

# **BYLAWS OF THE HILL COUNTRY REGION,** **PORSCHE CLUB OF AMERICA**

**Approved by the Membership 31 August 2022**

## **ARTICLE I: NAME**

The name of the Club shall be the Hill Country Region Porsche Club of America ("HCR", or the "Region").

## **ARTICLE II: GENERAL OBJECTIVES**

The general objectives of HCR, 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, conducting all events in a safe manner.
- 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 PCA Regions and in such cooperation as may be desirable.

F. The establishment of such mutually cooperative relationships with other car clubs as may be desirable.

G. The preservation of the independence of the Porsche Club of America (PCA) and the Hill Country Region, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned to the Club in interest or purpose. In furtherance of this, the Hill Country Region is and shall remain a totally member-driven and primarily member-financed independent entity allowing neither inappropriate nor undue influence, financial or material, from outside its domain, owing allegiance only to its members.

## **ARTICLE III: POWERS, CORPORATE SEAL, AND BADGE**

### **Section 1 – Powers**

HCR shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of HCR as set forth in the Certificate of Incorporation, issued under the statutes of the state of Texas, and Hill Country Region Bylaws.

### **Section 2 – Badge**

The logo/badge of HCR shall be as shown in exhibit A to these Bylaws. No substantial alteration to the logo/badge may be adopted by HCR unless approved pursuant to Article XIV of these Bylaws. For clarity, temporarily including an anniversary banner on the logo is not considered a substantial modification.

## **ARTICLE IV: MEMBERSHIPS, DUES, AND FEES**

### **Section 1 – Membership**

Membership in HCR shall be restricted to owners, lessees, or co-owners of Porsches who are 18 years of age or older, and to such

other persons interested in HCR 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 AG 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.

## **Section 2 – Classes of Membership**

A. ACTIVE – Any owner, lessee or co-owner of a Porsche, who is 18 years of age or older, having paid dues and fees as required. This includes PCA-designated LIFE members.

B. FAMILY-ACTIVE - An individual requested by an active member as his or her family- active member, restricted to persons 18 years of age or older, whether otherwise qualified for active membership by ownership of a Porsche or not.

C. 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 HCR and its objectives having paid PCA dues and fees as required. A person of the associate member's family who has been a family-active member as in (B) above, may continue as a family-associate member similarly.

D. AFFILIATE MEMBER – A person, 18 years of age or older, named by the active member at the time of joining or at any renewal of membership in lieu of a family-active member.

## **Section 3 – National and Regional Club Membership**

No active, family-active, associate, family-associate, or affiliate member may hold membership in the HCR without at the same time being a member in good standing of PCA, each of which are a separate legal entity.

## **Section 4 – Membership Application**

Applications for membership may be made either through the PCA National Office (National) or HCR, either of which may reject it.

## **Section 5 – Dues**

National annual dues for the various classes of membership shall be determined from time to time by the National Board of Directors. National dues shall be collected by the National Club, which shall refund to HCR such part thereof as shall have been set by the National Board of Directors. National 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 6 – Membership Year**

The membership year for members in HCR shall be set forth by the National organization who will manage renewal notices. Members who do not renew shall be dropped from membership.

## **Section 7 – Privileges**

Active, Family Active, Affiliate and Associate members, in good standing shall be entitled to all the privileges of HCR except that Affiliate and Associate members shall not be entitled to vote in HCR elections or hold elected HCR office.

Only Active and Family Active members, in good standing, shall be eligible to be nominated for and hold Region elected office. These Members may also hold appointed positions on the HCR Board of Directors as Standing Committee Chairs, and also serve as Standing Committee Members (Event Coordinators), and are entitled to vote in Region elections.

Affiliate members can serve as Standing Committee Members (Event Coordinators) but cannot be appointed Standing Committee Chairs or hold elected office.

Ballots will be sent to all members who are qualified to vote.

Family Active and Affiliate members shall not be entitled to receive duplicate mailings of Region periodicals.

## **Section 8 – Suspension**

Any member may be suspended by a two-thirds vote of the HCR Board of Directors or by the National Club in accordance with its Bylaws for infractions of HCR or National rules or regulations or for actions inimical to the general objectives or best interests of HCR or PCA.

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 PCA National Board of Directors or a committee appointed by the National 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 National 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 9 – Resignations**

Any member may resign by addressing a letter of resignation to the Secretary of HCR or to the Executive Director of the National Office. The recipient shall inform the other of the resignation. The member's resignation shall become effective upon receipt and all HCR privileges shall terminate as of that date. Resignation of an active member likewise terminates membership of his/her family or affiliate

member. An active member may terminate the membership of an affiliate member named by written notification to the Executive Director of the National Office.

