the members and the Executive Council and shall manage the Club membership records. Specifically the Club Vice-President-Membership shall:

- a. Receive all membership records from the National Club, enter these records into the permanent Club files, provide a copy of the Club membership records to the Club Executive Council on a periodic basis (monthly), and report the current Club membership status at the monthly Club meetings. Present a Membership Reconciliation Report to the Club members at the Annual Meeting (Article VIII, Section 2).
- b. Contact all Club members the month prior to their membership expiration date to encourage them to renew their membership through the National Club website; contact all Club members the month following notification by the National Club of their membership lapse.
- c. Serve as a member of the Executive Council as convened by the Club President.
- d. Provide the Newsmail Editor and other Club Officers and appointed personnel with copies of the Club membership files as required.
- e. Maintain the privacy of the Club membership files in accordance with National Club guidelines.
- f. Assume specific Club responsibilities assigned by the Club President.
- g. Routinely attend the National Club's annual Porsche Parade and the Regional Club events and activities. Lack of attendance at these events and activities will be by exception only.
- h. Strive to attend Zone 3 other Regional Club events and activities.

### **Section 4 – Duties of the Club Treasurer**

The Club Treasurer shall routinely attend all Club meetings of the members and the Executive Council. Specifically, the Club Treasurer shall have custody of all Club monies, debts, obligations, and financial assets. Additional specific Treasurer responsibilities include:

- a. Serve as a member of the Executive Council as convened by the Club President.
- b. Receive all Regional Club monies and deposit them in the Club bank account; such account shall be in a local reputable bank or credit union that is insured by the Federal Deposit Insurance Corporation or National Credit Union Administration.
- c. Make all payments of Club debts and obligations.
- d. Sign all Club bank account checks or other orders for the payment of monies in the name of the Club.
- e. Monitor the Club's Working Fund Balance compared to the amount the Executive Council has determined to be sufficient and report any excesses beyond this amount to the Executive Council.
- f. Be an active participant and contributor to the formulation of the Annual Budget.
- g. Prepare and distribute periodic financial reports to the Executive Council.
- h. Submit the books of account and records to a Financial Review Committee composed by members designated by the Executive Council at the close of each Club fiscal year. The findings of this financial review will be presented to the Club members by the Club President upon its completion.
- i. Take necessary steps to assure that the Club is in compliance with prevailing regulations pertaining to IRS 501(c) (7) organizations and that the annual tax return is filed properly and on time.

- j. Assist the Club Secretary as needed and serve as the back-up to that position.
- k. Assume specific Club responsibilities as assigned by the Club President.
- l. Routinely attend the National Club's annual Porsche Parade and the Regional Club events and activities. Lack of attendance at these events and activities will be by exception only.
- m. Strive to attend Zone 3 other Regional Club events and activities.

### **Section 5 – Duties of the Club Secretary**

The Club Secretary shall routinely attend all Club meetings of the members and the Executive Council. The Secretary shall be responsible for administrative support and documentation for Club proceedings, correspondence, managerial documents, etc. Specifically, the Club Secretary shall:

- a. Serve as a member of the Executive Council as convened by the Club President.
- b. Take minutes at all meetings of the Executive Council, at the Annual Business Meeting, and at any other meetings that may arise where an official record of proceedings is warranted. Produce official minutes for coordination and approval by members of the Executive Council. Distribute approved minutes to members of the Executive Council and to the Club Historian.
- c. Record the results of votes taken at any club proceedings.
- d. Prepare and send correspondence independently and in support of the Club President and other Council members.
- e. Participate in the drafting and editing of new and/or revised managerial documents, i.e. bylaws, policy memos, etc. Facilitate changes and the production of the final versions for approval.
- f. Assist the Club Treasurer as needed and serve as the back-up to that position.
- g. Assume specific Club responsibilities as assigned by the Club President.
- h. Routinely attend the National Club's annual Porsche Parade and the Regional Club events and activities. Lack of attendance at these events and activities will be by exception only.
- i. Strive to attend Zone 3 other Regional Club events and activities.

