

PCA National Policy Committee



Region Bylaws Lessons Learned

24 March 2018

Regional Club Bylaws: Background

- Region Bylaws are your Club's constitution
- Essential for incorporation in your state or province
- Should be reviewed and updated every five years at a minimum
- Your Bylaws should be in compliance with your state's or province's requirements for non-profit organizations
 - 501(c)7 - Social Club
 - 501(c)4 - Social Welfare Organization
- If you have not updated your Bylaws recently, use the 2014 National Bylaws as the template (Written for a 501(c)7)



Article I: Who are you (Name)?

- What is the name of your Club?
- Where are you?
 - There does not need to be a “permanent” address in the Bylaws (not a P.O. Box)
 - Suggestion: The Club’s Principal office shall be the residence of the President



Article II: General Objectives

- What is the purpose of the Club?
- Pay tribute to our Heritage - check out what Bill Sholar wrote in 1955
- Regions are non-political
- Non-profit incorporated status
 - Use the National bylaws as a template, which lay out the objectives of a Social Club (501(c)7), not of a Social Welfare Club (501(c)4)
 - If you are not a Social Club you should review the requirements and objectives of a non-profit entity in the state / province you are established



Article III: Powers, Corporate Seal and Badge

- The Club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of the State (of your incorporation), in these Bylaws, and applicable laws.
- Describe your Region Logo
 - The logo image does not have to be in the Bylaws
 - Logo should not contain any Porsche trademarked items
 - “it is NOT fair use to use any of Porsche’s marks as part of your own trademark, service mark, trade name or domain name, to use the Porsche Crest Design[®], to use any of Porsche’s marks in their distinctive stylized script, or to use photographs of Porsche’s distinctive automobiles merely to get consumer’s attention.”



Article IV: Membership, Dues & Privileges

- Classes: The 2014 National Bylaws updated classes of membership; yours should be in consonance with those Bylaws
- Regions do not have the authority to create a PCA honorary member or lifetime member. A Region can create a Region honorary member, but this pertains to Region matters only and does not give them membership in PCA
- Privileges: Use National Bylaws as template
 - Active and Family Active members can vote and hold office at the National level. If your bylaws are different and allow other membership classes to vote, that's OK, but those members do not have that privilege at a National level



Article IV: Membership, Dues, Privileges

- Membership year
 - Define your membership year. Suggest utilizing language from National bylaws
- Membership Dues
 - If no separate Region dues – utilize language to say the membership dues will be paid to PCA National
 - If separate Region dues – language should so state
 - Language should not be anticipative or forward looking *just in case* the Region might want to create Annual dues distinct from PCA dues.
 - Dedicated membership dues should be approved by the Region membership (requiring a Bylaws change), not the Region Board



Article IV: Membership, Dues, Privileges

- Termination of Membership by:
 - Resignation
 - Membership Suspensions
 - Your Board can suspend, but it cannot expel/terminate a member
 - Every member has the right to appeal a suspension: Cut and paste from the National Bylaws
 - Member request for transfer
 - Member may terminate the family/affiliate member



Article V: Elected Officers

- Delineate what officers are elected, term limits, and eligibility



Article VI: Executive Council and Board of Directors

- Delineate who is on your Board
 - Executive Committee/Executive Council (“EC”)
 - Standing Committees
 - Geographical Liaisons
- Delineate how Board members are appointed or elected.
- Members at Large/Governors/Trustees should not have powers or duties that can circumvent or override the EC and the President. There should be no separate leadership organization that can cause confusion within the membership
 - The President of the Region is a voting member of the National Board of Directors
 - PCA does not recognize a separate leadership board beyond the President/VP/Secretary/Treasurer/Past President



Article VI: Board of Directors

- Specify how often your Board will meet and who can call meetings of the Board with adequate notification
- Consider what decisions the Board votes on vice the Executive Council
 - The Board should vote on key matters affecting the Club
- Quorums should be specified for Board votes on actions (be mindful of your State's rules for electronic and physical voting requirements)
- Term limits for Board members are not mandatory



Article VI: Executive Committee/Executive Council

- Delineate who is on your EC
- Specifying duties of the EC is mandatory
- An immediate past president should be a voting member of the EC
- Who can they appoint? What can they approve?
Simple majority?
- Specifying term limits is essential. There should be no unlimited terms but one year term limits are not advised
- Succession language should be present



Article VII: Duties of Officers

- Delineate duties of elected officers
- Specify succession planning



Article VIII: Standing Committees

- Like the National Organization, Regions should have Standing Committees
- Standing Committee Chairs are Board Members
- Any Regional Club should have a minimum of four standing committee chairs who are Board members
 - Nominating Committee
 - Appointed by unanimous decision of EC
 - No member of the EC should sit or chair the Nominating Committee
 - Newsletter/official publication
 - Membership
 - Historian
- Specify and define the roles and responsibilities for Standing Committees as members of the Board
- Changing the Standing Committees requires a Bylaws amendment; Special Committees can be appointed by the EC



Article VIII: Special Committees and Appointees

- The ability for the Club to create Special committees should be written into the Bylaws
 - Examples: Anniversary Committee, Special Event Committee
- Define who can create committee and appoint Chairs (typically the EC)
- Define the duties / responsibilities
- Special Committee chairs and appointees are not members of the Board of Directors



Article IX: Election of Officers

- Election process specified with timelines and notifications clearly defined for the Board and membership
- Election process must be transparent; provisions for electronic balloting and write-in ballots
- Balloting management controls to ensure compliance with voting members only (membership number).
- Balloting count done by a committee with the provision for members to protest election results
- Quorums specified for votes/balloting by the eligible membership



Article X: Fiscal Year

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



Article XI: Obligations and indebtedness

- **Fiduciary Management** (Obligations and indebtedness): Templating the National Bylaws is recommended
- Audits are necessary to maintain transparency and validity of finances.



Article XII: General Membership Meetings

- Held at least once a year to conduct elections or the Club's business
- Adequate notification with a published agenda
- Quorums specified for votes/balloting by the eligible membership
- You **do not** need to state the meeting will be conducted using Roberts Rules of Order



Article XIII: Official Publication

- The Club will publish an official publication to announce upcoming events, official notifications, stories about activities, etc.



Article XIV: Amendment of Bylaws

- Bylaws belong to the Region's membership. They are **always** voted upon by the membership; if your Board or Executive Committee has amendment approval, you need to change that Bylaw ASAP.
- Both the Board and the Membership should have the opportunity to propose revisions
- Specify revisions/amendment process with timelines and notifications clearly defined for the Board review and membership comment and approval
- Amendment process must be transparent; provisions should be made for membership feedback and voting/balloting
- Provisions for electronic, mailing, and in-meeting voting
- Balloting management controls to ensure compliance with voting members only (membership number).
- Balloting count done by a committee
- Quorums specified for votes/balloting by the eligible membership



Questions?





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