

BYLAWS OF  
SMOKY MOUNTAIN REGION - PCA  
(amended effective 9/1/2022)

ARTICLE I: NAME

The name of the Club shall be:

SMOKY MOUNTAIN REGION, INC. of the PORSCHE CLUB OF AMERICA, INC.  
("Smoky Mountain Region - PCA") (hereinafter referred to as the "Club").

ARTICLE II: GENERAL OBJECTIVES

The general objectives of the Club, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

- A. The highest standards of courtesy and safety on the roads.
- B. The enjoyment and sharing of goodwill and fellowship engendered by owning a Porsche and engaging in such social or other events as may be agreeable to the membership.
- C. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- D. The establishment and maintenance of mutually beneficial relationships with the Porsche Works, Porsche Dealers, and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.
- E. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
- F. The establishment of such mutually cooperative relationships with other car clubs as may be desirable.

ARTICLE III: POWERS AND BADGE

Section 1 – Powers

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 Corporate Charter filed with the Tennessee Secretary of State, and these Bylaws.

## Section 2 – Region Emblem

The official emblem of this Region depicts the combination of a checkered flag base, mountains, sunrise and three stars. "Porsche Club of America" and "Smoky Mountain Region" is inscribed within the emblem. A copy of the emblem is attached as Exhibit A.

## ARTICLE IV: MEMBERSHIPS, DUES, AND FEES

### Section 1 – Membership

Membership in the Club shall be made available only to those persons who are members in good standing with the Porsche Club of America, Inc. (hereinafter "PCA"), Membership classes include Active, Family–Active, Associate and Affiliate, as are defined by PCA. No person may hold membership in the Club without at the same time being a member in good standing with PCA.

### Section 2 – Membership Application

Applications for membership may be made either through the offices of PCA or through the Club, either of which may reject it.

### Section 3 – Dues

Annual dues for the various classes of membership shall be determined from time to time by the National Board of Directors of PCA. Dues shall be collected by PCA, which shall refund to the Club such part thereof as shall have been set by the PCA Board of Directors. Dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed.

### Section 4 – Membership Year

The membership year for members shall be set forth by PCA, which will manage renewal notices. Members who do not renew shall be dropped from membership.

### Section 5 – Privileges

Members, including family-active members, in good standing shall be entitled to all the privileges of the Club, except that associate members and affiliate members shall be entitled neither to vote nor hold elective office, and except further that family-active members, affiliate members, and family-associate members shall not be entitled to receive any duplication of any Club mailing to the active member. Ballots will be mailed (or, if by electronic means shall have been approved in accordance with these Bylaws, then by mail, or any combination thereof), to active members only, with space for the vote of the family-active member. Only active members and family-active members, in good standing, shall be eligible to be nominated for elective Club office. The active and family-

active member may cast only one vote each in any election or referendum.

#### Section 6– Suspension/Expulsion

Any member may be suspended by a two thirds vote of the SMR Executive Council or by a two thirds vote of the PCA Board of Directors for infractions of National or Regional Club rules or regulations or for actions inimical to the general objectives or best interests of PCA or the Regional Club. Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by the Executive Council for the purpose, concerning the alleged misconduct. In order to be considered valid, such appeal must be made in writing within 45 days of the written suspension notification. If the suspension was not for a stated length of time and no written appeal is tendered, the member is automatically expelled from PCA at the end of the 45-day appeal window. In the event of an appeal, the Board of Directors may thereafter continue the suspension for a definite time, lift the suspension, or expel the member, and its decision shall be final. Suspensions of active and associate members are also applicable to family-active, family associate and affiliate members.

#### Section 7 – Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Club or to the Executive Director of PCA. The recipient shall inform the other of the resignation. The member's resignation shall become effective upon receipt and all Club privileges shall terminate as of that date. Resignation of an Active member will serve to terminate the membership of any Family-Active, or Affiliate member associated with the resigning member. An Active member may terminate the membership of an Affiliate member identified for membership by such Active member by written notification to the Executive Director of PCA.