## **Section 10 – Transfers**

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

## **Section 11 – Termination**

An active member or associate member may terminate or change the family-active, affiliate or family-associate membership by written notice to the National Office.

# **ARTICLE V: ELECTED OFFICERS**

## **Section 1 – Elected Officers**

The elected officers of the Club shall be a President, Vice President, Secretary, and Treasurer.

The terms of office for the President and Vice President shall be two years. The President and the Vice President may not serve consecutive terms in the same office. The two-year term shall run from January 1 of the first year through December 31 of the following year.

The only exception to the one term (two-year) limitation will be in the case of exigent circumstances. The HCR Board of Directors will be responsible for approving the extension.

The terms of office for the Secretary and Treasurer shall be two years. The two- year term shall run from January 1 of the first year through December 31 of the following year. The Treasurer and Secretary may serve additional terms subject to a

recommendation from the Nominating Committee. The additional two-year term would then be submitted to the membership for approval by a majority of the members responding.

No officer may continue in office if the officer shall move the officer's residence beyond the borders of HCR.

## **Section 2 – Eligibility**

Only active members and family-active members, in good standing, shall be eligible to be nominated for and hold HCR elective office.

# **ARTICLE VI: EXECUTIVE COUNCIL/ BOARD OF DIRECTORS**

## **Section 1 – Executive Council**

The President, the Vice President, the Secretary, the Treasurer, and the most immediate Past President shall constitute the Executive Council, in which the administration of HCR shall be vested. It shall be responsible for the proper conduct of the administrative affairs of HCR, the proper functioning of the committees, and shall ensure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these Bylaws.

## **Section 2 - Members-at-Large**

No more than three Members-at-Large may be appointed to participate in and support Executive Council activities, each by a unanimous vote of the Executive Council members. Members-at-Large are special appointees who do not have Executive Council voting privileges and serve an annual term, or as determined by the Executive Council. Members-at-Large shall be selected based upon their previous relevant experience, and/or their potential to assume future Executive Council elected positions.

## **Section 3 – Board of Directors**

The Executive Council and Standing Committee Chairs shall constitute the Board of Directors of the Club. It shall be the responsibility of the Board of Directors to determine all matters of HCR policy. The Board of Directors shall ensure the proper conduct of the governance of HCR and compliance with these Bylaws. All decisions of the Board of Directors involving major policy considerations shall be arrived at by mail, teleconference, videoconference, or electronic canvass of the entire Board, to the fullest extent permitted by law. All decisions shall be by majority vote of the Board members voting, to the fullest extent permitted by law. All decisions of the Board of Directors at any called meeting of the Board shall be by a majority of the votes cast by those members present, to the fullest extent permitted by law.

At any meeting of the Board of Directors, representation of a majority of those Board members shall constitute a quorum.

## **ARTICLE VII: DUTIES OF OFFICERS**

### **Section 1 – Duties of President**

The President is the face of HCR and has oversight of policies and planning. He/She shall also preside at all meetings of the Executive Council and the Board of Directors. 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 3 members of the Executive Council.

The President shall inform the members at least annually, or more often as appropriate, on the status of HCR, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of HCR.

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 operational and administrative affairs of HCR 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, and act as President. 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 Committee and the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes, unless other arrangements are made. The Secretary shall cause to be published in HCR's official publication notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of HCR. The Secretary shall have custody of or cause to be kept HCR's National Charter and all non-financial records at all times. The Secretary shall perform all duties appertaining to the Secretary's office required by law.

## **Section 4 – Duties of Treasurer**

The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to HCR. The Treasurer shall deposit all monies of HCR into HCR's accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all HCR assets and of all payments of HCR debts and obligations. The Treasurer shall ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of HCR. The Treasurer shall cause to be published in the HCR's official publication a full and correct report annually on the financial status of HCR. The Treasurer shall also give a full and correct report on the financial status of the HCR at any meeting of the Board of Directors. 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 HCR. All checks or other orders for the payment of monies in the name of HCR 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 Treasurer shall have custody or cause to be kept the financial records of HCR and shall ensure that all HCR financial documents are archived according to PCA policy.

The Treasurer shall prepare and submit an annual budget based upon input from Board of Directors and Event Coordinators to the Executive Council by December 31. The EC will review and approve the submitted budget at their first meeting after January 1.

## **Section 5 – Duties of the Past President**

The Past President shall serve as a member of the Executive Council to provide continuity. Duties shall be assigned by the Executive Council and Board of Directors.

