

**KANSAS CITY REGION  
PORSCHE CLUB OF AMERICA, INC.  
BYLAWS  
As Amended TBD**

**ARTICLE I  
Name and Principal Office**

**Section 1 - Name**

The name of the club shall be Kansas City Region, Porsche Club of America, Inc., herein after referred to as "Club". It shall operate as a Regional Club of the Porsche Club of America, Inc., under the original Charter granted on the 15th day of May, 1960, and subsequent recharter the 28th day of March, 1966.

**Section 2 - Principal Office**

The principle office of the Club shall be located at the residence of its duly elected President, or at the residence of the President's successor, in the event of the President's resignation, disability, or disqualification.

**ARTICLE II  
General Objectives**

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

- a. The highest standards of safety and courtesy on the roads.
- b. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social, educational, and other events as may be agreeable to the membership.
- c. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- d. The establishment and maintenance of mutually beneficial relationships with the Porsche Works, Porsche dealers and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.
- e. The interchange of ideas and suggestions with other Porsche 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.
- g. Engage in philanthropic activities as directed by the Board of Directors.

**ARTICLE III  
Powers, Corporate Seal and Badges**

### Section 1 - Powers

The Club shall be empowered to do all things and conduct all businesses, not for profit, necessary to carry out the general objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of the State of Missouri, and in these bylaws.

### Section 2 - Corporate Seal

The corporate seal of the Club shall be as prescribed by the state of incorporation.

### Section 3 - Badges

The official badge of the Club shall be the official badge of the Porsche Club of America, Inc., with the attached regional designator device inscribed with "Kansas City Region". The official regional insignia (logo) shall be of the form appropriate to its theme, inscribed with the initials of the Club or such other inscriptions as appropriate. The colors shall be appropriate to the symbolic design established for the insignia.

## ARTICLE IV

### Membership, Dues, Fees, and Notifications

#### Section 1 - Membership

Membership in the Club shall be as determined by the PCA National Club bylaws as currently adopted.

#### Section 2 - Badge and Insignias Fees

The fee for the Regional badge or insignia, which shall be optional, shall be determined from time to time by the Club Board of Directors

#### Section 3 - Dues

Annual dues to the National Club shall be current and paid in accordance with the provisions of the applicable Article and Section of the bylaws of the National Club for the member to remain in good standing. Any annual dues to the Club in addition to the National Club dues may be determined from time to time by the majority of members present at any Annual Meeting.

#### Section 4 - Membership Year

The membership year for any member of the Club shall coincide with that established by the National Club.

#### Section 5 - Privileges

Members in good standing shall be entitled to all the privileges of the Club, except that associate, affiliate, and honorary members shall be entitled neither to vote nor to hold elective office, and except further that family-active members, affiliate members, and family-associate members shall not be entitled to receive Porsche Panorama or any other duplication of any mailing to the active member of the family.

### Section 6 - Suspension

Any member may be suspended by a vote of the Board of Directors of the National Club in accordance with the National Club bylaws or by a two-thirds vote of the Club Board of Directors, in accordance with these bylaws, for documentable infractions of National or Regional rules or regulations, or for actions inimical to the general objectives and/or best interest of the National or Regional Clubs. Upon written notice of such suspension, the suspended member shall be afforded a reasonable opportunity to be heard, in person or through a representative, to appeal the suspension. The appeal will be heard by the Club Board of Directors or a Review Committee appointed by it for the purpose at a regular meeting or officially called special meeting within 60 days of the suspension. At the request of the suspended member, the appeal may be heard in executive session. The Club may thereafter continue the suspension for a definite time, terminate the suspension, or expel the member by a two-thirds vote of the entire Club Board of Directors members or the Review Committee, and its decision shall be final. Suspension or expulsion of any classification of member is applicable also to any other person whose membership is connected with the suspended or expelled member. A suspended or expelled member will not be allowed to attend or participate in any Club meetings, activities, or events. A suspended or expelled member shall have the right to appeal the Club action to the National Club in accordance with the National Club bylaws.

### Section 7 - Resignations

Any member may resign by addressing a letter of resignation to the National Club and/or Secretary of the Club. The member's resignation shall become effective upon receipt and all Club privileges shall terminate as of that date.

