

**ROADRUNNER REGION
PORSCHE CLUB OF AMERICA, INC.
BYLAWS**

**ARTICLE I
Name and Principal Office**

Section 1 – Name

The name of the club shall be the Roadrunner Region, Porsche Club of America, Inc. It shall operate as a Regional Club of the Porsche Club of America, Inc. under the Charter granted on October 13, 1967.

Section 2- Principal Office

The principal office of the Roadrunner Region shall be located at the residence of its duly elected President, or at the residence of his successor, in the event of the President's disability or disqualification.

**Article II
General Objectives**

The general objectives of the Roadrunner Region, to which its members are joined together and mutually pledged, shall be the furtherance and promotion on a regional or local scale of the following:

- a. The highest standards of safety and courtesy on the roads.
- b. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social and 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 sports car clubs as may be desirable.

ARTICLE III

Powers, Corporate Seal and Badges

Section 1 – Powers

The Roadrunner Region shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Roadrunner Region as set forth in the Certificate of Incorporation, issued under the statutes of the State of New Mexico, and in these Bylaws.

Section 2 – Corporate Seal

The corporate seal of the Roadrunner Region shall be circular in form, being inscribed with the name of the Club and the year and place of its incorporation.

Section 3 – Badges

The official badge and regional insignia of the Roadrunner Region shall be of a form appropriate to its theme, inscribed with the initials of the Club and such other inscriptions as appropriate. The colors shall be appropriate to the symbolic design established for the insignia.

ARTICLE IV

Membership, Dues and Fees

Section 1 - Membership

Membership in the Club shall be restricted to owners or co-owners of Porsches who are 18 years or older and to such other persons interested in the Club and its objectives, as provided in **Section 2 (a), (b), (c), (d), (e), (f) and (g)** of this article.

Section 2 – Classes of Membership

- a. Active
Any owner, lessee, or co-owner of a Porsche who is eighteen (18) years of age or older, who resides within the Region as defined in the Regional Charter, having paid such National dues and fees as required.

- b. Family-Active Member
The Active Member may designate one person as a Family-Active Member who is in the Active Member's immediate family who is eighteen (18) years of age or older and who may or may not be qualified for membership or own a Porsche

c. Affiliate

In lieu of a Family-Active Member, the Active Member may designate one person as an affiliate Member who is not a member of the immediate family, who is eighteen (18) years of age or older, and who may or may not be qualified for membership or own a Porsche.

d. Associate

Any active member who ceases to own or co-own a Porsche while a member in good standing, having paid such National dues and fees as required. A person of the associate member's family who has been a family-active member as in (a) above may continue as a family-associate member similarly.

e. Dual Member

A primary (active) member of another Porsche Club of America region who desires a second membership in Porsche Club of America, Roadrunner Region.

f. Honorary

Any person honored by the National Club with an honorary membership shall be extended the courtesy of honorary membership in the Roadrunner Region, when he/she is within the area served by the Region.

g. Life

Any person, who, upon unanimous vote of the Board of Directors of the National Club, is deemed to have performed such extraordinary service to the Club as to warrant this signal honor, shall be extended the courtesy of life membership by the Roadrunner Region while he/she is within the area served by the Region.

Section 3 – National and Regional Club Memberships

No active, family-active, affiliate, associate nor family-associate member may hold membership in the National Club without at the same time being a member in good standing of the Regional Club. Similarly, no active, family-active, affiliate, associate nor family-associate member may hold membership in the Regional Club without being a member in good standing of the National Club.

Section 4 – Membership Application

Applications for membership shall be made upon electronic forms or as otherwise prescribed by the Porsche Club of America and shall be accompanied by payment of appropriate dues, fees, and assessments, or evidence of payment received by Porsche Club of America.

Section 5 – Dues

- a. Annual dues to the National Club shall be current and paid in accordance with the provisions of Article IV, Section 6 of the Bylaws of the National Club.

- b. Annual dues to the Roadrunner Region for the various classes of membership shall be determined from time to time by the members at the Annual Meeting.

Section 6 – Membership Year

- a. The membership year shall terminate on the anniversary of National individual dues. The membership year for dual members shall be January 1st through December 31st.

Section 7 – Privileges

All classes of members (active, family-active, affiliate, and life) in good standing shall be entitled to all privileges of membership. Privileges include: attendance and/or participation in all events, the right to vote and the right to hold office. Exceptions are that Honorary, Associate, and Dual Members may not serve as officers on the Board of Directors nor vote in Roadrunner Region elections. Further, that family-active members, affiliates, and family –associate members shall not be entitled to receive Porsche Panorama or any duplication of any mailing to the active member of the family.