#### Section 8 – Transfers

Any member may request for transfer out the Club to another region within the PCA. This request shall be submitted in writing to PCA.

#### Section 9 – Termination

An Active member or Associate member may terminate that member's associated Family-Active, Affiliate or Associate membership by written notice to PCA.

### ARTICLE V: ELECTED OFFICERS

#### Section 1 – Elected Officers

The elected officers of the Club shall be a President, Vice President, Secretary, Treasurer and three Directors. Excluding Directors, their terms of office shall be two years and shall end on December 31. No officer shall serve in the same office more than two consecutive terms. The Directors shall serve a one-year term, and shall be limited to two consecutive terms. Provided, any person elected to complete a partial term of office shall be eligible to serve two full terms in addition to such partial term.

## Section 2 – Eligibility

Only Active members and Family-Active members, in good standing, shall be eligible to serve as officers or members of the Executive Council.

## ARTICLE VI: EXECUTIVE COUNCIL

### Section 1 – Duties

The Executive Council, in which the governance of the Club is vested, shall: (a) establish Club policies, (b) see to the proper conduct of the administrative affairs of the Club, (c) see to the proper functioning of any committees established in accordance with these bylaws; and (d) ensure compliance with these Bylaws by the Club and its members. All actions, decisions, approvals, recommendations and consents of the Executive Council shall be by a simple majority vote of a quorum present, unless otherwise provided in these Bylaws.

### Section 2 – Membership

The Executive Council shall have eight members, consisting of: the President; the Vice President; the Secretary; the Treasurer; the immediate Past President; and three Directors.

## ARTICLE VII: DUTIES OF OFFICERS

### Section 1 – Duties of President

The President: (a) is the principal executive officer of the Club, (b) shall preside at all meetings of the Executive Council, (c) with the support of the other officers shall implement policies established by the Executive Council, and (d) shall perform the duties usually appertaining to the President's office. The President may call meetings of the Executive Council as the President may see fit, and shall call such a meeting at the request of any three members of the Executive Council.

The President may, upon the consent of the Executive Council, create, make appointments to, and abolish such other offices or committees as may be deemed expedient for the furtherance of the Club's objectives. Provided, no such office or

committee shall continue beyond the expiration of the President's term of office. With the consent of the Executive Council, the President shall make and submit nominations of persons for national recognition in response to solicitations from PCA.

The President is a voting member of the National Board of Directors and participates in all National Board of Directors meetings.

#### Section 2 – Duties of Vice President

The Vice President shall assist the President in the conduct of the administrative affairs of the Club and perform such other duties as may be assigned to the Vice President by the President. In the absence of the President, the Vice President shall preside. In case of the President's death, resignation or disqualification, the Vice President shall become President.

#### Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the Executive Council, shall keep full and complete minutes of the proceedings including all votes cast and present them for approval at the following Executive Council meeting, and shall perform all duties incident to the Secretary's office required by law. In addition, the Secretary shall be responsible for the Club's correspondence, and matters relating to Club membership, and the maintenance of Club records, provided, the Executive Council may assign any such duties to other members of the Club as it may determine expedient, from time to time.

#### Section 4 – Duties of Treasurer

The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Club. The Treasurer shall cause all monies of the Club to be deposited to the Club accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Club assets and of all payments of Club debts and obligations. The Treasurer shall ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall give a full and correct report on the financial status of the Club at meetings of the Executive Council. The Treasurer shall cause to be maintained books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Club. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer or by such other person(s) as designated by the Executive Council, and who is (are) overseen by the Treasurer. The Executive Council will vest not less than one other Officer or Director of the Club (other than the Treasurer) with signature authority on the Club's accounts.

## Section 5 – Duties of the Past President

The Past President shall have the responsibility to serve as a member of the Executive Council to provide continuity.