### Section 8 - Notifications

The membership shall be informed of Club activities, meetings, general information, or special events one or more of the most appropriate and expeditious means, including, but not necessarily limited to, US mail, E-mail, Club newsletter, Club website, and facsimile information delivery systems. Members shall be responsible for providing the Club Membership Chair with a current mailing address, email address, and facsimile number (if available) for these delivery means either directly or through the National Club.

## ARTICLE V Elected Officers

The elected Officers of the Club shall be a Region President, Executive Vice President, Treasurer, and Secretary. Their terms of office shall be one year, and shall end on December 31. The Region President and Executive Vice President shall not serve in the same office more than two consecutive terms. No person may hold more than one office at a time.

ARTICLE VI  
Executive Council and Board of Directors

Section 1 - Executive Council

The elected officers of the Club, with the addition of the immediate past Region President, shall constitute the Executive Council. It 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 and the Certificate of Incorporation of the Club in accordance with the laws governing such corporations in the State of Missouri. At least one member of the Executive Council, in addition to the Treasurer, will have signature authority over the Club's bank accounts. All decisions of the Executive Council shall be by majority vote unless otherwise provided by these bylaws.

Section 2 - Board of Directors

The elected Officers, immediate past Region President, and four additional Region members in good standing elected by the membership as Directors at large shall constitute the Board of Directors of the Club. Their terms of office shall be one year, and shall end on December 31. Directors at large shall not serve in the same office more than three consecutive terms. It shall be the responsibility of the Club Board of Directors to determine all matters of Club policy not otherwise determined by the members at an annual or special meeting. The Board of Directors shall insure the proper use of Club resources, 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.

Section 3 - Club Board of Directors Decisions

Decisions of the Club Board of Directors shall be arrived at by voice vote, show of hands, or other method accepted by those present. All decisions of the Club Board of Directors at any officially called meeting of the Board shall be by a majority of the votes cast by those members where a quorum of the Club Board of Directors is present, except as otherwise specifically indicated in other areas of these bylaws. In situations where decisions involving major policy considerations cannot be made at a regular or special meeting because of lack of time or for other reasons, decisions shall be arrived at by e-mail canvass of the entire Club Board of Directors. All decisions of the Club Board of Directors, to be arrived at by-mail canvass, shall be by majority vote of the entire Board except as otherwise specifically indicated in other areas of these bylaws. At any officially called meeting of the Board of Directors, five members shall constitute a quorum, provided that a majority of those five Board members present are not members of the Executive Council.

ARTICLE VII  
Duties of Elected Officers

Section 1 - Duties of the Region President

The Regional President shall preside at all meetings of members, the Executive Council and the Board of Directors, and shall perform the duties usually appertaining to the office. The President shall be the chief executive of the Club. He shall report to the members at regular meetings the plans and programs and policy decisions reached by the Executive Council and the Board of Directors, and other pertinent matters dealing with the affairs of the Club. In the absence of the Region~ President, or in the event of the office becoming vacated for any reason, the Executive Vice President shall assume the position of Region President. In the case of temporary disability, the Executive Vice President shall assume the position of Region President with the position of Executive Vice President unoccupied, but not vacated. Upon return of the Region President to full capability for execution of duties, the returning Region President shall be reinstated and the Executive Vice President shall resume the duties of that office for which they were elected.

#### Section 2 - Duties of the Executive 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 by the President.

#### Section 3 - Duties of the Treasurer

The Treasurer shall have custody of all financial records, monies, debts, obligations and records of assets belonging to the Club. The Treasurer shall receive all monies of the Club and deposit them to the Club account in a bank insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over the supervision of all Club assets and of all payments of Club debts and obligations. The Treasurer shall insure strict compliance with these bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall give a full and complete report of the financial status of the Club at any Annual Meeting. The Treasurer shall cause to be maintained books of account in accordance with accepted accounting practices 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. The Treasurer shall submit the books of accounts and records to an Auditing Committee composed of members designated by the Executive Council at the close of the fiscal year if so requested by the Executive Council. The treasurer shall provide a current financial report at each monthly business meeting. While any member of the club shall be provided this information upon request, it will not be posted in any location accessible by non-members. The Treasurer shall give bond, at the discretion of the Executive Council and at the Club's expense, in an amount determined by the Executive Council and shall perform all other duties incidental to the office of Treasurer required by law or these bylaws.

