

Region Bylaws - Their Importance & Relevance

By Doug Pierce, *Kansas City Region, Zone 10 Representative*

David Novack, *Northern New Jersey Region, PCA General Counsel*

Phil Doty, *Bluegrass Region, Procedures Chairman*

Purpose

The purpose of this *RegionFocus* article is to outline some best practices in reviewing and ultimately updating your Region bylaws. It is not intended to be an authoritative dissertation on what to do and what not to do. Ultimately, it would be in the best interests of the Region to recruit a member who is an attorney to chair the bylaw review committee or to review the bylaws and proposed amendments for form and appropriateness.

It is important that a Region board review its bylaws periodically to ensure they reflect the manner in which the Region currently operates. If the Region no longer operates in a manner consistent with the bylaws, either the bylaws should be amended, or the operations of the Region should be brought back into conformance with the bylaws.

Background

PCA Regions have evolved over the years in both the scope and manner of their operations. It is imperative that the bylaws keep pace with that evolution. Since the bylaws prescribe the manner in which the business of the Region must be conducted, failure to comply with the bylaws may give rise to liability on the part of officers and directors if those bylaws are violated. At a minimum, the activities of the officers and directors as well as the Region may be called into question if they violate the bylaws.

Ideally, Regions should review their bylaws on a periodic basis- at least every five years. Such a periodic review will avoid the substantial undertaking of a belated comprehensive review if only conducted once every decade or so. Review should be by a committee appointed by the Board of Directors.

Notwithstanding this best practice, many Regions have not reviewed their bylaws for many years. One reason for

FROM THE EDITOR Bylaws

Bylaws are the backbone of any Region. They define its organizational structure, processes and procedures that ultimately ensure successful activities and programs. More importantly, they are the rules and regulations by which the Region will be incorporated and governed by the state or province in which it resides. What with PCA now a relatively mature organization and widely recognized for the lawful and efficacious way it provides services to its members, it behooves our Regions to draft, approve, and periodically review bylaws to be in compliance with our greater club philosophy and National guidelines. Previous RegionFocus issues have discussed the importance of incorporation and bylaws (See Volume 11, Number 1 entitled 'Region Income Tax Primer' and Volume 4 Number 5, entitled 'Winter House Cleaning'), but this is the first issue that has dealt with this matter head on. For that, I would like to thank Doug Pierce, David Novack and Phil Doty for bringing this all together.

rgg



this oversight is the inability of the Region to find its bylaws. Because PCA Regions are volunteer organizations, this is somewhat understandable. Records often get misplaced during transitions from Region administration to Region administration over the years and, after awhile, may be misplaced or inadvertently destroyed. The best practice for retaining the Region's bylaws is to have them within the Region Secretary's permanent documents and to have copies archived with the PCA National office.

The Importance of Bylaws and Incorporating

The preferred organizational structure of a PCA Region is a corporation. Corporate law is, for the most part, created on a state by state basis. Most states have adopted some form of the Model Business Corporation Act, meaning that the law governing corporations is similar but not identical from state to state.

RegionFocus has previously addressed why it is essential for Regions to incorporate. Volume 11, Number 1, entitled 'Region Income Tax Primer', explains in detail the rationale and courses of action Regions should consider for incorporation so as to establish some form of tax exempt status with their respective state's internal revenue service. Check it out at this link: http://www.pca.org/portals/regionfocus/RF_11-1.pdf 'How to Form a

PCA Region', a new document that will be available in March from the National Office, also goes into detail on this topic.

Bottom line: every region should be incorporated with its state. The Certificate of Incorporation is the document filed with the state which gives birth to a corporation. The document may be called the Articles of Incorporation or the Corporate Charter. The document sets forth the name of the corporation, the purpose(s) for which it was formed and other information about the structure of the business entity. Your Region must have a copy of this document in its permanent records. If you do not have it, you can request a copy from the office of the secretary of state in the state where the region is incorporated.

Bottom line: every region should be incorporated with its state.