## **Section 6 – Vacancies / Interim Appointments**

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.

In the event of the death, resignation, disability, or disqualification of a candidate for the office of Vice President, Secretary, or Treasurer, running unopposed, or 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.

If the office of Past President is vacated, then the next most immediate HCR Past President available assumes the position of Past President.

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

## **Section 7 - Financial Accounts**

The Executive Council will specify a minimum of one additional Elected Officer's name other than the Treasurer to have signature authority on HCR's accounts.

## **ARTICLE VIII: STANDING COMMITTEES and SPECIAL COMMITTEES**

### **Section 1 – Appointment of Standing Committee Chairs**

Standing Committee Chairs are appointed by a majority vote of the Executive Council and may, in like manner, be dismissed by the majority vote of same, except that a unanimous vote of the Executive Council shall be required for the appointment of the Chair and members of the Nominating Committee and for their dismissal or replacement.

Any voting member of HCR may serve as a Chair of a Standing Committee, except that no elected officer may serve as a Standing Committee Chair.

### **Section 2 – Standing Committees**

The Standing Committees of HCR are:

1. Safety
2. Membership
3. Driving
4. Social
5. Information Technology
6. Communications

7. Historian/Archivist
8. Dealer Liaison
9. Sponsorship

Each Standing Committee Chair is a voting member of the Board of Directors. The Standing Committee Chair may delegate voting authority to a voting committee member in their absence.

Standing Committee Members/Event Coordinators are assigned responsibility for a specific event or activity and maintain a leadership and management role in the coordination of their respective event.

Standing Committee Members/Event Coordinators are appointed or can be removed by a majority vote of the Executive Council from Active, Family Active and Affiliate members in good standing within the Region.

### **Section 3 - Duties and Responsibilities**

Written descriptions of the duties and responsibilities of the above Standing Committee Chairs and Standing Committee Members/Event Coordinators shall be maintained and approved annually by the Executive Council. The duties and responsibilities shall be updated, as necessary.

### **Section 4 - Ad Hoc Committees:**

The Executive Council may create such other committees or special appointments 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 make any special appointments; and appoint the chairs of the ad hoc committee and any other special committee and their members. These appointments shall be recruited from among the Active, Family Active and Affiliate Members of the Region with preference to those members that have previously served as Standing Committee Members (Event Coordinators).

## **Section 5 - Removal of Standing Committee Chairs, Standing Committee Members/Event Coordinators, Ad Hoc Committee Chairs/Members and Special Appointments:**

Standing Committee Chairs, Standing Committee Members/Event Coordinators, Ad Hoc Committee Chairs/ members, and Special Appointments serve at the convenience of the Executive Council and may be removed by a majority vote of the Executive Council.

Standing Committee Chairs are expected to attend all Board of Directors meetings. Any Standing Committee Chair who misses three consecutive Board of Directors meetings without report submission or reasonable cause may be considered for dismissal from his/her Chair position by a majority vote of the Executive Council.

## **Section 6 - Term**

The terms of Standing Committee Chairs, Event Coordinators, Ad Hoc committee members, and Special Appointees are from January 1 to December 31 of each year. These terms will automatically renew each year unless terminated by a majority vote of the Executive Council.

# **ARTICLE IX: ELECTION OF OFFICERS**

## **Section 1 - Nominating Committee**

The HCR Executive Council will select a Nominating Committee when appropriate to begin the election process but no later than August 15. The Nominating Committee will consist of three members. No one can serve on the Nominating Committee who is being considered for elected office at any time.

## **Section 2 - Notice of Elections**

The Secretary shall announce to the membership via electronic means no later than August 15 of an election year, that HCR will conduct an election by electronic voting from November 15 – November 30. If a member can not vote electronically, that member should notify the Secretary prior to November 15 so that alternative arrangements can be made.

## **Section 3 - Solicitation of Candidates**

When the Secretary notifies the membership of the pending election no later than August 15, the Secretary shall also notify the membership that any member who wishes consideration for an elected position must have his/her name proposed in writing and supported by at least five Active, and/or Family Active members. The proposal must be submitted to the Nominating Committee no later than September 15.

The Nominating Committee will also solicit consideration for elected office interest from both the Board of Directors, and Standing Committee Members who have HCR voting privileges.

## **Section 4 - Identification of Slate of Candidates**

No later than September 15, the Nominating Committee will begin to review candidates for elected office. These candidates will include those, if any, proposed in writing per the above paragraph.

