

# Bylaws-----

**REDWOOD REGION  
PORSCHE CLUB OF AMERICA  
BYLAWS  
December 2012 Revision**

**ARTICLE I  
Name and Principal Office**

**Section 1--Name and Principal Office**

The name of this organization shall be PORSCHE CLUB OF AMERICA, REDWOOD REGION. Hereinafter PORSCHE CLUB OF AMERICA, REDWOOD REGION shall be referred to as REGION, and PORSCHE CLUB OF AMERICA shall be referred to as NATIONAL.

**Section 2—Principal Office**

The principal office of the REGION shall be designated by the Board of Directors, and shall be located within the geographical area described in Article IV, Section 3, hereof. The address of the principal office shall be published in the REGION's official publications and website.

**ARTICLE II  
General Objectives**

**Section 1—General Objectives**

The REGION and its members are joined together and mutually pledged as follows:

- (a) To further and promote the highest standards of courtesy and safety on the roads.
- (b) To enjoy and share in the goodwill and fellowship engendered by owning a Porsche and engaging in social or other events of the organization.
- (c) To maintain the highest standard of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- (d) To establish and maintain 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 position in sports car annals.
- (e) To exchange ideas and information with other Porsche clubs throughout the world.
- (f) To establish mutually cooperative relationships with other car clubs as may be desirable.
- (g) To maintain cooperative relationships with NATIONAL and with all other Regions within NATIONAL.

## **ARTICLE III Powers and Badge**

### **Section 1—Powers**

Subject to the Articles of Incorporation, these Bylaws, the general non-profit laws of the State of California and all other applicable laws of the State of California, or of the United States of America, all corporate powers shall be executed by and under authority of, and the business of the REGION shall be conducted by the Board of Directors of the REGION.

### **Section 2—Badge**

- (a) The Badge of the REGION shall meet the approval of the Board of Directors and shall be executed by and under authority of the Board of Directors of the REGION.
  
- (b) The official regional insignia shall be of a form appropriate to the theme of the REGION, and shall be inscribed with the initials or name of the REGION and such other inscriptions as appropriate. The colors shall be appropriate to the symbolic design established by the REGION.

## **ARTICLE IV Memberships, Membership Area, Dues and Fees**

### **Section 1—Memberships**

Membership in the REGION shall be restricted to owners, lessees, or co-owners of Porsches who are eighteen (18) years of age or older, and to such other persons interested in the REGION and its objectives as provided in Section 2 (b), (c) and (d) of this Article. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designated as a Porsche automobile by Porsche, Porsche KG or its successor, which is powered by an engine which is, basically, one which was installed in such bodies by the manufacturer of such automobiles, although not necessarily in the body concerned. 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.

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

There shall be six (6) classes of Membership: Active and Family-Active, Affiliate, Associate, Honorary, Life and Dual, as follows:

- (a) *Active Member*—Any owner, lessee or co-owner of a Porsche having paid dues and fees as required. One (1) Family-Active member may be included in the membership if so named by the Active member. Family-Active membership is limited to the Active member’s wife, husband, brother, sister, son, daughter, mother or father, whether otherwise qualified for active membership by ownership of a Porsche or not.
  
- (b) *Affiliate Member*—Any person 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/Family-Active member in good standing who ceases to own, lease or co-own a Porsche may continue as an Associate/Family-Associate member.

In addition, any person employed by a Porsche-oriented business who is interested in the Club and its objectives may apply for Associate Membership.

- (d) *Honorary Member*—Any person who, on the affirmative vote of three-fourths of the Board of Directors, is deemed to merit recognition for outstanding interest in or service to the REGION. Such membership shall be limited to one (1) year, but may, upon the affirmative vote of three-fourths of the Board of Directors, be renewed.
- (e) *Life Member*—Any person qualifying as determined and defined by NATIONAL, who is deemed to have performed such extraordinary service to NATIONAL and the REGION as to warrant this signal honor.
- (f) *Dual Member*—Upon proof of membership in NATIONAL and in another Region of NATIONAL, an Active member and their Family-Active or Affiliate member may also apply for membership in the REGION. Fees for Dual memberships shall be set by the Board of Directors of the REGION.