### **Section 6 – Duties of the Club Historian**

The Club Historian shall serve a term of FOUR years, has no term limits for the longevity and continuity of the position and club's benefit. This position requires the special skills and abilities to gather each year's data to supplement the Club's Historical Archives. Specifically, the Club Historian shall:

- a. Maintain the Club's Historical Archive material/hardware/documents including the framed PCA 1961 Charter and the 1967 PCA Charter. The PCA Anniversary Letters, the Presidents Plaque 1961-2011 and Presidents Plaque 2012-2036. The Enthusiast of the Year Plaque 2015-2039. The framed photo of 105 Parading Porsches 50<sup>th</sup> Anniversary and the framed photo of 116 Porsches Car Show 55<sup>th</sup> Anniversary. Check monthly on the status of these items displayed at the Porsche of Huntsville Customer Lounge. Annually update the plates on the President's Plaque and Enthusiast of the Year Plaque.
- b. Maintain the Club's Historical Archive Electronic Copies including the Bylaws, Amendments, Policy Letters, and Annual History.
- c. Annually share a copy of the Club Historical Archive Electronic Copies with the Club Officers and file a printed-paper copy in the Club's Filing Cabinet.
- d. Maintain the for Club Document Filing Cabinet.
- e. Annually report to the Officers on the status of fulfilling these responsibilities.
- f. Annual Data requirements include: Record of elected Club Officers and Appointed Staff, monthly Membership Data, attendance at all Club events: Pit Stop Breakfasts, Monthly Membership Dinner Meetings, Tech Sessions, Christmas Dinner, High Performance Driver's Education, Tours, special events at Porsche of Huntsville, and HOD member attendance at Zone 3 and PCA National events where possible.
- g. Archive Enthusiast of the Year Records.

- h. Publish the current year Club History paragraph synopsis for the Annual Business Meeting.
- h. Encouraged to attend the National Club's annual Porsche Parade, the Regional Club events and activities, and Zone 3 other Regional Club events and activities.

### **Section 7 – Activity Coordinator (Appointed Position)**

The Club Activity Coordinator shall be appointed by the President to serve during the President's term of office or as needed. This position requires the special skills and abilities to plan and supervise the various Club activities (this may include, but is not limited to the following: Club monthly Pit Stop Breakfasts, Monthly Membership Dinner Meetings, monthly day-tours, Club overnight tours, and assist with the Annual Technical Session and the Club's HPDEs. Specifically, the Activity Coordinator shall:

- a. Accept appointment to this position within 30 days of the President assuming office (January 30 each year).
- b. Publish the Club Activity Calendar with frequent updates as needed; including internal Regional events as well as events of interest throughout Zone 3, and PCA National events (Parade and Escape).
- c. Plan, coordinate, train, and enlist Club members to conduct the monthly Club Tours, both day (lunch) tours and overnight tours in accordance with the Club Tour Policy Letter.
- d. Maintain the Club Tour Procedures Policy Letter currency with all PCA applicable policy, guidance, and the PCA Regional Procedures Manual.
- e. Secure PCA insurance for all moving vehicle events including vehicles on lifts during a technical session.
- f. Normally attend the Club's HPDE events and all Club meetings of the members.
- g. Encouraged to attend the National Club's annual Porsche Parade, the Regional Club events and activities, and Zone 3 other Regional Club events and activities.

### **Section 8 – High Performance Driver's Education (HPDE) Chairman (Appointed Position)**

The Club High Performance Driver's Education (HPDE) Chairman shall be appointed by the President to serve during the President's term of office or as needed. This position requires the special skills and abilities to plan, register, coordinate, staff, and execute the Club's HPDEs. Specifically, the Club HPDE Chairman shall:

- a. Accept appointment to this position within 30 days of the President assuming office (January 30 each year).
- b. Identify the best date for the HPDE at the best track (normally the Talladega Grand Prix Raceway) considering the influence of the NASCAR Talladega race weekend and conflicting Regional, Zone, and National events. The HOD Club is too small to conduct HPDEs without the majority participation of instructors and students from throughout Zone 3; primarily the Peachstate, Alabama, Musik Stadt, Tennessee, and Magnolia Regions.
- c. After identification of the proposed date and the concurrence of the HOD Executive Council, the date is reserved with the track and the track rental agreement is executed by the track owners and the HPDE Chairman. Direct the Club Treasurer to submit the track deposit (historically \$1,000.00) to the track owners.
- d. The track rental agreement normally includes an ambulance (\$600.00) and fire truck/wrecker (\$400.00), and the amount of the balance due the day of the event.
- e. Incorporate the HPDE information into the on-line Clubregistration.net registration system.
- f. Identify the appropriate number of run groups and develop the HPDE schedule.
- g. Review each HPDE participant's track experience, then assign and confirm them in the appropriate run groups: Novice, Beginner, Intermediate, Advanced, and Instructor. Insure all instructors are PCA Nationally Certified.
- h. Secure PCA HPDE insurance based on the number of drivers; less than 50 (\$300) or, more than 50 (\$450), and direct the Club Treasurer to submit the appropriate insurance fee to PCA Headquarters.