Section 8 – Suspension

Any member may be suspended by a two-thirds vote of the Board of Directors of the Porsche Club of America or by the Roadrunner Region in accordance with these Bylaws, for infractions of Porsche Club of America or Roadrunner Region rules or regulations, or for actions adverse or detrimental to the general objectives or best interest of the Porsche Club of America or Roadrunner Region. Upon written notice of such suspension, the suspended member shall be afforded a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a Committee appointed by it for the purpose, 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. Suspension of active and associate members are applicable also to family-active, affiliate, and family-associate members.

Section 9 – Resignation

Any member may resign by written notification to the Secretary of the Roadrunner Region. His/her resignation shall become effective upon receipt and all membership privileges shall terminate as of that date.

ARTICLE V Officers

The elected officers of the Roadrunner Region shall be a President, Vice President, Secretary, and Treasurer. Their terms of office shall be one year, and shall end on December 31. No officer shall serve in the same office more than two consecutive terms. No person may hold more than one of these offices at one time.

ARTICLE VI Board of Directors

Section 1 – Board of Directors

The elected Officers, the most recent past President, and five members-at-large of the Board elected by the membership of the Club shall constitute the Board of Directors of the Club.

It shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the committees, and shall ensure compliance with these by-laws and the Certificate of Incorporation of the Club in accordance with the laws governing such corporations in the State of New Mexico. All decisions by the Board of Directors shall be by a majority vote unless otherwise provided by these by-laws.

Section 2 - Number of Directors

The Board of Directors shall consist of ten (10) members in good standing: President; Vice President; Secretary; Treasurer; the most recent Past President; and five members-at-large. An Active Member, Family-Active, Affiliate or Life Member may serve on the Board concurrently.

Section 3 – Term of Office

The term of office of each Director shall be January 1 to December 31 of each year. Each Director shall serve for a term of one (1) year and until a successor is duly elected, qualified and installed except that a member appointed to fill a vacancy on the Board of Directors shall serve only the unexpired term of the Director replaced. No Director shall be eligible to serve more than two (2) consecutive elected terms for a given office.

Section 4 – Quorum

Six (6) Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. There shall be proxy voting by any Director.

Section 5 – Ex-Officio Members of the Board of Directors

The Editor of the Roadrunner Ramblings, Chair of Fiesta del Porsche, Chief Steward, Safety Chairperson, and Webmaster shall be Ex-Officio Members of the Board of Directors, as well as any other position of interest or responsibility to the Roadrunner Region as determined by the Board of Directors. The Chair of Fiesta del Porsche shall be listed as an authorized signatory on Roadrunner Region accounts. Ex-Officio members do not have the right to vote.

ARTICLE VII Duties of Officers

Section 1 – Duties of President

The duties of the President are:

- a. To prepare the agenda for and preside at all board and membership meetings.
- b. To act as an ex-officio member of all standing committees and temporary committees except the Nominating Committee and the Membership Committee.
- c. To execute all documents and correspondence in the name of and/or the Roadrunner Region as authorized by the Board of Directors and/or the membership.
- d. To be listed as an authorized signatory on the Roadrunner Region accounts.

Section 2 – Duties of Vice President

The duties of the Vice President are:

- a. To preside at meetings of the Board of Directors and membership meetings in the absence of the President or when requested to do so by him/her.
- b. To preside as Vice President at meetings of the membership, either regular or special, in the absence of the President or when ordered to do so by him/her.
- c. To assist the President and/or the Board of Directors in any manner that he/she or they may direct.
- d. To assume the responsibilities of the President in the event of the President's death, resignation, disability, or disqualification.

Section 3 – Duties of Treasurer

The Treasurer shall be bonded to an amount determined by the Board of Directors and at the expense of the Roadrunner Region. The duties of the Treasurer are:

- a. To keep and preserve the records and books of account reflecting the financial condition and operation of the Roadrunner Region.
- b. Authorized to sign on the accounts of the Roadrunner Region, and any corporate documents which obligate the Region financially. No Roadrunner Region official/director may write Roadrunner Region club checks to themselves.
- c. On request of the Board of Directors furnish to the auditor designated by them all financial reports and/or books and statements as provided in the Bylaws.
- d. Receive all monies paid to the corporation and deposit same to its credit with the bank designated by the Board of Directors.

Section 4 – Duties of Secretary

The duties of the Secretary are:

- a. To cause to be recorded and preserved the minutes of the meetings of the Board of Directors and to present and to read such minutes at the request of the Chairman of the Directors or his representative.
- b. To cause to be recorded and preserved the minutes of the membership meetings, both regular and special, and to present and read such minutes upon demand.
- c. To receive all ballots, count them, cause to be published the results thereof and keep them for inspection for a period of thirty (30) days after the results are announced.