### **Section 3—Geographic Boundaries of the REGION**

The geographic boundaries of this REGION shall encompass the counties as recommended by the REGION and defined by NATIONAL. Currently the REGION includes Del Norte, Humboldt, Lake, Marin, Mendocino, Napa and Sonoma Counties of California.

### **Section 4—Membership Applications**

Applications for membership shall be made upon such forms as prescribed by NATIONAL and shall be accompanied by payment of appropriate NATIONAL dues, fees and assessments, or evidence of payment thereof received from NATIONAL.

### **Section 5—Dues**

Annual dues for the various classes of membership shall be determined from time-to-time by NATIONAL. National dues shall be collected by National, which shall refund to the member's Region such part thereof as shall have been set by NATIONAL.

Annual dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed. In the event of termination of membership, dues and fees previously paid by the terminating member are *not* refundable. A reinstatement fee may be imposed to cover administrative costs of restoring a member to active status.

Any other fees and assessments by the REGION shall be established by the Board of Directors and approved by a two-thirds majority vote of all Voting Members casting a ballot by electronic means.

### **Section 6—Membership Year**

The membership year shall be as defined by NATIONAL. The manager of the National Executive Office shall send each member one billing for renewal dues about 45 days prior to their membership expiration. Dues for all memberships shall be due and payable by the due date as shown on the individual's membership card, and are delinquent forty-five (45) days thereafter. If dues are not paid before becoming delinquent, membership shall be terminated. Members who do not renew shall be dropped from membership and their Regions so notified. Subscriptions to

PANORAMA shall begin with the issue of the next month after receipt of application for membership.

### **Section 7—Privileges of Membership**

Active, Family-Active, Affiliate and Life members in good standing (herein referred to as “Voting Members”) shall be entitled to vote in REGION elections, to serve as members of the Board of Directors of the REGION and to participate in all activities of the REGION. Affiliate members, however, shall not be entitled to serve on the Executive Council of the REGION. Associate, Honorary and Dual members shall be entitled to participate in REGION activities, but are *not* entitled to vote in REGION elections or to serve on the Board of Directors of the REGION. A Voting Member may cast only one vote in any election or referendum.

### **Section 8—Termination and Suspension**

Membership in the REGION shall be suspended or terminated as follows:

- (a) *Resignation*—Any Member may resign. A letter of resignation *must* be submitted in writing to the Secretary at the principal office of the REGION. The Member’s resignation shall become effective upon receipt and all REGION privileges shall terminate as of that date. An Active Member may terminate the membership of an Affiliate Member named by written notification to the Secretary of the REGION.
- (b) *Suspension and Expulsion*—Any member may be suspended by NATIONAL in accordance with NATIONAL Bylaws, or by a two-thirds vote of the Board of Directors of the REGION, for infraction of NATIONAL or REGIONAL rules or regulations, or for actions inimical to the general objectives or best interests of NATIONAL or the Regions. Upon written notice of suspension by the REGION, the suspended member shall be afforded a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors of the REGION or a committee appointed by it for the purpose. The Board of Directors may thereafter continue the suspension for a definite time, terminate the suspension, or expel the member, and its decision shall be final. Suspension and expulsion procedures are applicable to all classes of membership.
- (c) *Transfer*—Request for transfer to another Region must be submitted in writing to the principal office of NATIONAL and upon acceptance, will terminate membership in the REGION.

### **Section 9—Obligations and Indebtedness**

- (a) *Authority to Incur Obligations or Indebtedness*—Only the elected Officers or persons authorized by the Executive Council to act on behalf of the REGION shall incur any obligations or indebtedness in the name of the REGION. 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 REGION by reason of any such corporate obligation or liability. No elected Officer or any other person authorized by the Executive Council to act on behalf of the REGION shall incur any obligation or indebtedness in the name of the REGION in excess of the sum of fifty dollars (\$50.00) without prior approval of a majority of the Executive Council, except for the following purposes:
  1. Printing, mailing, postage and expenses related to the REGION’s official publications.