As a general rule, the Certificate of Incorporation does not require amendment with one exception. The certificate generally identifies the name and address of the Region's registered agent. This is the person with whom the state will correspond with any official information. It is critical to maintain a current address for the registered agent.

Most corporations pay a company to act as its registered agent. In this way, no information is lost. There is, however, an annual fee associated with that service. Some Regions use as a registered agent an attorney or accountant who has a relation to the Region. Alternatively, the Region may elect to use their president as the registered agent. If the Region opts for this latter course, the certificate must be amended every time the president changes.

The bylaws of a corporation are the rules and regulations by which a private corporation, i.e. an incorporated PCA Region, governs its day to day operations. Usually, the original bylaws of a corporation are adopted at the organizational meeting of the corporation's board of directors. Thereafter, bylaws may be amended by the board and/or the members, as the bylaws may provide. Bylaws are generally not filed with the state, but should be maintained by the Region.

The Certificate of Incorporation and current bylaws are documents which every incorporated PCA Region should have in its records. If current bylaws are not available, write new ones and adopt them as soon as possible.

As a general rule, state laws govern the manner in which a corporation operates. However, the bylaws of a corporation may modify state law for



the convenience of the officers, directors, and members of the corporation. In many instances, the prescribed method of operation by state law is not efficient for a corporation. Consequently, close attention should be given to tailor the bylaws to the needs of the corporation. If an issue or procedure is not addressed in the bylaws, state law will usually control.

Drafting and Reviewing Region Bylaws

To bring Regions into conformance with the contemporary business environment, many Region bylaws are in need of serious overhaul, from both a legal standpoint as well as a practical one. A case in point is electronic communications, i.e. email. If your Region's bylaws have not been updated in the last 10 years or so, it is likely that most formal Region communications are required to be by mail, meaning transmission by the U.S. or Canadian Postal Service. As a result, if notice of board meetings is given by email, but the bylaws require notice by regular mail, a meeting scheduled by email may not be valid and actions taken at that meeting may be determined to be invalid.

There are some general drafting guidelines which must be considered when creating or revising bylaws. Terminology and amendments within the bylaws must be consistent. For

example, if the Region has a board of directors which governs the Region, the bylaws should use that terminology and not refer also to a board of governors, an executive committee and/or an executive council, unless those bodies have been defined in the bylaws and exist in the Region.

To bring Regions into conformance with the contemporary business environment, many Region bylaws are in need of serious overhaul, from both a legal standpoint as well as a practical one.

Avoid revising only portions of the bylaws- the entire document should be reviewed as one body to eliminate internal inconsistencies and avoid conflicting provisions. Any amendments must be read in the context of the entire bylaws.

Setting dates, notice requirements, and other time related events should also be consistent. For example, if your November elections require sixty days

prior notice to the Region members, which notice is to be published in the September newsletter, will the newsletter be adequate notice to all?

Suggested Bylaw Topics:

As indicated well in the current Region Procedures Manual (RPM) "Each Region of PCA operates as an autonomous body within the scope of the National Bylaws. This means that they function as essentially local sports car clubs under sanction. They elect their own officers, generate their own bylaws, hold their own events, publish their own newsletters, host websites, and hold their own meetings." Thus, each Region has its own unique character and situations. It would be foolish to lay down boilerplate bylaws language for all Regions to adopt. One size definitely does not fit all when it comes to bylaws. However, there are certain subjects that should be addressed in all Region bylaws in one form or another, enumerated as Articles. Moreover, consistency, particularly in relation to the National bylaws, is the goal.

Some of the critical topics to be addressed in the bylaws include:

- Designation of the organization name
- Statement of corporate objectives

Continued on page 4



- Outline of powers of the corporation
- Definition of membership categories, dues and fees
- Elected officers
- Administrative organization (Executive Council and/or Board of Directors)
- Duties of Elected Officers
- Election of Officers and other corporate officials
- Standing Committees and appointments
- Definitions of meetings and meeting requirements
- Statement of fiscal year
- Obligations and indebtedness
- Treatment of surplus funds
- Bylaw amendment procedures

These topics, each of which would typically be found in a separate article in the bylaws, would include the details concerning each subject. The PCA National Bylaws provide an example of how these topics are organized and detailed. The above list is not exhaustive and the Region may find it desirable to include other operational topics within the bylaws.