Section 5 – Interim Appointments

In the event of the death, resignation, disability or disqualification of the Vice President, Secretary, Treasurer, or a member-at-large, the Board of Directors shall make an interim appointment to the office so vacated for the balance of the unexpired term.

**ARTICLE VIII
Committees**

Section 1 – Standing Committees

Standing committees shall be defined by the Board of Directors at the beginning of each year with a Chairperson appointed by the Directors. Committees may include: Membership, Activities, Publications, Technical and Entertainment/Social.

Section 2 – Temporary Committees

Temporary committees shall be appointed by the Board, or as otherwise provided by these Bylaws, from time to time as may be desirable and necessary. Committee Chairpeople will keep adequate records and books of the proceedings and actions of their committees and make full and complete reports at any meeting. All committee decisions shall be determined by a majority vote of the committee members.

ARTICLE IX

Elections

Section 1 – Nominating Committee

The President shall appoint a Nominating Committee of three members by August 11th of each year. No Roadrunner Region member may be nominated for an office without his or her permission, such record of acceptance of nomination shall be obtained by the Chairman of the Nominating Committee and made a part of the records of the proceedings of that committee.

Section 2 – Nominations

Nominations must be submitted to the Nomination Committee and Secretary in writing and properly accompanied by the oral acceptance of the nominee by September 10th of each year.

Section 3 – Notice of Election

The Secretary shall utilize the Roadrunner Ramblings and the Roadrunner Region website to notify membership of elections and nominees no later than October 15th of each year.

Section 4 – Ballots

All balloting shall be by mail. Votes shall be cast on ballots printed in the Roadrunner Region Ramblings newsletter (one ballot for Active member) and one ballot via the Roadrunner region website for the Family-Active Member, Affiliate, or Life Member indicating the members choice of candidates and the offices for which they stand. Members must list their PCA membership number on their ballot.

All ballots shall be mailed to the Secretary no later than the election date set forth in the notice of election. Ballots without a PCA number or ballots mailed subsequent to the election date shall be invalid.

Section 5 – Elections

No later than October 15 of each year, a ballot containing the names of all nominees submitted by the Nominating Committee shall be mailed within the Roadrunner Ramblings Newsletter to members in good standing. Ballots must be returned by mail. Only eligible ballots received on or prior to November 20th of each year shall be considered meeting the requirements and will be counted. The ballot shall clearly state the deadline requirement. The ballot shall carry instructions to vote for one candidate for each office or to write-in a candidate for each office. Each member (Active, Family-Active, Affiliate, and Life), shall be eligible to vote. An individual PCA membership number shall be noted on each ballot to verify membership.

Section 6 – Tellers

The Secretary and any two members designated by the Regional President shall serve as tellers and shall tabulate the votes cast within ten days of the election date. The member who receives the greatest number of votes cast for the office for which he/she is a candidate shall be declared elected.

Section 7 – Notice of Election Results

The Secretary shall inform the members of the election results, following the tabulation of the ballots, prior to December 31st. The names of the newly elected Roadrunner Region Officers shall be forwarded to the Porsche Club of America at this time.

**ARTICLE X
Meetings**

Section 1 – Annual Meeting

The Annual Meeting of the Roadrunner Region may be held each year at such time and place as the Board of Directors may determine. Notice of such annual meeting shall be published in the Roadrunner Ramblings and the Roadrunner website a minimum of two months prior to the date of the annual meeting. Minutes shall be recorded by the Secretary or by an individual appointed by the President.

Section 2 – Regular Meetings

Regular meetings of the members shall be held each month 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 Roadrunner Region may be called at any time by the President, a majority of the Board of Directors, or any 10% of the members in good standing with voting privileges listed in the current membership roster (Membership Directory). Notice of the special meeting shall be given in the same manner prescribed in Article X, Section 1 and shall include the purpose for which the meeting is called.

Section 4 – Quorum

A quorum for all membership meetings covered under Article X, Sections 1, 2, and 3 shall consist of 15% of members in good standing with voting privileges. 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 member in good standing with voting privileges 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. A proxy may be permitted only if allowed by the Board of Directors.

Section 6- Conduct of Meetings

The President of the Board of Directors, or such other member of the Board of Directors as the President may appoint, shall preside at all meetings. Unless otherwise provided in these by-laws, Roberts’ Rules of Order in its most recent edition shall be the guidelines for the conduct of all meetings.