2. Stationery and postage for ordinary administrative use.
  3. Routine orders to maintain normal stock of the goodie store.
- (b) *Expenditure Limits*—Any expenditure or obligation of the REGION that would exceed a sum that exceeds three hundred fifty dollars (\$350), other than those involved in the ordinary operation of the REGION’s official publications must be approved in advance by a majority of the Board of Directors.
- (c) *Unauthorized Obligations*—No elected Officer or any other person authorized to act on behalf of the Region shall incur any obligation or indebtedness in the name of the REGION which is not for the general benefit of the entire membership of the REGION nor shall the Executive Council approve the incurring of any such obligation or indebtedness.
- (d) *Personal Liability for Unauthorized Obligation*—The incurring of any obligation or indebtedness in the name of the REGION by any elected Officer or member in contravention of these Bylaws shall be an *ultra vires* act. The person or persons responsible for such an act or acts shall be personally liable, individually and collectively, to the REGION in an amount equal to the obligations or indebtedness which the REGION may be obligated to pay.

## **ARTICLE V**

### **Meetings of the Members**

#### **Section 1—Annual Meetings**

An annual meeting of the members shall be held not later than October 15 of each year at such place as the Board of Directors may determine and direct for the purpose of considering reports of the affairs of the REGION, nomination of candidates for office for the coming year and transaction of such other business as may properly be brought before the membership. Notice of such annual meeting shall be published in the REGION’s official publication (newsletter) and distributed via electronic means (blast e-mail) no less than fourteen (14) days prior to the date of the annual meeting.

#### **Section 2—Meetings of the Members**

Meetings of the members may be held at such place and time as the Board of Directors may determine, direct and cause to be announced to the membership.

#### **Section 3—Special Meetings**

Special meetings of the members of the REGION may be called at any time by the President. Special meetings may also be called by a majority of the Board of Directors or by seven percent (7%) of the Voting Members. Notice of special meetings shall be given in the manner hereinbefore prescribed for annual meetings, and shall include the purpose for which the meeting is called.

#### **Section 4—Quorum**

A quorum for any meeting of the members shall consist of at least five percent (5%) of the Voting Members in good standing. Every act of a meeting duly held at which a quorum is

present shall be regarded as an act of the entire membership.

### **Section 5—Voting**

At all meetings of the members, each Voting Member in good standing shall be entitled to one (1) vote on any matter which may properly be brought before the membership. Such vote may be by show of hands or by written ballot. There shall be no cumulative voting; however, proxies shall be permitted under procedures established by the Board of Directors. Only Active Members, Family-Active Members and Affiliate Members are voting members.

### **Section 6—Conduct of Meetings**

The President shall preside at all meetings. In the absence of the President, the Vice President shall preside. Unless otherwise provided in these Bylaws, Robert's Rules of Order in the most recent edition shall be the rules for conduct of all meetings.

### **Section 7—Minutes**

Minutes of all meetings shall be recorded by the Secretary or by such persons as may be appointed by the Board of Directors for that purpose. At the annual and each regular meeting, the minutes for the previous meeting shall be present and available for inspection by any member. The reading of minutes shall not be required unless voted by a majority of Voting Members present.

### **Section 8—Guests**

Guests shall be permitted at the annual and all regular meetings, unless a closed meeting is declared by a majority vote of the Board of Directors.

## **ARTICLE VI**

### **Executive Council and Board of Directors**

#### **Section 1—Executive Council**

The President, the Vice President, the Secretary, the Treasurer and the last Past President continuing to be an active member of the REGION shall constitute the Executive Council in which the governance of the REGION shall be vested. The Council shall be responsible for the proper conduct of the administrative affairs of the REGION except for the approval of funds which also requires approval by the Board of Directors. The Council shall be responsible for the proper functioning of several committees and shall insure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these Bylaws. In the event of a tie vote, the last Past President's vote shall serve as a tie breaker. A quorum shall be a majority of the voting Executive Council. All decisions of the Council at any called meeting of the Council shall be by a majority of the vote cast. Only a quorum shall constitute a Council meeting.

#### **Section 2—Board Members**

Members of the Executive Council and the appointed Directors shall constitute the Board of Directors of the REGION. The Executive Council and Appointed Directors are required to be members in good standing of the Region. It shall be the responsibility of the Board of Directors to determine all matters of REGION policy. The Board of Directors shall insure the proper conduct of the administrative affairs of the REGION by the Executive Council, the fulfillment of duties by the Officers and Directors, and compliance with these Bylaws. A quorum shall be a

majority of the voting Board. All decisions of the Board at any called meeting of the Board shall be by a majority of the vote cast. Only a quorum shall constitute a Board meeting.

