



FLORIDA CROWN REGION PORSCHE CLUB OF AMERICA, INC. BYLAWS

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ARTICLE I – Name and Principal Office

Article I, Section 1 – Name

The name of the Region shall be Florida Crown Region, Porsche Club of America, Inc.

Article I, Section 2 – Principal Office

The principal office of the Region shall be located at the home or office of either the current President or Treasurer of the Region.

ARTICLE II – General Objectives

Article II, Section 1 – General Objectives

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

1. The highest standards of courtesy and safety on the roads.
2. The enjoyment and sharing of good will, charities, and fellowship engendered by enjoying a Porsche and engaging in such social or other events as may be agreeable to the membership.
3. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
4. The establishment and maintenance of mutually beneficial relationships with Porsche AG, Porsche Cars North America, 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.
5. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
6. The establishment of such mutually cooperative relationships with other Sports Car Clubs as may be desirable.



ARTICLE III – Powers, Logo and Newsletter

Article III, Section 1 - Powers

The Region shall be empowered to do all things and conduct all business not for profit, necessary to carry out the general objectives of the Region.

Article III, Section 2 – Logo

The Logo of the Region shall be established and approved by the Board of Directors.

Article III, Section 3 – Newsletter and Website

The official name of the Florida Crown Region newsletter shall be “*Porsheklatsch*”. The *Porsheklatsch* may be distributed to the membership by print copy or electronically via e-mail and/or the Region website. The newsletter shall contain a list of all current elected Board members and committee Chairpersons; including contact information that includes at a minimum a contact email address.

ARTICLE IV – Membership

Article IV, Section 1 – Membership

Members of the Florida Crown Region shall be members in good standing of Porsche Club of America, Inc. who designate the Florida Crown Region as their primary Region.

Article IV, Section 2 – Classes of Membership

Membership classes of the Florida Crown Region, Porsche Club of America, Inc., shall be aligned with the National Bylaws of the Porsche Club of America, Inc.

A. **ACTIVE** – Any owner, lessee or co-owner of a Factory Authorized Porsche, who is 18 years of age or older, having paid Club dues and fees as required. The Active member may name anyone (1) person, including family member (husband, wife, brother, sister, son, daughter, mother, father, or domestic partner) or friend, to be a member of the Region. The person named by the Active member shall have the same rights and privileges as the Active member.

B. **ASSOCIATE** – Any Active member who ceases to own, lease or co-own a Porsche while in good standing, or any person, employed by a Porsche-oriented business, interested in the Club and its objectives, having paid Club dues and fees as required. Any person named by the Active member to be a member of the Region as in (A) above, may also continue as an Associate member.



Article IV, Section 3 – Area of Memberships

The National Porsche Club of America shall process membership applications. Memberships will be accepted primarily from the following counties in Florida, which comprise the Florida Crown Region: Alachua, Baker, Bradford, Clay, Columbia, Dixie, Duval, Flagler, Gilchrist, Hamilton, Lafayette, Nassau, Putnam, St. Johns, Suwannee, and Union.

Article IV, Section 4 – Privileges

Each Active and Life member in good standing shall be entitled to all privileges of the Region. Only Active and Life members shall receive Club communications.

Article IV, Section 5 – Suspension

Any member may be suspended by a two-thirds vote of the Board of Directors of Florida Crown Region in accordance with its Bylaws, for infractions of rules or regulations, or for actions inimical to the best interests of the Region. Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard by the Board of Directors concerning the alleged misconduct. 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.

Article IV, Section 6 – Termination

Membership in the Florida Crown Region may be terminated by:

1. Resignation, submitted in writing to the Secretary of the Florida Crown Region, and shall be effective upon receipt, with forfeiture of all dues paid to date of resignation;
2. Failure to pay annual dues;
3. Transfer to another Region within the jurisdiction of PCA, submitted in writing to the Secretary of Florida Crown Region, or submitted in writing to PCA if no longer residing within the Florida Crown Region.
4. Infractions of Rules or Regulations as set forth in Article 4, Section 5. Infractions termination of membership may only be executed by the PCA.