#### Section 4 - Duties of the 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 thereat. The Secretary shall keep a current roster of all Club members, all meetings of the Club, its officers and directors, as well as a copy of the currently adopted Club bylaws. The Secretary shall send notices of annual meetings to the

members, proposed and adopted amendments of these bylaws, elections, and other matters relating to the proper conduct of the Club to the members. The Secretary shall verify that notices of regular meetings are published in the Club newsletter and that regular meeting minutes are transmitted to the Club Webmeister for posting. The Secretary shall provide the regular meeting minutes to the Board at least five days prior to the next regularly scheduled meeting. Once approved, the Secretary shall submit the minutes to the webmaster for posting within five days.

#### Section 5 - Disqualification of Elected Officers and Directors

In the event of abandonment of official duties or negligence in the conduct of official duties detrimental to Club operations, but not rising to the level of membership suspension, any elected Officer or Director may be removed from office by a two-thirds vote of the entire Club Board of Directors.

#### Section 6 –Interim Appointments

In the event of any elected office becoming vacated for any reason, the remaining members of the Club Board of Directors shall make an interim appointment to the office, or offices, so vacated for the balance of the unexpired term, or in the case of temporary disability, until return of the Board member to full capability for execution of their duties.

### ARTICLE VIII

#### Appointments and Committees

##### Section 1 - Appointments

The Region President, with the approval of the Board of Directors shall appoint a Membership Director, an Editor for the official Club newsletter, a Webmeister for the Kansas City Region Website, a Social Activities Director, a Driving Activities Director, and a Social Media Director. Length of service for these appointments shall be at the discretion of the Region President.

##### a. - Duties of the Membership Director

The Membership Director shall direct Region efforts in recruiting new members and retaining existing members. The Membership Director shall receive membership reports from the National Club, analyze the data, and take actions required to keep Region membership data current and accurate. The Membership Director shall report to the Club Board of Directors at regular meetings concerning the status of Region membership.

##### b. - Duties of the Newsletter Editor

The Newsletter Editor shall cause to be published a newsletter for the purpose of communicating to the Region membership information pertinent to the activities and operation of the Region. The Region newsletter shall be published on a regular schedule as approved by the Club Board of Directors. The Newsletter Editor shall solicit assistance from the Club Board of Directors, Administrators of activities, appointees, committee chairs, and the Region membership as necessary for procurement of

material suitable for publication in the newsletter to keep it informative and interesting. The Newsletter Editor will be responsible for obtaining and organizing materials, with schedule reminders, if and as necessary, in order to meet established publication schedules.

c. - Duties of the Webmeister

The Webmeister shall maintain and design/redesign the Region website to make it attractive to visitors and members. The Webmeister shall make frequent updates as required when information changes or becomes available coordinating website content with the Club Board of Directors, Administrators of activities, Appointees, Committees, and others as necessary. The website should contain at a minimum Region administration individuals title/position and contact information as well as notifications of upcoming events including contact information for the individual coordinating the event.

d. - Duties of the Social Activities Director (NOTE: Re-worded description to parallel the other position descriptions)

The Social Activities Director shall arrange for a meeting place for each meeting of the Club and assist with a program as requested consistent with the objectives of the Club at each Regular and Annual Meeting of the Club. The Social Activities Director shall develop a yearly activities agenda in accordance with these bylaws, Article II, for the enjoyment of Club members and reflecting the benevolence of the club. The Social Activities Director shall be responsible for the development, promotion, and conduct of these events in accordance with the rules of the Club in association with the Club Board of Directors, and the assistance of Appointees and Committees as defined herein.

e. - Duties of the Driving Activities Director

The Driving Activities Director shall prepare annually an agenda of PCA Club Races, driver education events, rallies, and autocrosses in accordance with Article II of these bylaws. The Driving Activities Director shall be responsible for the development, promotion, and conduct of these events in accordance with the rules of the Club in association with the Club Board of Directors, and the assistance of Appointees and Committees as defined herein.

f. - Duties of the Social Media Director

The Social Media Director shall be responsible for all KCRPCA social media. This shall include, but not be limited to; posting new events, invites, highlights from current events, summary of events, and responding to comments where applicable. No posting involving physical evidence of driving shall be allowed other than at a designated track or autocross event. Postings identifying club members (face) or car (license plate) are to be approved by club member, where possible, before posting. The use of all social media accounts (ex: Facebook, Twitter, Instagram, etc.) are to be reviewed annually by the KCRPCA board, and recommendations given. The Administrator of Social Media shall seek the board's approval before adding new social media accounts or adding new administrators to existing accounts.