### **Section 3—Vacancies**

A vacancy on the Board shall exist upon the death, resignation, removal or disqualification of a Director, or upon the addition of a Directorship. The Board shall declare vacant the seat of any Director who shall, without good cause, absent her/himself from three (3) successive meetings of the Board. Vacancies on the Board shall be filled by the election of a Voting Member as a Director by a majority of the remaining members of the Board at the next meeting. The Director or Directors so elected shall hold office until the expiration of the term of the replaced Director.

### **Section 4—Call of Meetings**

Meetings of the Directors may be called at any time by the President or by a majority of the Directors. Each Director shall be notified of the time and place of such meetings at least forty-eight (48) hours prior to the time set therefore.

### **Section 5—Compensation**

Directors shall receive no salary or other compensation for their services as Directors.

### **Section 6—Recall (or removal) of Members of the Executive Council**

Any member of the Executive Council may be recalled (or removed) in the following manner:

- (a) *Recall Petition*—Recall proceedings must be initiated by submitting a recall petition to the Secretary. Said recall petition must be signed by no less than thirty-five (35) Active Members of the REGION in good standing.
- (b) *Recall Voting*—Upon receipt of said recall petition, the Secretary shall, by electronic means, within seven (7) days, transmit to each Voting Member, a secret recall ballot. Due notice shall be given therein that only ballots bearing electronic postmarks dated within twenty-one (21) days subsequent to the date on which the recall petition was received by the Secretary will be valid. Twenty-eight (28) days after the day the recall petition was received by the Secretary, the Secretary and at least two (2) Active Members appointed by the Board of Directors shall open, count and tally all ballots. The ballots, as counted, shall be retained by the Secretary until the next meeting of the Directors.
- (c) *Certification of the Recall Vote*—As soon as the count has been made, the Secretary shall notify the Board of Directors of the results. A member of the Executive Council will be recalled (or removed) by a two-thirds majority of the membership voting. The results shall be read into the minutes of the next Board of Directors meeting, and shall be published in the next issue of the REGION's official publication.
- (d) *Recall of the Secretary*—In the event of a petition to recall the Secretary, all duties of the Secretary under this section shall fall to the Treasurer.

## **ARTICLE VII**

### **Elected Officers, Directors, Advisors**

#### **Section 1—Elected Officers**

The elected officers shall be a President, a Vice President, a Secretary and a Treasurer. Each

officer shall serve for a term of one (1) year commencing on January 1 following the election or until he/she resigns or is removed from office. No Officer may continue in office if the Officer moves the officer's residence beyond the REGION's geographical boundaries as defined in Article IV, Section 3. Only one person per membership account, including Active Member, Family-Active Member or Affiliate Member, may serve in an Officer's capacity at one time.

At the discretion of the Board of Directors, as indicated by a two-thirds majority vote, the Officer positions of Treasurer and Secretary may be combined into a single position called Secretary/Treasurer. If so created, the Secretary/Treasurer will be entitled to only one vote at either Board meetings or Executive Council meetings. The duration of the combined Secretary/Treasurer position is for only one year and requires an annual two-thirds majority vote of the Board to be reinstated for another year.

An Officer who resigns his/her office during their term, may not run for office again without explicit consent of the Executive Council. Approval consent requires a two-thirds majority of the Executive Council. If a non-approved former Officer appears as a write-in vote on a ballot, that vote will be voided and not counted.

### **Section 2—Directors**

The elected officers (President, Vice President, Secretary and Treasurer), the last Past President continuing to be an active member of the REGION, and the Appointed Directors responsible for the functional areas and activities established in Article VIII of these Bylaws, shall serve as the Board of Directors and be recognized as Directors. The Appointed Directors shall each serve a term commencing with their appointment until January 1 of the following year, or until they resign or are removed from their Directorship. Each Officer and Director shall have one vote at Board meetings. In the event that a Directorship is shared, the co-Directors will have only one total vote. In the event that an Officer or Director holds more than one position, the Officer or Director will have only one total vote. Other than the Executive Council members and appointed Directors, all non-Directors present at Board Meetings are not voting members of the Board.

