

**Smoky Mountain Region By-Laws**  
(Amended effective January 2017)

Article I. Name and Principal Office

The name of the club shall be the Smoky Mountain Region – Porsche Club of America, Inc. The principal office shall be the residence of the President.

Article II. General Objectives and Powers

The general objectives of the club shall be to encourage the highest standards of safety and courtesy on the highways, and to increase the enjoyment of owning a Porsche by the exchange of technical information and by engaging in such automotive and social events as may be agreeable to the members.

The club shall be empowered to do all things, and conduct all business, not for profit, as may be necessary to carry out objectives. The club shall also abide by the by-laws of the Porsche Club of America, Inc. Any conflict between these by-laws and the National by-laws will be resolved in favor of the National by-laws.

Article III. Club Identity

The logo of the club shall be the guitar/car logo as designed for the 1981 Porsche Parade with the words “Smoky Mountain Region – PCA” substituted for and in place of the words “Parade the Great Smokies”. The badge of the club shall be the Goeritz design. A representation of the logo and the badge is attached to these by-laws. The club also recognizes the badge and logo of the national Porsche Club of America.

Article IV. Membership, Dues and Privileges

Membership in the club shall be limited to members in good standing of the National Porsche Club of America, Inc.

There shall be no dues beyond those for membership in the National club, unless Regional dues are added by an amendment to these by-laws. Entry fees, however, may be charged for specific events.

Members in good standing shall be entitled to all privileges of the club.

Any member may be suspended or expelled by a two-thirds vote of the Executive Council for infractions of National or Regional rules or regulations or for actions inimical to the general objectives or best interests of the National or Regional Club. Upon receipt of the written notice of such suspension or expulsion, the effected member shall be afforded a reasonable opportunity to be heard by the Executive Council concerning the alleged misconduct, either in person or through a representative. The Executive Council shall consider any presentation made by the effected member and either continue the suspension for a definite time, terminate the suspension or expel the member. The decision of the Executive Council shall be final.

Suspensions of active and associate members are also applicable to family members.

#### Article V. Executive Council and Officers

The Executive Council shall consist of eight members, who shall establish policies and see to the proper conduct of the affairs of the club in compliance with these bylaws.

The officers of the Club shall be the President, Vice President, Secretary and Treasurer, who shall be elected for a term of two years. No member may serve in a single office for more than two consecutive full terms. The officers shall fill four of the seats on the Executive Council.

(Clarification: The above provision limits an officer to the number of **FULL** terms that can be served consecutively. In addition to the number of full terms, a person may be elected to a partial term should the incumbent be unable to serve.)

The four remaining seats on the Executive Council shall be filled by the Past President, and three members elected by the membership at large. These four shall be called Directors. Directors shall serve a one-year term and be limited to two consecutive terms. The Directors and the Officers collectively shall constitute the Executive Council.

Should one or more seats on the Executive Council become vacant, the remaining members of the Executive Council shall recruit a member or members to fill the vacancy (ies) and appoint that ( those) member(s) to serve until the next election. Should the office of President be vacated, the Vice President shall serve as President for the remainder of the term.

The President shall be the principal executive officer of the Club, and with the support of the other officers and selected committee personnel, shall be responsible for implementing the policies established by the Executive Council.

The Vice President shall assume the duties of the President in the absence of the latter, and shall undertake such other duties as the President may assign.

The Secretary shall be responsible for the Club's correspondence, for the handling of all matters relating to membership in the Club and for the proper maintenance of the Club's records; provided, however, that the Council may assign to other members such of these responsibilities as it may decide. The Secretary shall take minutes of the Executive Council meetings and present them for approval at the next Executive Council meeting.

The Treasurer shall have responsibility for the Club's funds, shall handle all receipts and disbursements, and shall maintain all necessary records in connection therewith.

The President, with the consent of the Council, may create, make appointments to, and abolish such other offices or committees as may be expedient for the furtherance of the Club's objectives. However, no such office or committee shall continue beyond the expiration of the President's term of office.

The Council shall meet regularly not more than once each month or less than one meeting per quarter. The Council shall decide on meeting frequency and scheduling. At such meetings each Council member shall be entitled to one vote on questions that come before the meeting. Voting privileges may also be accorded by the Council to appointees under the preceding paragraph of this Article; provided, however, that no person shall be entitled to more than one vote by the reason of holding two or more official positions.

The Council members may, with or without notice to other than themselves, convene such other meetings as they consider desirable and necessary; any action taken at such meetings shall have the same effect as if taken at a regular meeting.

#### Article VI. Elections

The non-officer members of the Executive Council with the exception of the Past President, shall be elected by the members in good standing; each to serve a one-year term and be limited to two consecutive terms.

By August 1<sup>st</sup> of each year, the President, with the consent of the Council, shall appoint a nominating committee of three members, which shall by September 15<sup>th</sup>, of that same year, submit a slate of candidates whose terms are scheduled to expire for the ensuing year. The Secretary shall thereupon make all necessary arrangements to inform the membership of the names and qualifications of the nominees and to supply the members with ballots.

Each member shall be entitled to one vote for each of the candidates or may write in the name of any of any member in good standing for each position. After being marked, the ballots shall be delivered to a teller appointed by the nominating committee. Ballots, which are received by the teller after November 30<sup>th</sup>, will not be counted. The candidate for each position receiving the largest number of votes shall be declared elected. A tie shall be broken by the toss of a coin by the teller.

If a vacancy occurs on the Executive Council, the remaining members of the Council shall elect by simple majority of the Council members a replacement from among the members of the Club.

Any nomination for national recognition, in response to a solicitation by the national Club (re: Family or Enthusiast of the Year, etc.) shall be made by the President pursuant to a vote of the Council.

#### Article VII. Meetings

Special meetings may be called by the President, by a majority of the Executive Council, or by petition signed by five (5) percent of the members.

A quorum at any meeting of the Council shall consist of a simple majority of those having voting privileges.

A quorum at a special meeting of the members shall consist of ten (10) percent of the members or ten (10) members, whichever is larger.

Due notice shall be given stating date, time, place and purpose of any special meeting of the members at least ten days before such meeting.

The minutes of any meeting shall be published. All meetings are open to any member in good standing.

Article VIII. Fiscal Year

The Club's fiscal year shall be the calendar year.

Article IX. Obligations and Indebtedness

Obligations or indebtedness in the name of the Club shall be incurred only (a) for the general benefit of the entire membership and (b) by authorization of the Executive Council, and no personal liability shall result from action so taken. Only members of the Executive Council or appointed committee chairs may incur financial obligations on behalf of the Club without prior approval of the Executive Council, but all expenditures not approved by the Council must be presented to the President for prior approval. There is a limit of \$100 on expenditures without prior approval of the Council.

Obligations or indebtedness incurred other than provided herein shall be the sole responsibility of the person or persons incurring them.

Article X. Official Publication

The official publication of the Club shall be the newsletter titled "Smoke Signals" and the Club's official web site. Communications to the members may appear in this newsletter or the web site, or in such other mailings as the Council may direct for a special purpose.

Article XI. Amendment of By-Laws

Amendments to these By-Laws may be proposed by the Executive Council or by any ten (10) or more members in good standing. Proposals shall be submitted to a member of the Council in writing, and, in the case of a proposal submitted by members, shall be accompanied by a written explanation, signed by each such member, of the nature and need for such amendment.

The Council shall forthwith cause the proposed amendment, together with the written explanation of the need for the amendment, to be published in the Club's official publication, and shall duly arrange for a vote of the members. The affirmative vote of two-thirds of those voting shall be required for approval.