## Section 2 - Temporary Committee

Temporary committees shall be appointed by the Region President, or as otherwise provided by these bylaws, from time to time as may be desirable and necessary. Committee chairs will keep adequate records and books of the proceedings and actions of their committees and make full and complete reports at regular meetings. All committee decisions shall be determined by a majority vote of the committee members.

## ARTICLE IX Election of Offices

### Section 1 - Nominating Committee

At least sixty days prior to the Annual Meeting, the Region President, with the majority acceptance of the Club Board of Directors, shall appoint a Nominating committee of three members in good standing. The nominating committee shall submit a slate of nominees at the Annual Meeting for those offices to be vacated. No member may be nominated for an office without the member's permission in writing, such record of acceptance of nomination shall be obtained by the Chairman of the Nominating committee and made part of the records of the proceedings of that committee. No member of the Nominating committee may be placed on this slate of nominees.

### Section 2 - Nominations by the Members

Five or more members in good standing may nominate a slate consisting of not more than two nominees for each office. Such nominations must be submitted to the Club Secretary, in writing and Signed by each member, with their PCA membership number indicated, and properly accompanied by the signed acceptance of the nominees, at least seven days prior to the Annual Meeting. Nominations made in this manner shall be announced at the Annual Meeting. No nominations will be received from the floor at any Annual Meeting.

### Section 3 - Notice of Election

The Secretary shall provide the Club membership a notice of election and the names of all nominees for office within forty-five days following the Annual Meeting. The notice of election shall set an election date not less than twenty five days nor more than forty five days from the date of mailing, or other publication, of the notice of election.

### Section 4 - Ballots

All balloting shall be by return US mail. Balloting procedures may be modified in the future by the Club Board of Directors to include electronic response in addition to, or in lieu of, US mail by a two-thirds vote of acceptance for a modified procedure that preserves the integrity of the vote. Votes shall be cast on a standard form supplied by the Club Secretary, indicating the member's choice of candidates and the offices for which they stand, and must be signed by the member. Any member shall be entitled to write in the name of any Club member in good standing as their choice for any office. A standard form to be used for balloting will be included with the notice of election, primarily distributed by-mail using the current e-mail address from the PCA National database. Those primary members without an e-mail address listed with the National

Club will be forwarded a ballot by US mail. All completed ballots shall be individually mailed to the Club Secretary no later than the election date set forth in the notice of election. Unsigned ballots, ballots mailed subsequent to the election date, or ballots mailed to other than the Club Secretary shall be invalid.

#### Section 5 - Tellers

The **Secretary** and any two members designated by the Region President shall serve as Tellers and shall tabulate the votes cast within ten days of the election date. The member who receives the greatest number of votes cast for the office for which they are a candidate shall be declared elected.

#### Section 6 - Notice of Election Results

The **Secretary** shall notify the members of the election results, following the tabulation of ballots, by posting on the Club website prior to the close of the fiscal year, and then by publication in the next available issue of the Club newsletter. The names of the newly elected Regional Officers shall be forwarded to the National Club at this time.

## ARTICLE X Meetings

#### Section 1 - Annual Meeting

The **Annual Meeting** of the Club shall be held each year at the usual time and location of the Regular Meeting in August. The location may be changed by the Region President with proper notification to the membership made by posting in the Region newsletter, website, and/or by email at least 45 days prior to the Annual Meeting. The Annual Meeting shall be open to all Region members.