### **Section 3—Duties of the President**

The President shall preside at all meetings of the Members and the Board of Directors and Executive Council, and shall perform the duties usually appertaining to the President's office. The President shall ensure that the REGION follows all procedures set forth by NATIONAL and the REGION Bylaws. The President shall attend and represent the REGION at all ZONE and NATIONAL functions as required; the President shall be the primary contact with NATIONAL and ZONE. The President shall call at least four (4) meetings of the Board of Directors per calendar year. The President may call special meetings of the membership under the provisions of Article V. The President shall cause to be published in the REGION's official publication a semi-annual report on the status of the REGION, its plans and programs, policy decisions reached by the Executive Council and the Board of Directors and other pertinent matters dealing with the affairs of the REGION. In the absence of the President or in the event of the President's death, resignation, disability or disqualification, the duties of the President will be performed by the Vice President.

### **Section 4—Duties of the Vice President**

The Vice President shall assist the President in the conduct of administrative affairs of the REGION and perform such other duties as may be assigned to the Vice President by the

President. The Vice President shall be responsible for the development, coordination, publication and the updating of the REGION's calendar. The calendar of events shall be presented to the Board of Directors in January for approval.

#### **Sections 5—Duties of the Treasurer**

The Treasurer shall be responsible and accountable for the proper handling of the REGION's financial affairs. The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the REGION. The Treasurer shall cause all monies of the REGION to be deposited to the REGION accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of all REGION assets, including directing the activities of the Goodie Store Director, and of all payments of REGION debts and obligations. The Treasurer shall cause to be published in the REGION's official publication a full and correct report, semi-annually, on the financial status of the REGION. In addition, the Treasurer shall provide similar reports monthly to the Board of Directors, and at the annual meeting of the membership. Such reports shall include the financial status of all receipts, disbursements, balances, assets and liabilities of the REGION. All checks or other orders for payment of monies in the name of the REGION shall be signed by the Treasurer or by the President. The Treasurer shall file all necessary Federal, State and Local tax documents as required by law. Copies of such documents shall be retained by the Treasurer for no less than seven (7) years.

#### **Section 6—Duties of the Secretary**

The Secretary shall attend all meetings of the Executive Council, the Board of Directors and the Members and shall keep full and complete minutes of the proceedings and of all votes cast thereat. The Secretary shall publish the minutes of meetings in the official newsletter of the REGION. The Secretary shall collect and collate the reports of all Officers and Directors before each Board Meeting and distribute that collation to all Officers and Directors before the meeting. The Secretary shall cause to be published in the REGION's official publication, and via electronic means, notices of all meetings of the Members, proposed and adopted amendments to these Bylaws and other matters relating to the proper conduct of the REGION. The Secretary shall have custody of the non-financial records of the REGION, and shall perform all duties incident to the office required by law.

#### **Section 7—Interim Appointments**

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

#### **Section 8—Duties of the Immediate Past President**

The Immediate Past President is responsible for assisting the incoming Directors in such a manner that continuity of an effective administration of the REGION is affirmed. The Immediate Past President may perform such other duties as may be assigned by the President.

#### **Section 9—Duties of the Autocross Director**

The Autocross Director shall direct and coordinate the functioning of Autocross activities

and direct the autocross, rally and equipment activities and such other competition oriented activities as may be placed under his/her jurisdiction by the Board of Directors.

#### **Section 10--Duties of the Concours Director**

The Concours Director shall organize, direct and coordinate the REGION's annual concours event. The Concours Director shall be assisted by a committee named by the Board if appropriate.

#### **Section 11—Duties of the Events Director**

The Events Director shall direct and coordinate all aspects of non-competition events (i.e., other than autocross and concours). The Events Director will provide coordination, assistance and guidance to all such event leaders and such other committees as may be placed under his/her jurisdiction by the Board of Directors. The Events Director will maintain and administer the Events Policy.

#### **Section 12--Duties of the Goodie Store Director**

The Goodie Store Director shall be responsible for the operation of the REGION's Goodie Store including selecting and ordering stock, operating the Goodie Store at events, keeping inventory and accounting for the funds spent and received. The Goodie Store Director will submit a complete accounting of inventory to the Treasurer at the end of the fiscal year; all financial transactions shall be submitted to the Treasurer as appropriate.