- i. Identify the required number of volunteers (minimum of 14 including the Chairman, Safety Steward, CDI, and Hostess) to staff the Grid, Inside Gate Guard Post, Outside Gate Guard Post, Black Flag Station, Turn 6 Flag Station, Check-in, and Final Technical Inspection.
- j. Manage the HPDE and adjust the schedule as necessary.
- k. Insure the Zone Rep or, an out of Region Club Officer or participant submits the PCA HPDE Observer's Report to PCA Headquarters.
- l. Insure the Safety Steward makes the timely phone calls and Incident Report submissions for all recordable incidents.
- m. Insure all instructors and students complete their evaluations and post those evaluations to the Clubregistration.net website.
- n. Record the post-event student reviews pertaining to recommended run group advancement and placement for the next year's event.
- o. Primary interface with the PCA National HPDE Coordinator.
- p. Normally attend the Club's HPDE events and all Club meetings of the members.
- q. Encouraged to attend the National Club's annual Porsche Parade, the Regional Club events and activities, and Zone 3 other Regional Club events and activities.

### **Section 9 – Club Chief Driving Instructor (Appointed Position)**

The Club Chief Driving Instructor (CDI) shall be appointed by the President to serve during the President's term of office or as needed. This position requires the special skill and ability to evaluate and approve Driving Instructor recommendations for advancement of HPDE participants to the next driving skip run group. This appointee's resume should include credentials as a National PCA Certified Instructor, years of extraordinary service as a PCA Instructor, and personal automotive skills qualifying recognition as a "Master of Car Control." Specifically the Club CDI shall:

- a. Assume the appointment to this position within 30 days of the President assuming office (January 30 each year).
- b. Conduct HPDE classes and instruction as required and instruct Club members in positions of responsibility as required for them to work the various jobs during Club HPDE events.
- c. During Club HPDEs, the CDI will not be assigned any other duties nor participate as a student or instructor; preventing distractions to the performance of the CDI duties, responsibilities, and obligations.
- d. Utilize the following PCA HPDE student and instructor classification guidelines. Exceptions to these guidelines may be based on a student's skills, Club Racing experience, Autocross or similar experience, etc.:
  - Novice – normally, participating as a non-solo student's 1<sup>st</sup> or 2<sup>nd</sup> two-day HPDE
  - Beginner – normally, participating as a solo or non-solo student's 3<sup>rd</sup> thru 5<sup>th</sup> two-day HPDE
  - Intermediate – normally, participating as a solo student's 6<sup>th</sup> or more two-day HPDE
  - Advanced – demonstrates a "Master of Car Control"
  - Expert – highest HPDE classification, instructors and professional drivers
  - Instructor Candidate – normally, candidates will have experienced 30 or more two-day HPDEs during a three year period, display proper Instructor personal and professional characteristics and credentials (routinely classified in the Advanced or Expert HPDE Driver's Groups), and display conduct during HPDEs with a priority toward the safety of themselves and others.
- e. Singular approval authority for personnel requesting approval as a Club HPDE instructor and to conduct and approve all HPDE student Check Rides for students to drive Solo or advancement through the various HPDE student classes.
- f. Responsible for setting the Club HPDE course safety (braking, turn-in, apex, and track-out) cones.



- g. Work closely with the Club Safety Steward during Club HPDEs.
- h. Primary interface with the CDIs of the other PCA Regional Clubs. The Club CDI will work with these personnel to routinely (annually or as needed) schedule a PCA HPDE National Instructor Certification Course for qualified Club members.
- i. Participate in the Club's HPDE events and normally attend all Club meetings.
- j. Encouraged to attend the National Club's annual Porsche Parade, the Regional Club events and activities, and Zone 3 other Regional Club events and activities.