Each candidate for elected office, including those proposed in writing, must be in good standing with HCR and PCA at the time of consideration. A candidate must have served at least one term as an HCR elected officer, Standing Committee Chair or Standing Committee Member (Event Coordinator with HCR voting privileges). The Nominating Committee may also consider a member recently transferred to HCR from another Region who served on the Executive

Council of the Region from which he/she transferred within the past two years.

The Nominating Committee is expected to use due diligence in reviewing all candidates for elected office to ensure the candidates have the requisite qualifications, skills, experience, and time to commit to the position. Each candidate must be fully aware of the responsibilities of the position for which they are a candidate.

The Vice President of HCR should become the next President. This facilitates a seamless Leadership transition. The Nominating Committee, in performing their due diligence to recommend a slate of elected officers should consider recommending the Vice President to succeed the outgoing President if the Vice President, in the opinion of the Nominating Committee, is qualified for this position. The Nominating Committee is under no obligation to recommend the Vice President succeed the President. Should the Vice President be recommended for the position of President, he/she is further subject to election by the membership.

The Nominating Committee shall complete their review of the candidates no later than October 15.

## **Section 5 - Slate of Candidates submitted to HCR Board of Directors**

No later than October 15, the Nominating Committee shall submit a recommended slate and a list of qualified candidates for each elected position to the Board of Directors for their review only. The Board of Directors will complete their review of the candidates for elected office by October 30.

No person on the Board of Directors who is being considered for an elected position may take part in this review.

## **Section 6 - Slate of Candidates submitted to HCR Membership for Review**

On November 1, after the Board of Directors has completed their review, the HCR Secretary will submit the proposed slate of candidates provided by the Nominating Committee to the HCR membership for their review. The Secretary will also submit the names of any other candidates who wish consideration and were found qualified by the Nominating Committee for elected office.

The membership will have until November 15 to review the slate.

## **Section 7 – Ballots**

Voting shall occur from November 15 through November 30. A link to a ballot will be sent electronically to each eligible HCR member. This ballot will include the slate recommended by the Board of Directors as well as all the other candidates found qualified by the Nominating Committee for elected office. No member may be placed on a ballot without his/her express consent.

Voting members of the Region may cast one vote either electronically or via alternative voting arrangement prior to 11:59 PM on November 30. A vote may be revoked by the member at any time prior to 11:59 PM November 30 by giving notice to the Nominating Committee. Electronic voting shall be by software approved by the Board of Directors which maintains the integrity and confidentiality of the member.

All ballots shall contain:

- Names of the nominees
- Instructions to vote for no more than one candidate for each elected position.
- Space for voting.
- Space provided for the voting member's individual membership number, and their email address.
- A statement noting the calendar date deadline for the receipt of ballots, which shall be no later than November 30.



All ballots must be received by the Nominating Committee no later than November 30.

## **Section 8 – Tabulation of Votes**

Starting on December 1, the Nominating Committee shall count and tally all ballots received by the deadline.

If a tie occurs for a position, the Past President shall flip a coin in the presence of the candidates to determine a winner.

Written protests by any HCR Member in good standing shall be directed to the Board of Directors within seven (7) days of the results being announced. The Board of Directors has seven (7) days to hear the objection and determine a resolution. The decision of the Board of Directors is final.

## **Section 9 – Notice of Election Results**

Upon tabulation of the votes, the Secretary shall immediately notify via email all those on the ballot and the membership of the election results. The terms of the newly elected Executive Council officially shall begin on January 1.

The President-Elect shall, as soon as feasible, begin the process to transition to the newly elected Executive Council.

The Secretary shall cause to be published within 30 days the results of the election in HCR's official publication and/or on HCR's website. The Secretary may also provide notification to the membership via the PCA mass emailer.

## **ARTICLE X: FISCAL YEAR**

The fiscal year of HCR shall be the calendar year.

## **ARTICLE XI: OBLIGATIONS AND INDEBTEDNESS**

### **Section 1 - Authority to Incur Obligations or Indebtedness:**

Only elected Officers or persons authorized by the HCR Executive Council to act on behalf of HCR shall incur any obligation or indebtedness in the name of HCR.

The President has authority to expend unbudgeted monies in support of Region-related activities in an amount Not To Exceed \$1000.00 per transaction subject to approval as required in the paragraph following. Such expenditures require third-party receipts, along with an explanation of the HCR-related activity to which these receipts apply to be provided to the Treasurer as soon as practical. The Treasurer (or the Executive Council, if the Treasurer is unavailable) shall review such receipts to ensure HCR funds are appropriately expended. The Treasurer shall immediately report any questionable expenditures to the Executive Council for its review under Section 2 of this Article.

Unbudgeted expenditures require review and approval by a two thirds majority of the Executive Council.