Article IV, Section 7 -Liabilities of Membership

No officer or member of the Club shall be personally liable for any of the Club's debts, obligations, or acts. Furthermore, the Club shall indemnify and hold harmless any Board Member, officer, or agent of the Club from any claim made by any person or organization arising out of the actions or conduct of the officer or member in the furtherance of the general purposes and objectives of the Club.



ARTICLE V – Board of Directors

Article V, Section 1 – Number and Qualifications

The Board of Directors shall consist of the four elected officers (President, Vice President, Secretary and Treasurer), appointed committee Chairpersons and immediate past President. All officers must be Active or Life members in good standing of Florida Crown Region. The Board of Directors shall appoint the committee Chairpersons.

Article V, Section 2 – Term of Office

The term of office for each elected Officer is from January 1 to December 31. Each elected Officer shall serve for a term of two (2) years and until his successor is elected, qualified and installed, except that a member appointed by the Board of Directors to fill a vacancy on the Board of Directors shall serve out only the unexpired term of his/her immediate predecessor.

Article V, Section 3 – Duration of Terms

The President, Vice President, Treasurer and Secretary shall be eligible to serve no more than two (2) consecutive terms of office.

Article V, Section 4 – Nomination of Elected Officers

By September 1, the Board of Directors shall appoint one (1) of its members as the Chairperson of the Nominating Committee Election Board (further referred to as NCEB). The Chairperson shall select up to four (4) Active members in good standing who are not elected members of the Board of Directors, and this group shall constitute the NCEB. No member of the NCEB can be a candidate for elected office. Nominations from the general membership for any of the four elected positions shall be solicited and must be received by a date specified by the NCEB. Each candidate shall provide a biography, no later than October 15, consisting of no more than 250 words, describing his/her relevant background and experience that he/she feels qualifies him/her to hold that office that he/she is seeking. By November 1, the NCEB shall finalize the slate of candidates for the upcoming year.

Article V, Section 5 – Election

In the first week of November, the NCEB shall electronically publish the slate of candidates, with their biographies, for the coming term. The slate will include both the incumbents and the candidate for each elected office.

Providing there is a contest, the NCEB will make ballots available to all Active and Life members in good standing. The name of each voting-eligible member must be present on the National PCA member roster. Each voting-eligible member is entitled to one (1) vote in the election. Ballots shall be made available either on-line, via e-mail or mailed to members without access to the Internet. The ballots shall contain instructions on voting, and shall be received by the designated representative of the NCEB by December 1. Ballots will not be accepted for any reason after this date. The designated representative of the NCEB receiving the voting ballots from the membership cannot be a person who is currently



running for office. The ballot counting shall be done by the Chairman and at least one other member on his committee, not running for election or reelection.

The results of the election or the names of those submitted in the case of no contest by the NCEB will be published electronically no later than December 31 of that year. In the event of a tie, the following methods will be used to break the tie, in the order below:

1. The position goes to the nominee who has not held that office before.
2. The position goes to the nominee who has not held any office before.
3. The position goes to the nominee who has been a member of the FCR the longest.

ARTICLE VI – Officers

Article VI, Section 1 – President of the Board of Directors

The President shall preside over all meetings; prepare the agenda and direct the discussion thereof; act as an ex-officio member of all standing committees and temporary committees except the Nominating Committee; execute all documents and correspondence in the name of the Region as authorized by the membership of the Board of Directors. The President, or Vice President in his absence, shall sign all drafts on the accounts of the Region, and any Regional documents that obligate the Region financially. The President shall be responsible for returning the completed annual Regional Report Form to National, assuring that the new President of the Region has signed this report acknowledging receipt of the Regional Procedures Manual (RPM).