Section 7 – Meeting Minutes

Minutes of Board meetings shall be recorded and typed by the Secretary or by such other person as may be appointed by the Board of Directors for that purpose. The minutes shall be published in the Roadrunner Ramblings or the Roadrunner Region website. At the Annual Meeting, a copy of the minutes of the previous year’s annual meeting shall be present and available for inspection by any member. The reading of the minutes at meetings shall not be required unless approved by a majority of the voting members present. Board of Directors Meeting minutes shall be e-mailed to the members of the Board within ten (10) days after a Board of Directors meeting.

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 XI

Fiscal Year

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

ARTICLE XII

Obligations and Indebtedness

Section 1 – Authority to Incur Obligations or Indebtedness

Only the elected officers or persons authorized by the Board of Directors to act on behalf of the Roadrunner Region shall incur any obligation or indebtedness in the name of the Roadrunner Region. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred solely as Region obligations. No personal liability whatsoever shall attach to or be incurred by any member or Officer of the Roadrunner Region by reason of any such Region obligation or liability.

No elected Officer or other person authorized to act in behalf of the Roadrunner Region shall incur any obligation or indebtedness in the name of the Roadrunner Region in excess of the sum of \$100 without prior approval of a majority of the Board of Directors, except for the following purposes:

- a. Printing, mailing, postage and stenographic expenses of the Club's official publication.
- b. Stationery and postage for ordinary administrative use.

No obligation shall be incurred in the name of the Roadrunner Region in excess of \$100 other than for the purposes enumerated above, without the prior approval of the Board of Directors.

Section 2 – Unauthorized Obligations

No elected officer or any other person authorized to act on behalf of the Roadrunner Region shall incur any obligation or indebtedness in the name of the Roadrunner Region which is not for the general benefit of the entire membership of the Roadrunner Region nor shall the Board of Directors approve the incurring of any such obligation or indebtedness.

Section 3 – Personal Liability for Unauthorized Obligations

The incurring of any obligation or indebtedness in the name of the Roadrunner Region by any elected Officer or member in contravention of these Bylaws shall be considered to be going beyond the powers granted. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Roadrunner Region in an amount equal to the obligation or indebtedness which the Roadrunner Region shall be required to pay.

ARTICLE XIII Amendments to Bylaws

The Bylaws of the Roadrunner Region may be considered for amendment at any time upon recommendation by not less than six (6) Directors or by written petition signed by at least 15% of the voting members in good standing. The Secretary shall prepare the suggested amendment or change in such a manner that it may be incorporated in these Bylaws. The proposed amendment or change shall be published in the Roadrunner Ramblings and the Roadrunner Region website. Each member (Active, Family-Active, Affiliate, and Life) in good standing, will be allowed one ballot via the Roadrunner website. Thirty (30) days from the notification of the proposed change, the Secretary shall count the returned ballots. Upon a two-thirds majority vote of the ballots in favor, the amendment or change shall be declared adopted. The Secretary shall cause the text

of the amended or changed Bylaws to be announced via the Roadrunner Region website.

ARTICLE XIV Enacting Clause

These Bylaws shall become effective upon favorable vote by a two-thirds majority of the membership voting. The Roadrunner Region shall provide hard copies of the Bylaws upon request.

Article XV Members Referendum

If on any given issue at any time, 25% of members with voting privileges listed in the current membership roster deem the issue important and sign a petition, the issue will be brought before the general membership in open forum, debate and voted upon within thirty (30) days after the petition is received by the Secretary. Upon receipt of the petition, the Secretary will notify all members of the issue, and the time and date of the open forum meeting. A simple majority of the votes received shall decide the course of action to be followed.

Article XVI Changes to and approvals of Bylaws

Section 1 - By-laws Amendment History

By-laws enacted in 1967

Amended in 2006

- To replace the word “club” with Roadrunner Region” throughout the document.
- To replace the word “National Club” with “Porsche Club of America” throughout the document.
- To clarify the membership section (Article IV) to include: Family-Active, Affiliate and Dual Members.
- To clarify the Membership Application (Article IV).
- To remove Badge and Insignia Fees.
- To clarify the Membership Year (Article IV).
- To clarify Privileges (Article IV).
- To remove the Executive Council.
- To clarify the Board of Directors and Ex-Officio Members (Article VI).
- To clarify Duties of Officers (Article VII).
- To clarify Committees (Article VIII).
- To clarify Elections (Article IX).
- To clarify Meetings (Article X).

To clarify Obligations and Indebtedness (Article XII).

To remove Surplus Funds.

To add Amendment to Bylaws (Article XIV).

To add Enacting Clause (Article XV).

To add Members Referendum (Article XVI).

To add Changes to approvals of Bylaws (Article XVII).