Organization Name

This one is easy. State your Region name, as it appears in your Articles of Incorporation. Hopefully, it is the same name that appears on your Region's PCA charter. If in doubt, check with the PCA National office. Sometimes the PCA charter date is referenced with a statement to the effect that the Region is operated as a Regional Club of the Porsche Club of America.

This article of the bylaws should also describe, in general terms, the seal of the Region and its badge or logo.

This initial article is also a good place to define how your Region is referenced throughout the rest of the bylaws assuming you don't want to spell out the whole thing in every location, e.g. Very Big and Utterly Grandiose XYZ Region hereinafter referred to as "Club." This should negate any confusion between your Region and the PCA National Club. However, be absolutely sure to be consistent with whatever you do throughout the rest of the bylaws document.

If you have a choice, the best practice is to have the name of your Region precede any reference to PCA. In that way, the Region will maintain its separate and unique character from PCA National, particularly in computerized or internet indices.

Objectives

Spell out your Region's objectives here. The objectives should be consistent with those set forth in your Certificate of Incorporation. A good start is a review of the objectives contained in the PCA National bylaws. The Region's objectives should logically be consistent with the objectives of the National organization. There may, however, be additional activities in which your Region engages which should be spelled out in the bylaws. One which is often omitted is to engage in charitable activities.

Powers of the Corporation

Again, PCA National bylaws are a good place from which to model this article, tailored of course, to your local situation. This article of the bylaws should also describe, in general terms, the seal of the Region and its badge or logo. The Region should obtain a formal seal which can be embossed on paper as some legal documents require it.

If Region badges and logos are used, this is the section to describe them. It



would also be advisable to include a method or approval process for badge and logo changes.

Membership, Dues, and Fees

Since individuals are actually members of both PCA National and a PCA Region, this Article should in the first instance, reflect the bylaws of the PCA National organization with regard to membership categories. In fact, it may be appropriate in the Region bylaws to simply include a reference to the PCA National bylaws, at least for general membership requirements, classes of membership, and National/Regional membership, for this Article. If PCA National should change the membership requirements or categories for some reason, Region bylaws might not have to be modified to reflect those changes.

Other sections such as membership application should be included to describe the actual process used by the Region for new membership application. The dues section can be modeled after or refer to the PCA National bylaws, with inclusion of verbiage to cover Region supplemental dues, if any. Even if your Region does not have Regional dues or assessments, it is advisable to have such a mechanism available to the Region, for future use if it becomes necessary.

When describing the rights and duties attendant to the various classes of

Region members, the terminology must be very specific. It is probably best for the Region to follow the classes of memberships that are identified in the PCA National bylaws. However, it is up to the Region as to whether those membership classes have rights in the Region that are different from those in the national club. For example, affiliate members may not vote or hold office in the national club, however many Regions extend those rights to those members.

Even if your Region does not have Regional dues or assessments, it is advisable to have such a mechanism available to the Region, for future use if it becomes necessary.

Membership year and privileges sections can again be modeled after or refer to the National bylaws since these items are set by PCA National, augmented as required to reflect local Region requirements. However, individual Regions may wish to extend certain privileges such as voting or holding

office to a category of members broader than that which is allowed in the National bylaws. The Region should consider these options and be guided accordingly.

The suspension section of this Article should garner special attention in that suspension or revocation of an individual's Regional membership is a serious endeavor not to be taken lightly by the Region since suspension by the Region results in automatic suspension from PCA. This unfortunate circumstance has caused problems for a number of Regions with weak or non-specific bylaw procedures for dealing with the situation.

The PCA National bylaws should be used as a guide, but modified to provide for Regional procedures and appeals rather than PCA National action. The procedure in the National bylaws applies only to membership in the National club. Moreover, the bylaw provision addressing suspension of a member should use the same terminology as is used in the National bylaws. Terms such as suspension, expulsion, termination and the like should be defined and be consistent.