Article VI, Section 2 – Vice President of the Board of Directors

The Vice President shall act in place of the President during his/her absence or when requested by the President to do so, and shall assist the President and/or Board of Directors in any manner that may be requested.

Article VI, Section 3 – Treasurer

1. The Treasurer shall keep and preserve the records and books of account reflecting the financial condition and operation of the Region.
2. The Treasurer shall prepare and file IRS information returns as required.
3. The Treasurer shall act as an ex-officio member of all standing committees and temporary committees except the Nominating Committee.



4. The Treasurer shall receive all monies paid to the Region and deposit same to its credit with the bank designated as the Region depository.
5. The Treasurer shall give a full and correct report on the financial status of the Region at all meetings of the Board of Directors for the period after the previous Treasurer's report or Board of Directors meeting, to include at minimum a beginning balance, income received, expenses paid and an ending balance.
6. The Treasurer shall insure only the current President, Vice President and Treasurer are listed as individuals with all rights and privileges on the Club Treasury Bank of deposit account, to be completed by January 15 of each new fiscal/calendar year, and/or within two weeks after the installation of an individual who fills a vacancy of one of these positions occurring at any other time during the year. This activity is to include the submission of new signature cards for new individuals, and online bank account access with separate user ids and passwords for all three individuals within the same time constraints.
7. The Treasurer shall reconcile the monthly bank statement and present physical checks to the President, or Vice President in his absence, for signature for all Club expenses and other debits. If physical checks are not available, only the President, or Vice President in his absence, shall initiate an electronic payment via ACH, wire or electronic check.
8. Monthly Club bank statements shall be mailed to the President, Vice President and Treasurer directly from the Club Treasury Bank of deposit. If the bank does not allow for paper statements, monthly statements should be made accessible online via the Bank of deposit website to these three individuals.
9. An independent audit shall be performed by an accounting firm once every two years in the month of June by a firm selected by the Board, other than the firm contracted to complete club tax forms.
10. At the end of the Treasurer's term, the Treasurer shall assist his or her successor in the successful transition of the position and insure continuity.
11. The Club Treasury Bank of deposit account shall be an FDIC insured business checking account. All Club deposits (credits) shall be made only to this account, and all Club expenses (debits) shall be made only from this account. Club monies residing in this account shall not be in any way invested or otherwise put at risk, unless approved by the Board.



Article VI, Section 4 – Secretary

The Secretary shall record and preserve the minutes of the meetings of the Region; present and read such minutes at the request of the President; prepare necessary correspondence of the Region when requested; make available the minutes from all Board of Director meetings to the general membership. Once Meeting Minutes are approved by the Board, the Secretary will forward to the Webmaster a digital copy for posting to the Club website.

ARTICLE VII – Committees

Article VII, Section 1 – Standing Committees

The number and type of committees will be determined by the Board of Directors to support the activities of the Region. The Chairperson of each committee shall be appointed by the Board of Directors from members in good standing of Florida Crown Region. The individual committee Chairpersons shall appoint the members of their committees. The Chairperson of each committee is entitled to vote on any issue that may be brought before the Board of Directors.

Article VII, Section 2 – Membership

The Membership Committee shall consist of a Chairperson and such committee members as may be appointed. The Chairperson or committee shall promote new memberships and coordinate with National PCA on membership initiatives. The Chairperson shall submit for approval to the Board of Directors any proposed budgets or expenses and ensure expenses are reported to the Treasurer within 45 days of the event.

Article VII, Section 3 – Driver Education

The Chairperson of Driver Education (DE) manages the Region's Driver Education program and personally supervises all activities and relationships in support of that program. He/she coordinates those volunteers necessary for the successful operation of the DE program. Including registrar, hospitality, safety and others as needed. The Chairperson of DE prescribes the standards of instruction used by the Region at track events to include evaluation of student and instructor drivers. The Chairperson of Driver Education manages, and is responsible for reporting the financial information from each event to the Treasurer within 45 days from the end of the event.