## Section 6 – Duties of the Directors

The Directors shall have the responsibility of representing the interests of the club's general membership in good standing, as well as the duties specified in Article VI, Section 1 of these bylaws

## Section 7 – Vacancies - Interim appointments

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

In the event of the death, resignation, disability or disqualification of a candidate for the office of Vice President, Secretary, or Treasurer, elected but not yet seated, the Executive Council shall make an interim appointment to that office for not more than one year, during which time a special election will be held to fill the office for the remainder of the term.

The Executive Council may declare vacant the seat of any Officer or Director who is absent from three (3) consecutive meetings of the Executive Council without reasonable cause.

## ARTICLE VIII: ELECTION OF OFFICERS

### Section 1 – Nominating Committee

By August 1 of each year, the President, with the consent of the Executive Council, shall appoint a Nominating Committee of three members, which shall, by September 15 of that same year, submit a slate of candidates for each office for which the incumbent term is scheduled to expire. No member may be nominated or placed on the ballot without their consent.

### Section 2 – Ballots

On or before October 15, the Secretary shall by mail or electronic mail, or any combination thereof, inform the Club membership of the names and qualifications of the nominees, and supply the Active and Family-Active members with ballots, in form and content approved

by the Executive Council. Active and Family-Active members are entitled to one (1) vote for each office.

The ballot shall contain:

- Names of the nominees
- Instructions to vote for no more than one candidate for each Officer or Director position.
- Space for voting for the Active member's vote and the Family-Active member's vote.
- Space provided for write-in votes.
- Space provided for the signature of each voting member.
- A statement noting November 30 as the deadline for the receipt of ballots.
- Instructions on methods (mail or email) to deliver the completed ballots to the Teller appointed by the Nominating Committee.
- The PCA member number

### Section 3 – Teller

On or after November 30, the Teller and a member in good standing who is not running for office in the election, shall count and tally all ballots received by the deadline. Ballots received by the Teller after November 30 will not be counted.

The candidate for each position receiving the largest number of votes shall be declared elected. If a tie exists after all the timely received ballots are tallied, the Teller shall flip a coin in the presence of the candidates or members present to determine a winner.

Written objection to any election results shall be directed to the Executive Council within 5 days of the results being announced. The Executive Council will hear the objection and determine a resolution within 30 days of the objection. The Executive Council's decision will be final.

### Section 4 – Notice of Election Results

The Secretary shall cause to be published the results of the election on the Club's website.

## ARTICLE IX: FISCAL YEAR

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

## ARTICLE X: OBLIGATIONS AND INDEBTEDNESS

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

Only persons authorized by the Executive Council to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations or indebtedness

incurred in accordance with the provisions of these Bylaws shall be incurred as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or officer of the Club by reason of any such corporate obligation or liability.

No elected officer or any other person authorized to act on behalf of the Club shall incur any obligations or indebtedness in the name of the Club in excess of the sum of \$100.00 without prior approval of a majority of the Executive Council. The incurring of obligations or indebtedness in the name of the Club in a sum less than \$100.00 requires the prior approval of the President.

## Section 2 – Unauthorized Obligations

No elected Officer or any other person authorized to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club which is not for the general benefit of the entire membership of the Club, nor shall the Executive Council approve the incurring of any such obligation or indebtedness.

## Section 3 – Personal Liability for Unauthorized Obligation

The incurring of any obligation or indebtedness in the name of the Club by any Officer, Director or member in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligations or indebtedness which the Club may be required to pay.

## Section 4 – Conflict of Interest

No Officer or Director shall engage in any transaction that could create a conflict of interest with the Club. Officers and Directors shall disclose to the Executive Council any potential conflicts between their personal interests and the Club's. No Officer or Director shall vote on any matter in which they have a material financial interest or conflict of interest.

## Section 5- Financial Oversight

All Committee Chairs shall prepare and submit annual budgets to the Treasurer for review and approval by the Executive Council.

The Treasurer shall submit and the Executive Council shall internally review quarterly reports on the Club's finances.

The Treasurer shall give a full and correct report on the financial status of the Club at each meeting of the Executive Council.

At the direction of the Executive Council, the Treasurer shall submit the Club's financial records to an independent certified public accountant for audit, at the Club's expense.