Continued on page 6



Things to consider for inclusion in the suspension section in the Membership article of the bylaws at the Region level include:

- What is the standard for imposing discipline?
- What forms of discipline, e.g. suspension, expulsion, termination, etc., may be imposed?
- Who can/should be involved in bringing a suspension/expulsion action forward?
- How should the suspension/revocation action be initiated?
- Should the action be dealt with, at least initially, at the Regional executive/administrative level with possible appeal to the Regional board or the membership?
- What role, if any, will the offending member play in the suspension proceeding?
- What constitutes a quorum at various stages of the proceedings and how is voting accomplished?
- By what voting margin(s) is the action upheld or rejected.
- Is there a procedure for review or appeal?

Suspension of membership is a serious matter and should be addressed in detail under the Region's bylaws.

Membership resignation is ultimately handled at the PCA National level. Regions may want to adopt this section from the PCA National bylaws or include it by reference, with any modifications or additions felt necessary to meet the unique situation within their individual Region.

Elected Officers and Appointments

There are no hard and fast rules on what Region officers need to be included in the organization structure. Both state law and the Region's Articles of Incorporation will contain initial information concerning officers and/or the structure of a Board of Directors, but these may routinely change, as stipulated in the Articles of Incorporation, through amendments to the bylaws as may be required.

Many Regions elect officers for a period of one year, with re-election for a maximum of two consecutive terms.

Ordinarily, the minimum number of elected officers would be three, President, Vice-president, and Secretary/Treasurer. Depending upon

the work load, the jobs of secretary and treasurer may be separated. Depending upon the size of the Region, it may also have other elected officials who are at large representatives of the members.

Corporations will have a Board of Directors that will possibly, but not always, include some or all of the elected officers and other elected or appointed officials. It all depends on what the Region wants to do and how many people need or want to be involved in the operations of the Region. Keep in mind, however, that being a member of the Board of Directors is a serious responsibility which should only be assumed by those members who will be actively engaged in the running of the Region.

The length of elected officer terms and term limitations should be defined in this Article. Many Regions elect officers for a period of one year, with re-election for a maximum of two consecutive terms. This again is totally dependent on the culture of the Region, some Regions desiring or allowing long term dynasties, others limiting members to very short terms in office to allow new people a chance at steering the ship of state.

Appointed positions in the Region can also be defined here. Most Regions have at least a few appointed positions, newsletter editor and webmaster are the most common, but there can be



many more depending on the size, complexity, and variety of the activities of the Region. Appointments, as defined here, can be made in a number of ways—by Region President only appointment, Presidential appointment with Region Executive Council approval, Board of Directors vote, drawing of straws, etc. The options are endless. Again it depends on the desires and needs of the Region. Whatever appointment procedure is arrived at should be captured in this area of the bylaws.

Keep in mind, however, that the appointed positions, usually committee chairs, are the members who do a lot of the heavy lifting in the Region. The appointment procedure should ensure that the most qualified members in the Region are appointed.

Consideration should be given to defining how vacant positions are to be filled should an officer not be able to complete their term of office for whatever reason, or become temporarily incapable of fulfilling defined duties because of a transient health issue or personal circumstances. Typically, the vice president will succeed to the office of the president if the latter becomes unable to serve. As for all other elected offices, they are generally filled by presidential appointment with approval of a majority of the Board of Directors, or by some other mechanism more suitable

to the Region. Length of the appointment should also be defined but is usually for the balance of the term of the vacated office. If the Region has term limits, it should be specified as to whether an appointment to fill out a vacated term constitutes a term for purposes of term limitation.

Consideration should be given to defining how vacant positions are to be filled should an officer not be able to complete their term of office for whatever reason, or become temporarily incapable of fulfilling defined duties because of a transient health issue or personal circumstances.