Article VII, Section 4 – Autocross

The Autocross Committee or Chairperson consists of the Autocross Chairperson and those members necessary to administratively support the Autocross program hosted by the Region. The Chairperson coordinates with the Board of Directors on scheduling, site selection, and management of the event. The committee maintains such equipment as necessary to time and score these events. The Chairperson selects, purchases and presents appropriate awards to event participants. The Chairperson shall submit for approval to the Board of Directors any proposed budgets or expenses and ensure expenses are reported to the Treasurer within 45 days of the event.

Article VII, Section 5 – Concours

The Concours Committee or Chairperson consists of those members necessary to administratively support the Concours events hosted by the Region. The Chairperson coordinates with the Board of Directors on scheduling, site selection, and management of the event. The Chairperson maintains model classification and judging criteria necessary to evaluate and score the entrants in accordance with National PCA or other accepted standards. The Chairperson selects, purchases and presents appropriate awards to event participants. The Chairperson is responsible for event publicity and advertising, event registration and collection of fees. The committee prepares announcements and descriptions of its coming events for the Editor of the Region newsletter, and provides a summary of the event with a record of winners, major participants and other items of interest at the conclusion of the event(s). The Chairperson shall submit for approval to the board of Directors any proposed budgets or expenses and ensure expenses are reported to the Treasurer within 45 days of the event.

Article VII, Section 6 – Website

The Website Committee or Chairperson consists of the Webmaster and those members necessary to maintain the Region's website on the Internet. The Webmaster coordinates closely with the Editor and all other Committees to post and update the Region's web pages on the Internet. The Webmaster maintains Region-owned software and hardware needed to perform these functions. The Board of Directors reviews web site content and design to insure all notices, photos, and advertising are in good taste and consistent with Region policy.

Article VII, Section 7 – Dealer Liaison

The individual serving as Dealer Liaison is the official point of contact between the Florida Crown Region and the authorized Porsche dealers located within the Region's membership area. The position requires timely and frequent contact with the dealership management. The Dealer Liaison represents the interests of the Region, and coordinates the Region's events or activities with Porsche dealerships. All FCR/Porsche dealer business (events, issues, correspondence, etc.) should be presented to and handled by the Dealer Liaison.



Article VII, Section 8 – Technical

The Technical Committee or Chairperson possess considerable expertise in the mechanical workings of the Porsche automobile and can offer assistance to members with technical questions about their Porsche vehicle. The Chairperson contributes regularly to the Porscheklatsch newsletter and Florida Crown Region website, offers items of general interest on maintenance, preparation, restoration and repairs, and may offer technically oriented events for consideration by the Board of Directors. The Chairperson shall submit for approval to the Board of Directors any proposed budgets or expenses and ensure expenses are reported to the Treasurer within 45 days of the event.

Article VII, Section 9 – Social

The Social/Drive & Dine Committee or Chairperson organizes, attends, and coordinates the monthly Regional social events and such other social events as the Board of Directors may request. The Chairperson will contact and secure the facilities and dining arrangements, hotel, entertainment, decorations, door prizes, and all other requirements of the function. The Chairperson shall submit for approval to the Board of Directors any proposed budgets or expenses and ensure expenses are reported to the Treasurer with 45 days of the event.

Article VII, Section 10 – Drive & Dine

The Drive & Dine Chair organizes, attends, and coordinates the periodic Region Drive & Dine events and such other Drive & Dine events as the Board of Directors may request. For every Drive & Dine event, the Chair will secure the appropriate insurance coverage from PCA National prior to the event and have the insurance policy available for review as well as the required legal liability release forms for signature by each attendee. The Chairperson shall ensure venues are selected that are of interest to the general membership.