### **Section 10 – Club Safety Steward (Appointed Position)**

The Club Safety Steward shall be appointed by the President to serve during the President's term of office or as needed. This position requires the special skills and abilities to manage the Club's Safety and Risk Mitigation program. Specifically, the Safety Steward shall:

- a. Accept appointment to this position within 30 days of the President assuming office (January 30 each year).
- b. Primary responsibility for the safety of Club members participating in all moving vehicle events to include, but not limited to: High Performance Driver's Education (HPDE), Tours, Rallies, Autocrosses, Concours, and Technical Sessions.
- c. Primary responsibility for the fulfillment of General Objective a, (Article II).
- d. Personally, or ensure another Club member, conducts the Safety Briefing associated with all Club moving vehicle events.
- e. Collect HPDE Safety Inspection Forms and provide them to the Club Historian to file in the Club archives.
- f. The Safety Stewart will not be assigned any other duties nor participate as a student or instructor during the Club HPDE; preventing distractions to the performance of the Safety Steward duties, responsibilities, and obligations.
- g. Primary interface with the National Club and other Regional Club Safety and Risk Mitigation personnel.
- h. Participate in the Club's HPDE events and normally attend all Club meetings.
- i. Encouraged to attend the National Club's annual Porsche Parade, the Regional Club events and activities, and Zone 3 other Regional Club events and activities

### **Section 11 – Club Technical Chairman (Appointed Position)**

The Club Technical Chairman shall be appointed by the President to serve during the President's term of office or as needed. This position requires the special skills and abilities to manage the Club's Technical program. Specifically, the Club Technical Chairman shall:

- a. Accept appointment to this position within 30 days of the President assuming office (January 30 each year).
- b. Support the Club Safety Steward with Safety or Technical Inspections of Club member vehicles participating in all Club moving vehicle events to include, but not limited to: High Performance Driver's Education (HPDE), Tours, Rallies, Autocrosses, Concours, and Technical Sessions.
- c. Primary responsibility for the fulfillment of General Objective c, (Article II).
- d. Primary Club technical interface with the Porsche AG, PCNA, Porsche of Huntsville, other independent Porsche service centers, and the National Club technical personnel.
- e. Normally attend the Club's HPDE events and all Club meetings of the members.
- f. Encouraged to attend the National Club's annual Porsche Parade, the Regional Club events and activities, and Zone 3 other Regional Club events and activities

### **Section 12 – Club Host/Hostess (Appointed Position)**

The Club Host/Hostess shall be appointed by the President to serve during the President's term of office or as needed. This position requires the special skills and abilities to schedule the Club's monthly and annual social activities. Specifically, the Club Host/Hostess shall:

- a. Accept appointment to this position within 30 days of the President assuming office (January 30 each year).
- b. Schedule the location for the monthly Pit Stop Breakfasts, routinely the first Saturday of the month, and coordinate a Club officer's attendance to host the event and conduct the Club's business.
- c. Schedule the location for the monthly Membership Dinner Meeting, routinely the second Thursday of the month, and coordinate a Club officer's attendance to host the event and conduct the Club's business.
- d. Following the Executive Committee decision of various luncheon options, the host/hostess will make the scheduling arrangements for the annual Tech Session Complementary Luncheon, following the Tech Session, routinely on a Saturday in January, and coordinate the other Club officer's attendance.
- e. Following the Executive Committee decision of various dinner options, the host/hostess will make the scheduling arrangements for the annual Club subsidized Christmas Dinner, following the Annual Business Meeting, routinely on the first Sunday afternoon in December at the Porsche dealer, with the dinner to follow, coordinate someone to bless the meal, and the other Club officer's attendance.
- f. Serve as the host/hostess at the annual HPDE including provision of drinks and snacks throughout the day and serving the lunch meal to the DE participants.
- g. Normally attend the Club's HPDE events and all Club meetings of the members.
- h. Encouraged to attend the National Club's annual Porsche Parade, the Regional Club events and activities, and Zone 3 other Regional Club events and activities

### **Section 13 – Club Webmaster (Appointed Position)**

The Club Webmaster shall be appointed by the President to serve during the President's term of office or as needed. This position requires the special skills and abilities to manage the Club's Website. Specifically, the Club Webmaster shall:

- a. Accept appointment to this position within 30 days of the President assuming office (January 30 each year).
- b. Periodically update the Club Website in accordance with a frequency as directed by the Club President.
- c. Primary interface with the National Club Website Chairman.
- d. Normally attend the Club's HPDE events and Club meetings of the members.
- e. Encouraged to attend the National Club's annual Porsche Parade, the Regional Club events and activities, and Zone 3 other Regional Club events and activities

### **Section 14 – Club Newsmail Editor (Appointed Position)**

The Club Newsletter Editor shall be appointed by the President to serve during the President's term of office or as needed. This position requires the special skills and abilities to create and edit the Club's Newsletter. Specifically, the Club Newsletter Editor shall:

- a. Accept appointment to this position within 30 days of the President assuming office (January 30 each year).
- b. Periodically publish the Club Newsletter in accordance with a frequency and mode as directed by the Club President.
- c. Primary interface with the National Club Newsletter Chairman.
- d. Normally attend the Club's HPDE events and all Club meetings of the members.

- e. Encouraged to attend the National Club's annual Porsche Parade, the Regional Club events and activities, and Zone 3 other Regional Club events and activities

### **Section 15 – Club Equipment Custodian (Appointed Position)**

The Club Equipment Custodian shall be appointed by the President to serve during the President's term of office, or as needed. This position requires the special skills and abilities to maintain and store the Club's Equipment. Specifically, the Club Equipment Custodian shall:

- a. Accept appointment to this position within 30 days of the President assuming office (January 30 each year).
- b. Maintain a record of the Club's Real Property; trophies, equipment, and other items of interest, maintain and store the Club's Real Property (Equipment).
- c. Ensure copies of the Club's Real Property are electronically copied to the Club Officers for safe keeping.
- d. Normally attend the Club's HPDE events and all Club meetings of the members.
- e. Encouraged to attend the National Club's annual Porsche Parade, the Regional Club events and activities, and Zone 3 other Regional Club events and activities

## **ARTICLE VII**

### **Election of Regional Club Officers**

#### **Section 1 – Nominations**

Nominations for Regional Club Officers will be made by Club (Active and Family-Active) members via email during the month of November preceding the Annual Business Meeting (Article VIII, Section 2). The elected officers will be: President, Executive Vice President, Vice President-Membership, Treasurer, and Secretary. There is no limit to the number of Club member nominations for each office. No Club member may hold more than one office at a time (with the exception of the combined position of Treasurer/Secretary as previously described). There is no limit to the number of Club Officers that may reside in any one family. Club officers shall serve a one-year term with the exception of the Club Historian who serves a four-year term and there are no term limits for any of the Club officer positions.

#### **Section 2 – Elections & Quorum.**

During the month of November proceeding the next term election Annual Business Meeting (ABM), the current President will gather a slate of officer nominations and email that slate to the membership for consideration and approval. An email ballot quorum is a simple majority of the Club members providing the club their email address. Having achieved an email quorum, the candidate in each Club Officer position must also achieve a simple majority of those Club members' casting votes to complete the election process. If no email quorum is achieved the election is postponed until the ABM. The election of the Club Officers not achieving an email majority vote is at the ABM.

An optional method to elect the Club Officers is at the ABM and those the ABM election is used when no email quorum and when a majority vote is not achieved for a Club Officer position. The requirement remains to vet all Club Officer Nominations during November, prior to the ABM. Nominations are not eligible from the ABM floor. Election of the Officers is by majority vote of open raised-hand tabulation. In the case of multiple candidates, if the first ballot does not result in a majority, then there will be a run-off vote by the same process for the two officer candidates receiving the most member votes to determine a majority. There are no quorum requirements for the ABM. Both Primary or Active and Family Active members are eligible to participate in the election of the Club Officers; Associate and Affiliate members are NOT eligible to participate in the election of the Club Officers.

**ARTICLE VIII**  
**Regional Club Meetings**

**Section 1 – Regular Meetings**

Meetings of the Club members to fulfill the objectives of the Club (Article II) shall be held on a more or less (monthly) regular schedule. The meeting schedule may be modified by the members at any meeting (per the procedures in Article XI), or by the Executive Council.

**Section 2 – Annual Business Meeting**

The Annual Business Meeting is traditionally, the first Sunday afternoon in December.

**Section 3 – Special Meetings**

A Club Special Meeting of the members may be called by the Regional Club President or by a majority of the Executive Council.