#### **Section 13—Duties of the Membership Director**

The Membership Director shall control and maintain all records relating to the REGION's membership. He/she shall report on membership monthly and publish an annual membership roster not later than April 1. The Membership Director shall be responsible for REGION name badges and for welcoming and leading the integration of new Members into REGION activities. The Membership Director will lead efforts to increase membership in the REGION.

#### **Section 14-- Duties of the Newsletter Editor (Director)**

The Newsletter Editor shall publish the REGION's newsletter, *der Riesenbaum*, monthly and cause it to be distributed by electronic and/or hardcopy means as appropriate. The newsletter shall contain information pertinent to the membership as well as articles of general interest. The Newsletter Editor shall solicit articles from the Board and members as well as write articles him/herself. The Newsletter Editor shall maintain an archive of past newsletters. The Newsletter Editor shall coordinate schedules and content with the Region Webmaster.

#### **Section 15—Duties of the Northern Representative**

The Northern **Representative** shall be responsible for leading activities in the northern area of the Redwood REGION and for reporting those activities to the REGION's Officers and Board. The Northern **Representative** shall organize an annual northern event for the entire REGION and lead northern member participation in general REGION events. The Northern **Representative** shall attend Board meetings from time-to-time.

#### **Section 16—Duties of the Safety Director**

The Safety Director shall report to the President and shall act as an advisor to the Event Leader of all events where safety could be a factor. This specifically refers to autocrosses, driver training sessions, driving tours and rallies, but is not limited to those types of events. When in the opinion

of the Safety Director an unsafe condition exists or would probably exist, the situation will be brought to the attention of the Event Leader for corrective action and a written report of the situation and the corrective action taken will be submitted to the President by the Safety Director within seven (7) working days. In the event the Safety Director cannot be present at an event where safety could be a factor, the duties defined above will be performed by an alternate appointed by the Safety Director. It is emphasized that the position of Safety Director is advisory in nature and does *not* imply responsibility for the safety of an event.

#### **Section 17 --Duties of the Social Media Director**

The Social Media Director shall be responsible for keeping the information posted on various social media websites accurate, relevant and interesting. The Social Media Director shall utilize social media to enhance participation in events and in attracting new members.

#### **Section 18--Duties of the Sponsorship Director**

The Sponsorship Director shall be responsible for securing sponsorships, selling advertising, collecting fees and securing copy for the ads. The Sponsorship Director shall be called upon to assist in soliciting sponsors/partners for the REGION and REGION events and to ensure that the sponsors/advertisers are appropriately recognized. The Sponsorship Director will deliver all funds to the Treasurer and ad copy to the Newsletter Editor in a timely manner.

#### **Section 19--Duties of the Webmaster (Director)**

The Webmaster shall create and maintain the REGION's website keeping it current and useful to all members. The Webmaster shall coordinate all content with the Vice President, Events Director and Newsletter Editor to ensure that all information is current, updated and correct. The Webmaster shall be responsible for the accuracy of the calendar on the REGION's website.

#### **Section 20--Duties of the Technical Advisor**

The duties of the Technical Advisor shall be to provide technical advice to the REGION for the purpose of enhancing operations and events.

### **ARTICLE VIII Functional Areas, Committees**

#### **Section 1—Functional Areas**

- (a) There shall be eleven (11) Functional Areas: Autocross, Concours, Events, Goodie Store, Membership, Newsletter, Northern, Safety, Social Media, Sponsorship and Web.
- (b) The leaders of the Functional Areas shall be Directors of the Board and shall be appointed by the President and approved by a majority of at least three (3) members of the Executive Council.
- (c) Directors of the Functional Areas shall each serve from the date of appointment until January 1 of the following year or until they each resign or are removed from office.
- (d) Vacancies shall be filled as described in Section 1 (b) of Article VIII.

- (e) Removal of a Functional Area Director shall be by a vote of a majority of the Executive Council.

The Executive Council may create such other directorships, functional areas and temporary committees from time-to-time, to exist at its pleasure, as it may see fit. The President, with the advice and majority consent of the Executive Council, shall appoint the Directors or Chairs of committees and their members (or no members), and may, in like manner dismiss or replace the leaders, chairs and members, except that the consent of the Council shall be required for the appointment of the Chair and members of the Nominating Committee and for their dismissal or replacement.