Administrative organization

The administrative organization title here is just a place holder. This bylaws Article should be titled appropriately

upon determination of the actual organizational structure. Many Regions follow the PCA National lead of defining an Executive Council and a Board of Directors to run the long term and day to day operations of the Region, your organization can be just about anything that meets the objectives of your individual Region. The Region Executive Council is typically comprised of the Region's elected officers plus the most immediate past President available. The responsibilities of the Executive Council should be defined in somewhat broad terms, but with enough specificity to adequately set proper boundaries between it and the Board of Directors.

Likewise, the Board of Directors make-up should be defined, the Director positions determined to be elected or appointed, terms, term limits, duties, and responsibilities outlined. Ultimately, it is the responsibility of the elected and appointed officials of the Regional administrative staff to make sure the Region functions in accordance with the bylaws.

Other administrative aspects of the Executive Council and/or the Board of Directors should be set forth in this section. Will all the positions be voting or will some positions be non-voting? Must all the positions on the Board be filled by appointment? Can the Executive Council or the President

[Continued on page 8](#)



create special or temporary positions on the Board?

Officer duties

The duties of elected Region officers need to be defined. Not necessarily in specifics, but in enough detail as to define the scope of work and responsibilities of the position. Items to address include, but are certainly not limited to, such topics as chief executive duties, signature authority on bank accounts, meeting scheduling, organization and reporting, succession in the case of officer incapacitation or removal, keeping of financial records, etc. Anything that the Region feels is appropriate to assign responsibility for, or limit the authority of any officer, is fair game for definition under an officer duties Article. The RPM has a section devoted to this subject.

Consideration should also be given to how to handle matters when something within the elected officer corps goes amiss. Examples include the death of an officer, an officer leaves or moves out of Region, an officer resigns, or for circumstances under which an officer should/can be removed from the position short of suspending or revoking his or her PCA membership. Anything that can be addressed and planned out before a catastrophe will make it easier to handle what is likely to be an unpleasant situation when and if it happens.

Election of officers

A critical bylaws Article concerns the nomination and election of Region officers. Sections addressing nomination of candidates via nominations by a committee and/or by the membership at large, timing of notices, method of notice (here starts a possible chain of conflicts concerning electronic vs. conventional communication), ballots and balloting, how the votes are tabulated and by whom, and results notification to the membership. In this

Unless well defined and unambiguous procedures are set forth in the bylaws, and are actually followed for elections, nasty conflicts can erupt over the validity of those elections.

electronic age, how votes are cast is also an important issue. Can votes be emailed? How is the vote verified? When members vote, must it be in person, by ballot, or by email or other internet device?

Voting requirements, both at the board level and the member level

must be plainly stated. If a board member holds two positions, will he/she get two votes? Do they count twice for purposes of establishing a quorum? Where an action by the Region requires the vote of the members, is it all the members, only the members that vote, or a percentage of the members that attend a meeting? Clarity in drafting will avoid disputes in the future.

Unless well defined and unambiguous procedures are set forth in the bylaws, and are actually followed for elections, nasty conflicts can erupt over the validity of those elections. When in doubt, incorporation of an outside reference such as Roberts Rules of Order procedures by reference can provide a source for defining voting procedures. But, be sure you understand the requirements and complexities of any outside references noted before binding yourself to their procedures.

(Editor's note: Sean Cridland, Zone 9 Representative is currently drafting a future RegionFocus article on the subject of Region Elections that will address some of these points.)

Committees and Appointments

Any standing committees that the Region feels necessary should be named and defined in the bylaws.



What committees are to be standing committees, how the standing committee is chaired, the term (if any) of the committee chair, duties and functions of the committee, committee reporting, etc. should be addressed.

Formation of temporary committees should also be considered with many, if not all, of the items covered for standing committees applicable to the temporary committee.

Dissolution of committees, standing or temporary, should also be considered. Frequently, the term of a committee and its chair have the same limit as the term of the president which established the appointment.

Meetings

The only meetings that need to be defined in the bylaws are those for the conduct of Region business. Usually these would include, depending upon the administrative structure of the Region, meetings of the Executive Council, Board of Directors, special meetings, and an annual business meeting to meet the requirements of the State in which the Region is incorporated. Typically, the annual business meeting of the Region is the one at which elections occur if voting is in person.