## ARTICLE XI: MEETINGS

### Section 1 – Executive Council Meetings

The Executive Council shall conduct regular meetings not more than once each month, nor less than once per quarter. The frequency and scheduling of regular meetings shall be determined by the vote of the Executive Council. Each Executive Council member shall be notified of such regular meeting at least seven (7) days prior to the time set for the meeting.

Special Meetings of the Executive Council may be called by the President, or by any four members of the Executive Council, by written notice (via mail or email) of the date, time, place and purpose of such special meeting, delivered not less than ten days prior to the date of the Special Meeting.

A quorum at any meeting of the Executive Council shall consist of a simple majority of the Executive Council membership. A simple majority of the quorum present is required to pass a voting issue.

Meeting attendance may be in person or electronically.

All Executive Council meetings are open to any member in good standing, except that the Executive Council may, upon majority vote, elect to have such meetings closed, as deemed appropriate. All members in good standing will be notified in advance of such regular and special meetings of the Executive Council. The advance notification period is as described previously in this Section.

### Section 2 – Club General Membership Meetings

An Annual Meeting of the members shall be at such time and place as designated by the Executive Committee. Due notice of any Club Member Meetings shall be given by publishing in the official publication, on the Club's website, or via other electronic notice that reaches the entire membership.

Special meetings of the members may be called by the President, by a majority of the Executive Council, or by a petition signed by five percent of the voting members. Due notice (via mail or email) shall be given stating the date, time, place, and purpose of any such meeting at least ten days before such meeting.

A quorum at any special meeting of the voting members shall consist of ten (10) percent of the members in good standing, or ten (10) members in good standing, whichever is larger.

At all meetings of the members, each Active or Family-Active member in good standing shall be entitled to one vote on any matter which may be properly brought before the membership. Such vote may be via voice or by written ballot.

The President, or in his/her absence the Vice President, shall preside at all meetings and will manage the agenda, discussion and voting.

## ARTICLE XII – OFFICIAL PUBLICATION

The official publication of the Club shall be the newsletter entitled “Smoke Signals”, and/or the Club’s official website. Communications to the members, (including announcements of upcoming events, official notifications, stories about activities, etc.), may appear in the newsletter, or on the website, or in such other mailings or emailings as the Executive Council may direct.

## ARTICLE XIII: AMENDMENT OF BYLAWS

### Section 1 – Review

Bylaws will be reviewed annually by the Executive Council in January of each year.

### Section 2 – Amendment of Bylaws

Proposed amendments to these Bylaws may be considered upon either recommendation by a majority of the Executive Council or by written petition signed by at least ten (10) Active or Family-Active members in good standing. Proposal for amendments shall be submitted to a member of the Executive Council in writing, and in the case of a proposal submitted by members, shall be accompanied by a written explanation of the nature of, and need for such amendment, signed by each petitioning member. The Secretary shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws.

### Section 3 – Publication of Proposed Amendments

The proposed amendment(s) shall be printed in the official publication of the Club within sixty (60) days thereafter, together with an explanation of the need for the proposed amendment(s), together with the date of the meeting at which any proposed amendment(s) will be voted upon.

### Section 4 – Ballots

Voting upon amendment(s) to the Bylaws shall be by ballot. Ballots will include space for providing the signature of each Active and Family-Active member, and their email address.

Amendment(s) to these Bylaws may be approved upon two-thirds of the votes cast by the membership. A 10-percent quorum of the total voting membership in ballots must be received if the amendment is to be passed. Members may vote by mail or electronically, subject to submission deadlines and directions communicated in the official publication of the Club or on the Club’s website at the time of publication of the proposed amendment(s).

## Section 5 – Tellers

The Secretary and two Active or Family-Active members appointed by the President shall open, count and tally all ballots, and certify the results.

## Section 6 – Notice of Vote or Referendum Results

The results shall be read into the minutes of the next following Executive Council meeting and published in the next issue of the official publication of the Club or published on the Club's website within seven (7) days.

## Exhibit A – Region Emblem