### **Section 2—Nominating Committee**

The duties of the Nominating Committee shall be as described in Article IX of these Bylaws.

### **Section 3—Financial Review Committee**

The Chairperson of the Financial Review Committee shall be an Active member of the REGION, and shall be appointed by the President and approved by a majority of the Board of Directors no later than December 1 each year. This committee shall review the financial records of the REGION and submit a preliminary or final report of their findings to the Board of Directors no later than thirty (30) days from the establishment of the committee. The review shall be in sufficient depth to ensure the accuracy of the REGION's records and financial statements. The term of the committee shall expire upon acceptance of their report by the Board of Directors.

### **Section 4—Safety Committee**

Directors present at a duly constituted Board meeting shall appoint a Safety Director who shall report to the President and who shall act as an advisor to the Event Leader of all events where safety could be a factor. This specifically refers to autocrosses, driver training sessions, and rallies, but is not limited to those types of events. It is emphasized that the position of Safety Director is advisory in nature and does not imply responsibility for the safety of an event.

### **Section 5—Other Committees**

The Board of Directors may create committees otherwise not herein defined as required to carry out the activities and objectives of the REGION. Committees shall be created by a majority vote of all Directors present and voting. The chairperson of such committees shall be appointed by the President.

## **ARTICLE IX Election of Officers**

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

The President with the approval of the Board of Directors shall appoint not later than the August Board Meeting, a Nominating Committee consisting of an active recent Past President and two (2) voting members of the REGION. The Past President will chair the committee. In the event an active recent Past President is unable to serve, a recent active Executive Council member will be appointed who will chair the committee. The Chairperson shall convene a meeting with the other two members at the earliest practical time and shall present a progress report at the September Board meeting. At the October Board meeting, the Chairperson will assure the Board

that at least two (2) candidates for each elected position have accepted the nomination. If this requirement has not been met, the Committee shall submit to the Board at that meeting a list of members solicited for any position for which at least two (2) candidates were not identified. The Board may at that time waive the two (2) nominee minimum. At the annual meeting in October, the slate of candidates will be presented to the membership by the Committee.

### **Section 2—Nomination by Members**

Nominations will be accepted from the floor from any Voting Member in good standing during the annual meeting of the REGION, provided that each nominee so nominated has consented to the nomination. Prior to the annual meeting, the list of nominees submitted by the Nominating Committee, and the list of official procedures for floor nominations will be published by the Secretary in the issue of the REGION's official publication, and distributed by electronic means, immediately preceding the annual meeting.

### **Section 3—Notice of Business**

The Secretary shall cause to be published a notice of election and the names of all nominees for office in the issue of the REGION's official publication, and by electronic means, immediately following the annual meeting. The notice of election shall set an election date no more than fifteen (15) days from the date of the notice's publication. The Secretary shall cause to be transmitted by electronic means to all Active Members a notice of election and a ballot containing the names of all nominees for office. The notice of election shall set a return date for the ballot which shall be at least thirty (30) days before the end of the year.

### **Section 4—Ballots**

All balloting shall be by electronic means. Votes shall be cast on a REGION electronic ballot, indicating the member's choice of candidates and the offices for which they stand, and must be signed electronically by the Member. Any Voting Member shall be entitled to write in the name of any qualified Voting Member in good standing as their choice for any office. All ballots shall be returned to the Secretary electronically as per ballot instructions and shall be electronically postmarked no later than the election date set forth in the notice of election. Ballots received more than five (5) days after the election date shall be invalid. The Board shall establish procedures for validating ballots.

### **Section 5—Tellers**

The Secretary and any two (2) members designated by the Board of Directors shall serve as Tellers and shall, within ten (10) days of the election date, tabulate the votes cast. The member who receives the greatest number of votes cast for the office for which he/she is a candidate shall be declared elected. The Secretary shall retain the ballots until the next meeting of the Directors and archive the ballots for a period of one year.

### **Section 6—Certification and Notice of Election Results**

The Secretary shall certify and announce the results of the election at the next meeting of the Directors. The Secretary shall also cause to be published the results of the election in the next issue of the REGION's official publication.