The Executive Council or Board of Directors meetings can be easily

combined into one meeting. Most Regions have general Region administration business meetings once a month to keep current on the internal operations of the Region.

Consideration should be given to making the business meetings open to the general membership of the Region for no other reason than transparency. When meetings are held privately, suspicions can arise within the ranks of the general membership, rumors can sprout, and dissension is likely to erupt.

It may be desirable for the bylaws to require that the secretary publish the minutes of any meeting in the Region's newsletter and/or on the Region's website.

This does not necessarily mean that any general member can spontaneously participate in the meeting without invitation from the Region management, but at least they are free to observe. It is a good idea to post meeting minutes on the Region's website for all to see, again in the effort for openness. It may be desirable for the bylaws to

require that the secretary publish the minutes of any meeting in the Region's newsletter and/or on the Region's website.

This policy would not preclude meetings in executive session that would exclude members outside of a designated group in order to discuss potentially sensitive subjects such as personnel matters, special recognitions, or other similar topics not ready for general membership consumption. These should be rare and with conclusions publicly announced as soon as appropriate.

This Article should also establish voting requirements for approving motions before or actions of the Board. Usually, a simple majority (50% + 1) of the voting board members at a meeting can approve a motion. The problem with this is that the majority of board members attending a meeting may be a relatively small percentage of the overall board. For example, if a board had 20 voting members, 11 members would be a quorum and six votes would be a majority. As a result, certain serious actions, such as suspending a member, incurring substantial debt, or dissolving the Region might require a greater majority, such as two thirds.

The bylaws should define what administrative meetings are to be held, when they are to be held, where they

Continued on page 10



are to be held, who is authorized to call special meetings, what constitutes a quorum at any of the defined meetings, who is responsible for and how meeting notices are to be disseminated, how meeting times and locations can be changed, and similar mechanics for conducting required meetings. If an outside generally recognized definition or framework for conducting meetings is to be adopted, this is the section in which it should be delineated. If delineated, it then becomes the required meeting conduction method to be specifically followed, unless other modifiers are incorporated, such as "in general conformance with..." Then you have some leeway. In many situations, Roberts Rules of Order procedures are incorporated by reference in order to establish the manner in which business is formally conducted at Region meetings.

Statement of fiscal year

Another easy one. State the start and finish dates of the Region's fiscal year, usually the calendar year. If something different, specify the exact dates. Note that a tax year different from the calendar year must be approved by the IRS in the United States."

Obligations and indebtedness

This Article should define who may incur, and how expenditures for the

Region are to be made, how they are authorized, monetary limits to be imposed on any individual acting on behalf of the Region without additional authority, method(s) of authorizing expenditures, etc.

Exactly what constitutes a justified expenditure on behalf of the Region should be defined. Liability issues should be determined, for both authorized and unauthorized expenditures. Legal counsel is encouraged to help determine the correct verbiage here as there are significant legal ramifications for unauthorized expenditures of Region funds including personal liability.

The Region should have a budget procedure in place which will anticipate the generation of funds and the disposition of those funds.

This section may also set forth the method by which the Region will attempt to protect itself from unauthorized spending. Some Regions require that anyone who can sign a check must be bonded. Other Regions

require dual signatures on checks above a certain amount.

The protections should be read in conjunction with duties of the treasurer. Those duties should include the circulation of a periodic treasurer's report, the circulation of the monthly bank statement and/or the retention of an independent accountant or auditor.

Treatment of surplus funds

A method for determining the appropriate amount of funds to be retained in the treasury and methods for dispersing excess funds should be defined. Although most of the time this is not a problem, determination of the process for disbursement of excess funds prior to the occurrence makes it easier. Language can be general to allow for some flexibility if the need arises. One of the purposes of the Region, as described in the Certificate of Incorporation and the Article above, should include the proposed manner for disposing of excess funds.