**Section 4 – Notice of Meetings**

A notice stating the time, date, place, and purpose of any meeting of the members shall be postal mailed or emailed to the membership by the Executive Council.

**ARTICLE IX**  
**Regional Club Obligations and Indebtedness**

**Section 1 – Authority to Incur Obligations and Indebtedness**

Only the elected officers or persons authorized by the Executive Council, and specifically authorized by the Executive Council for each individual action 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 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 by any elected officer or member in contravention of these Bylaws shall be an “ultra vires” act (beyond the scope of 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.

**ARTICLE X**  
**Regional Club Surplus Funds**

**Section 1 – Working Fund Balance**

The National Club establishes the amount of the annual dues. 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, but is generally considered to be no more than \$10,000.00. This amount will be periodically reviewed and a determination made by the Executive Council,

no less than once a year within 30 days of the officers assuming their duties (January 31<sup>st</sup> each year).

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

Should the Executive Council determine this fund balance to be excessive (generally in excess of \$10,000.00), the Executive Council shall make a recommendation to the Club membership at the Annual Meeting (Article V, Section 2), for disbursement of the excess funds. The Club members shall approve or disapprove the Executive Council recommendation in accordance with the voting procedures in Article XI. If a 2/3s vote of the members assembled at the Annual Club meeting is not achieved, the Executive Council will defer the action to eliminate the excess funds and within 30 days of the meeting, seek additional recommendations from the Club membership; return to an Executive Session for discussion and formation of additional recommendations, and conduct a subsequent vote via postal mail, email, or at the Annual or a Special Club meeting, the approval of which will be per the voting procedures at Article XI.

### **Section 3 – Disbursement of Club Funds after dissolution**

Upon Dissolution of the Heart O' Dixie Region, all assets will be disbursed to another Tax Exempt Porsche Club or Porsche Owned Affiliate Club. Board Members will decide the beneficiary.

## **ARTICLE XI** **Amendment of Bylaws & Voting Procedures**

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

These Club Bylaws may be amended by a majority of the votes cast, which shall be conducted by postal mail, email, or, by a 2/3s vote of the Active and Family-Active members assembled at the Annual Business Meeting. There are no quorum requirements for the Annual Business Meeting.

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

The Regional Club Executive Council or any five or more Active and Family-Active members in good standing may propose amendments to these Bylaws. Amends proposed by five or more members shall be submitted to the President in writing and shall be signed by each member and shall include an explanation of the amendment and the need therefore. The proposed amendments will be presented to the Club membership for vote at the Annual Meeting, at a Special Meeting (Article VII), or by postal or email.

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

The Executive Council shall postal mail or email to the Club members any proposed amendment submitted, together with an explanation of the amendment, and the need therefore by its sponsors, including the sponsors names.

### **Section 4 – Ballots**

Votes for or against a proposed amendment to these Bylaws will be preserved in the Club Archives, shall be cast by raised-hand in open ballot, and shall be in accordance with the following procedures:

- a. In person at the Annual Meeting or at a Special Meeting (Article VIII, Section 2 and 3). During an in-person vote, the Club Secretary shall record the quantities of member votes cast in each ballot but not the actual record of each particular member's vote.
- b. Postal mail, the vote shall be on a standard sized postcard containing the Club member's printed name, PCA member number, signature, and date of signature. The lapsed period between the mailing of ballots and recording of voting results shall not be more than 14 calendar days.

- c. Email: the message containing the Club member's name, PCA member number, and electronic signature.

### **Section 5 – General Ballots**

General voting procedures may be conducted via email or at the Annual Business Meeting provided a simple majority quorum is attained for email votes; there are no quorum requirements at the Annual Business Meeting.

- a. For Bylaws amendment and suspension or expulsion of members, a 2/3s vote of the members present is required.
- b. All ballots pertaining to personnel (elections, suspensions, or expulsions) will be by raised-hand open ballot.
- c. For all other ballots, a simple majority vote of the members is required. If more than one candidate or proposition is proposed, and no simple majority is achieved in the first ballot, a second ballot will be taken between the two candidates or propositions receiving the most votes in the first ballot.
- d. Ballots may also be taken via postal mail or email and they also require a simple majority to enact.
- e. All ballot records will be entered in the Club's Archives.