### **Section 7—Powers of Newly Elected Officials**

Upon tabulation of the votes the Secretary shall immediately notify the persons elected of their election. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted

Executive Council for the purpose of appointment of committee members whose terms are to start at the first of the next year, as well as other appointments which may be required.

## **ARTICLE X Disposition of Surplus Funds**

At the close of each fiscal year all surplus funds of the REGION as may exist, other than for such amount deemed desirable and necessary as a minimum working balance by the Executive Council, shall be distributed among the REGION's charities as decided by the Board of Directors.

## **ARTICLE XI Fiscal Year**

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

## **ARTICLE XII Amendments to Bylaws**

### **Section 1—Amendments to Bylaws**

Amendments to the Bylaws may be proposed at any time upon the recommendation of not less than three (3) Directors or by a written petition signed by at least seven percent (7%) of the Voting Members in good standing. The Secretary shall prepare the suggested amendment in such manner that it may be incorporated in these Bylaws.

### **Section 2—Notice of Proposed Amendments and Referendum**

The Secretary shall cause to be published in the REGION's official publication any proposed amendment submitted to the Secretary within forty-five (45) days thereafter, together with an explanation of the proposed amendments and the need therefore by its sponsors. Before the deadline for the third succeeding issue of the REGION's official publication, any member may submit statements of reasons against the adoption of any amendment to the Editor. In the said third succeeding issue the proposed amendments and the explanations and needs shall again be published, together with a summary of any reasons against adoption which may have been submitted.

Within fifteen days (15) following the transmission of said third succeeding issue, the Secretary shall cause to be sent by electronic means to all Active Members a ballot and a copy or facsimile of the initial publication of the proposed amendments and their explanations. The ballot shall specify a final return date of no less than thirty (30) days or more than forty-five (45) days from the date of the initial transmission.

### **Section 3--Ballots**

The proposed amendment shall be transmitted by electronic means to each Voting Member in good standing in the form of a dated ballot. Electronic votes for or against a proposed amendment to these Bylaws shall be cast on an electronic postcard and must be electronically signed by the Active Members. Each electronic ballot shall provide a space for the vote and electronic signature of the Family-Active Member. All ballots shall be returned to the Secretary

electronically as per ballot instructions and must be received no later than the date set forth in the notice of referendum (usually fifteen (15) days from the ballot date).

#### **Section 4—Tellers**

The Secretary and any two (2) Active Members or Officers designated by the President shall serve as tellers and shall tabulate the votes cast in the referendum within fifteen (15) days of the return date. The Secretary shall retain the ballots until the next meeting of the Directors and archive the ballots for a period of one year. Upon a two-thirds favorable vote of the ballots cast, the amendment shall be declared adopted.

#### **Section 5—Notice of Vote or Referendum Results**

The Secretary shall cause to be published the results of any vote or referendum on a proposed amendment in the next issue of the REGION's official publication, and shall announce and certify the results of the ballot at the next meeting of the Directors.

#### **Section 6—Periodic Review of Bylaws**

Each even number year, the President shall appoint a chairperson to select a committee to review the Bylaws and make such recommendations to the Board of Directors as deemed necessary by the committee. The committee shall consist of the chairperson and two (2) Active Members, each of whom shall be a past officer of the REGION. Adoption of the committee's recommendations shall be according to procedures set forth in Section 1 of Article XII.

#### **Section 7--Redwood Region Procedures Manual**

To preclude the necessity of revising the REGION Bylaws for procedural matters the REGION shall compile and keep current a REDWOOD REGION PROCEDURES MANUAL (RPM). The Redwood RPM will contain detailed descriptions of duties and responsibilities for each Officer, Director and other leaders as well as information pertinent to their responsibilities. The Redwood RPM will be updated as necessary, but not less than once each calendar year. The President will each January appoint a leader and committee, according to procedures set forth in Section 1 of Article VIII, to be responsible for keeping the Redwood RPM current.

#### **Section 8--Voting Procedures**

If electronic voting procedures become impractical for the REGION, the REGION may see fit to substitute postal mail voting for electronic voting. Any such changes to voting procedures will be by majority vote of the Executive Committee.

September 5, 2012