The Region should have a budget procedure in place which will anticipate the generation of funds and the disposition of those funds. As a general rule, the Region should not be generating funds significantly in excess of its needs.



Bylaw amendment procedures

Your bylaws will not be perfect, and will not anticipate all situations possible, now and especially into the future. For that reason, the bylaws should be reasonably general in nature so as to accommodate situations that cannot necessarily be foreseen at the present time.

Nevertheless, a mechanism to amend the bylaws must be defined. Bylaws need to be adaptable, but changes should not be especially easily accomplished. Consideration should be given to opening the debate, and the ultimate adoption of bylaw changes, to the widest number of people, typically the entire Region membership. Many in the general membership will not be interested, but should be given the chance to voice their opinions nonetheless.

There may be advantages to having alternate methods of amending the bylaws. One option would be by a super majority (2/3) of the board. Alternatively, a majority of the members attending a business meeting may approve bylaw amendments. Voting by a mailed written ballot is also an option.

How bylaw amendments are to be proposed, notification made, voting, tallying of the votes, announcement of the voting outcome, etc. should be

defined. These provisions can logically be similar to election of officers, but obviously tailored for acceptance or rejection of bylaw amendments. Amendments can be voted on as a whole, by Article, by section, sentence, or even by word if desired and practical. Determination of the percentage of the vote total needed to accept, or reject, changes should be clearly defined and can be different if the voting is by written ballot or by voice or hand vote at an annual or special meeting.

A mechanism to amend the bylaws must be defined. Bylaws need to be adaptable, but changes should not be especially easily accomplished.

Some states require that approved amendments to the bylaws be filed with the state at the time of the organization's annual report. Check with the state agency responsible for your state of incorporation's requirements. It is also a good idea, as mentioned at the beginning of this article, to send a copy of any amended bylaws to the Executive Director at PCA National to keep with

your Region's files for safe keeping and future reference.

Some words to the wise from Doug Pierce and David Novack:

In the above commentary, several references to the state of incorporation, or state's requirements have been made. Similar requirements may be required for the Regions in Canada with "state" and "province" interchangeable as applicable. Again, however, consultation with a local attorney is highly recommended.

The bylaw Article titles indicated throughout the preceding are intended to be generally descriptive. The actual Article title your Region uses should be determined as appropriate to describe the major items covered within that Article.

It is recommended that legal counsel be consulted when creating or amending bylaws. There are many pitfalls that can be avoided by getting the wording right, at least in a legal format sense. Most Regions have one or more lawyers within their ranks that could possibly be coaxed into volunteering to at least review, if not take the lead, in bylaws production or modification. You may also contact the PCA General Counsel or your Zone Representative for advice.

Continued on page 12

REGION FOCUS

management ideas for PCA regions



Continued from page 11

As mentioned several times previously, a good model to emulate, especially in the “don’t know where to start” situation is the PCA National bylaws, available online at www.pca.org under the “Regions” tab (after login). Obviously, the PCA National bylaws are specifically written for governance of the PCA National organization and several Articles and sections will not apply to Regions. The form and content as applicable to Region operations is what is valuable. Take what’s applicable and adapt it to your Region’s requirements. Drop the rest. In any event, however, you must avoid creating Regional bylaws which conflict with the National bylaws.

The current Region Procedures Manual contains valuable information concerning many of the areas normally touched upon in Region bylaws. I would recommend a good review of SECTION 3 – PCA REGION OPERATIONS prior to tackling bylaws writing or amendments.

With a bit of work and perseverance, a Region’s bylaws can be brought up to date and will form a solid foundation for your operations. This works if, and only if, after you have made the effort to modify your bylaws, you actually follow the new and improved document.

David Novack, PCA’s General Counsel, is conducting a review of all region bylaws. If your region would like to participate in that project, please forward your most current bylaws to dnovack@buddlerner.com



REGION FOCUS

management ideas for PCA regions

3534 Big Woods Road
Ijamsville, MD 21754

P O R S C H E C L U B O F A M E R I C A

NATIONAL OFFICE
8003 Forbes Place
Suite 310
Springfield, VA 22151