Article VII, Section 11 – Club Race

The Club Race committee or Chairperson organizes all aspects of club Races as outlined in the PCA Club Race Manual, including working with event volunteers such as registrar, hospitality, sponsorship and others as deemed necessary. The Club Race Chairperson shall submit a proposed event budget to the Board of Directors, be the sole point of contact between the Region, PCA Club Race personnel, track management, and volunteers from other Regions (as necessary) while preparing for the event. The Chairperson shall ensure venues are selected that are of interest to the general membership. The Chairperson shall manage and is responsible for reporting the financial information from each event to the Treasurer within 45 days from the end of the event.



Article VII, Section 12 – Communications Chair

The Communications Chairperson shall solicit articles, advertisements, information, etc. from the committee chairpersons and general club membership; maintain a list of all current Board members and Committee Chairpersons. The Communications Chairperson shall provide a budget at the beginning of the year to the Board of Directors for anticipated costs associated with printing and distributing any anticipated mailings. The Communications Chairperson is responsible for coordinating payment for all printing and mailing services. The Communications Chairperson shall submit for approval to the Board of Directors all proposed budgets or expenses and ensure expenses are reported to the Treasurer within 45 days of the event.

Article VII, Section 13 – PCA Liaison

PCA Liaison is a Board of Directors position requiring monitoring and contact with the National Committee Chairs to keep the Region current on issues that affect the proper operation of Florida Crown Region, updating the Board as necessary. Issues that need to be addressed with National PCA office are coordinated with the Region Board for a single contact.

Article VII, Section 14 – Historian

The historian is a long standing member, who is the subject matter expert at BOD meetings.

ARTICLE VIII – Meetings

Article VIII, Section 1 – Board of Directors Meetings

Meetings of the Board of Directors shall be held at such place and time as the President may determine and announce to the general membership. The meetings will normally be monthly, and are open to the general membership. Meetings will be held the first Wednesday of the Month. In the case of a conflict, the Board of Directors shall reschedule to a date as soon as feasible. With any change to the date of the Board meetings, adequate notice shall be given to the entire Board of Directors via email, or phone call; and to the General Membership, via email or notice on the Florida Crown Region's web site. Each elected officer – President, Vice President, Treasurer and Secretary – must attend at least 50% of all Board meetings, either in person or by teleconference.

Article VIII, Section 2 – Voting by the General Membership

Each Active in good standing shall be entitled to one (1) vote on any matter the Board of Directors has put before the membership. The name of each voting-eligible member must be present on the National PCA member roster. Votes shall be accepted by any means approved by the Board of Directors. Proxy votes shall be allowed by phone, fax, or e-mail, and shall be properly recorded by the Secretary. All results shall be reported to and recorded by the Secretary.



Article VIII, Section 3 – Voting by the Board of Directors

Each member of the Board of Directors is entitled to one (1) vote on any matter that is brought before the Board of Directors. If one person holds more than one elected or appointed position, that person shall cast a single vote on any voting matter. A quorum of the Board of Directors shall consist of a simple majority (greater than 50%) of the elected officers and appointed committee Chairpersons. If, at the time of the vote, a quorum of the Board of Directors is reached, only those members of the Board and committee Chairpersons who are present at the meeting, or who have submitted a proxy vote by phone, fax or e-mail, shall be entitled to vote. The Secretary shall properly record proxy votes. If a quorum is not reached at any meeting of the Board of Directors, the matter will be tabled until such time that a quorum is reached. All results shall be reported to and recorded by the Secretary.

Article VIII, Section 4 – Conduct of Meetings

The President or other member of the Board of Directors, as the President may appoint, shall preside at all meetings. It is encouraged that all attendees of the Board of Directors meetings should request “the floor” from the presiding Chairperson prior to speaking.

Article VIII, Section 5 – Minutes

Minutes of all meetings shall be recorded by the Secretary of the Region or by a person appointed by the Secretary. At each general meeting the minutes of the previous meeting shall be read or provided in writing unless waived by those members present. Once meeting minutes are approved by the Board, the Secretary will present them to the Webmaster to be published on the Club website.