#### Section 2 - Regular Meetings

Regular meetings of the members for the transaction of Club business shall be held on a more or less regular schedule and shall be called regular meetings. Regular meetings shall be open to all Region members to attend and observe. The fulfillment of the objectives of the Club should ordinarily require monthly meetings. This schedule may be set or modified by the Region President at any meeting or by majority vote of the Executive Council. The regular meeting schedule and location is to be published in the official Club newsletter. At any point in a regular meeting, the majority of the Executive Council or a majority of the entire Club Board of Directors may elect to recess into executive session where matters not appropriate for general discussion can be addressed in private.

#### Section 3 - Special Meetings

Special meetings of the members may be called by the Region President or by a majority of the Executive Council. Special meetings shall be open to all Region members to attend and observe. At any point in a special meeting, the majority of the Executive Council or the entire Club Board of Directors may elect to recess into executive session where matters not appropriate for general discussion can be

addressed in private.

#### Section 4 - Notice of Meetings

The Club Secretary shall provide notice of all meetings, specifying the time, date, place and purpose of any meeting to the appropriate members not less than fourteen days prior to a regular meeting, and not less than five days nor more than thirty days prior to a special meeting. Publication of time, date, place, and purpose for normally scheduled, recurring meetings in the Club newsletter and/or Club website shall be considered adequately provided notice.

### ARTICLE XI

#### Fiscal Year

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

### ARTICLE XII

#### Obligations and Indebtedness

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

Only the elected Offices 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. All obligations or indebtedness incurred in accordance with the provisions of these bylaws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member of Officer of the Club by reason of any such corporate obligation or liability. No elected Officer or other person authorized to act on behalf of the Club shall incur an obligation or indebtedness in the name of the Club in excess of previously approved budgeted limitations by a majority of the Executive Council.

Expenditures over \$500 (or other amount as determined by a majority vote of the Club Board of Directors at any regular, annual, or special meeting) will require advance approval by a majority vote of the Club Board of Directors present at a regular, annual, or special meeting. In general, identifiable expenses to be incurred on the Club's behalf should be brought before the Club Board of Directors for prior approval when practical.

##### Section 2 - Unauthorized Obligations

No elected Officer or any person authorized to act on 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 or the Club Board of Directors approve the incurring of 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 an ultra vires act. The

person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in the amount equal to the obligation or indebtedness which the Club may be required to pay.

### ARTICLE XIII Surplus Funds

Any annual dues to the Club in addition to the National Club dues shall be adjusted at any Annual Meeting upon the recommendation of the Executive Council so that a working balance of no more than a desirable and necessary amount shall accumulate in the Club treasury. Funds accumulated in the Club treasury in excess of one and one-half times the previous year's total expenses will normally be considered excess and subject to reduction as deemed appropriate by a majority of the Club Board of Directors consistent with governing law.

### ARTICLE XIV Amendments to Bylaws

#### Section 1 - Amendments

These bylaws may be amended by a two-thirds vote of the members assembled at any Annual meeting.

#### Section 2 - Proposed Amendments

The Executive Council, Club Board of Directors, or any 10 or more Club members in good standing may propose amendments to these bylaws. Amendments proposed by 10 or more members shall be submitted to the Secretary in writing and shall be signed by each member with their PCA membership number indicated.

#### Section 3 - Notice of Proposed Amendments

The Club Secretary shall notify the members of any proposed amendment submitted in accordance with Section 2 above 45 to 75 days prior to the Annual meeting, together with an explanation of the amendment and the need therefore by its sponsors. Notification of proposed bylaw amendments will be published in the Club newsletter, posted on the Club website, be made by email to the membership, and/or other method or methods deemed appropriate by a majority of the Club Board of Directors.

#### Section 4 - Proposed Amendment Voting

Votes for or against a proposed amendment to these bylaws shall be cast at an Annual meeting following proper notification of bylaws amendment. Voting shall be by voice vote, a show of hands, or other method acceptable to a majority of those in attendance at the Annual meeting. Approved amendments shall take effect immediately.

#### Section 5 - Tellers

The **Secretary** and any two members or Officers designated by the Region President shall serve as tellers and shall tabulate any written vote taken at an annual meeting and report the results before the conclusion of the meeting.

#### Section 6 - Notice of Vote Results

The **Club Secretary** shall promptly give notice to the membership of any vote on a proposed amendment in the first available issue of the Club newsletter and/or on the Club website following the voting.