ARTICLE IX – Use of Treasury Funds

No member of the Florida Crown Region may use the Club Treasury for any purpose without express permission as follows:

1. For previously unapproved expenditures up to \$500, only the consent of an elected Board of Director of the Florida Crown Region is required.
2. For previously unapproved expenditures over \$500, the expressed absolute consent and approval by majority vote of the elected Board of Directors and Committee Chairpersons of the Florida Crown Region is required. Such vote may be taken at the regularly scheduled monthly meeting of the Board of Directors or via e-mail and only after open discussion of the proposed expenditure.
3. For expenditures previously approved and owed by the Florida Crown Region, or for deposits applied to future events and costs as approved by majority vote of the Board of Directors and



Committee Chairpersons, or for payment authorized by the President of the Florida Crown Region as described in item one (1) above, the Treasurer shall prepare the required draft and present to the President, or Vice President in his absence, for signature to disperse funds from the Club Treasury.

Only the President, or Vice President in his absence, of the Florida Crown Region shall have authority to disburse funds from the Club Treasury.

4. Any member requesting the use of the Club Treasury for any purpose will be expected to fully comply with the following:

a. Provide a written itemized cost or estimate for consideration by the President or Board of Directors and Committee Chairpersons as required above.

b. Provide detailed expense report and all receipts to the Treasurer within ten (10) days of the completion of the event or expense.

c. Show written proof of any cash expenses such as tips or miscellaneous expenses.

5. For any proposed expenditure in excess of \$500, excluding donations or agreed sums to support Club events that have been approved by the Board of Directors and Committee Chairpersons, a minimum of three (3) competitive quotes shall be obtained, with no less than two (2) competitive quotes (depending on the nature of the expenditure), and presented to the Board of Directors and Committee Chairpersons for approval of funding for said expenditures. The Board of Directors and Committee Chairpersons shall vote to approve the proposed expenditure. If a tie-breaking vote is required, the Zone 12 Representative shall offer the tie-breaking vote, which can be done via e-mail, if necessary.

6. For those committees that incur regular monthly expenses, including but not limited to the Treasurer and Drive & Dine Chairperson, the committee Chairperson shall submit a budget at the beginning of the year for those anticipated operating expenses for his/her committee. Upon approval of said budget, the Committee Chairpersons will have authority to spend funds as required in order to conduct business on behalf of the Club. All expenses shall be reported in a timely fashion to the Treasurer along with detailed receipts.

7. Any member not in compliance with these rules shall be solely, individually, and personally liable for full repayment to the Florida Crown Region for those expenses not properly documented and approved as required above.



ARTICLE X – Amendments to Bylaws

Requests or recommendations to amend Bylaws of the Florida Crown Region may be presented to the Board of Directors at any time upon recommendation by not less than two-thirds of the members of the Board of Directors; Or by a written petition signed by at least ten (10) members in good standing for presentation to the Board for consideration. The petition or recommendation for amendment shall be prepared in such manner that it may be legally incorporated into these Bylaws. Amendments to the Bylaws shall be incorporated by reference and attached to the record copy maintained by the Secretary. Each amendment shall be dated and signed by the Secretary and the President.

ARTICLE XI – Distribution of Assets upon Dissolution

Upon dissolution of the Corporation (Florida Crown Region, Porsche Club of America, Inc.), the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to one or more organizations organized and operated exclusively for charitable or educational purposes, as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of the County in the State of Florida in which the Corporation's principal office is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for charitable or educational purposes.

ARTICLE XII – Enacting Clause

These Bylaws shall become effective upon review and acceptance by not less than two-thirds of the members of the FCR Board of Directors. Once approved, the Secretary shall cause them, in their final form, to be printed and a copy to be provided, upon request, to each Active member.

**OFFICIAL
AUGUST 2018**