All obligations or indebtedness are incurred solely as corporate obligations. No personal liability whatsoever shall attach to or be incurred by any member or officer of HCR by reason of any such corporate obligation or liability.

### **Section 2 – Unauthorized Obligations**

No elected Officer or any other person authorized to act in behalf of HCR shall incur any obligation or indebtedness in the name of HCR which is not for the general benefit of the membership of HCR, 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 HCR by any elected Officer 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 HCR in an amount equal to the obligations or indebtedness which HCR may be required to pay.

### **Section 4 - Conflict of Interest**

No member of the Executive Council Board of Directors, Event Coordinators, Ad-Hoc committee members, or Special Appointees shall engage in any transaction or activity that could create a conflict of interest with HCR. Any such individual shall disclose in writing any potential conflict of interest between their personal interests and HCR's. No such individual shall vote on any matter in which they have a material financial interest or conflict of interest.

### **Section 5 – Financial Oversight**

The Treasurer shall prepare and submit an annual budget based upon input from Board of Directors and Event Coordinators to the Executive Council, who shall review and approve the budget.

The Treasurer shall give a full and correct report on the financial status of HCR at any meeting of the Executive Council and Board of Directors.

The Treasurer shall cause to be published in HCR's official publication a full and correct report annually on the financial status of the HCR.

The Treasurer shall submit the HCR's financial records for an annual review at the close of the fiscal year.

## **ARTICLE XII: – MEETINGS**

### **Section 1 – Executive Council Meetings**

Meetings of the Executive Council may be called at any time, but at least monthly, by the President or by a majority of the Executive Council members. Each Executive Council member shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A simple majority of the Executive Council is required to pass an issue being voted on.

### **Section 2 – Board of Directors Meetings**

Meetings of the Board of Directors may be called at any time, but at least quarterly, by the President or by a majority of the Board of Directors. Each Board Member shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A simple majority of the Board of Directors is required to pass an issue being voted on, with a majority of Members in attendance.

### **Section 3 – Club General Membership Meetings**

A general meeting of the Membership shall be held at least once a year at a place and time to be designated by the Executive Council. Due notice of at least two weeks 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 at least ten (10) voting members. Due notice shall be given stating the date, time, place, and purpose of any such meeting at least ten (10) days before such meeting.

Voting – 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.

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

Any HCR meeting, be it an Executive Council, Board of Directors, or General Membership meeting may be held in person or via electronic means.

## **ARTICLE XIII – OFFICIAL PUBLICATION**

The Club shall publish an official publication to announce upcoming events, official notifications, stories about activities, etc.

## **ARTICLE XIV: AMENDMENT OF BYLAWS**

### **Section 1 – Review**

The Executive Council shall cause the Bylaws to be reviewed at least every three years to determine if updates and/or revisions are required to keep the Bylaws current with best practices.

### **Section 2 - Initiation**

If the Executive Council determines the Bylaws require revisions or updating, they will draft those revisions for review. (See Section 3). Any Active or Family Active member of the Region in good standing may also propose an amendment or revision to these Bylaws. A proposed amendment or revision to these Bylaws must be submitted, in writing, to the Executive Council. The proposal must include a statement by author identifying the need for the amendment or revision and signatures of at least ten (10) Active or Family Active members in good standing. The Secretary shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws.

### **Section 3 - Review by Executive Council and Board of Directors**

The proposed amendment or revision will be first reviewed by the Executive Council. The Executive Council may refer the request back to the author for questions or clarifications. After review, the Executive Council will submit the proposed amendment or revision to the Board of Directors for review. The Board of Directors may also refer the proposal back to the author for questions or clarification.

### **Section 4 - Review by the Membership**

Upon review by the Executive Council and the Board of Directors, the HCR Secretary shall furnish all members of HCR with a copy of the proposed amendment or revision within (30) days. This will be performed by publishing it electronically via email and/or on HCR's website. The Region membership will be allocated 15 days to review and comment on the proposed amendment or revision. The HCR Secretary will clearly identify the 15-day review period. Any comments, suggestions or revisions must be provided to Secretary in writing within the 15-day period. Comments submitted after the 15-day review period will not be accepted.

### **Section 5 - Voting**

The President will call for a vote by the membership of the proposed amendment or revision. All Active or Family Active members may vote. Voting shall occur either electronically or via alternative voting arrangement no later than 15 days after the 15-day membership review period is over.

Voting members of the Region may cast one vote prior to 11:59 PM on the 15th day of the voting period. A vote may be revoked by the member at any time prior to 11:59 PM on the 15th day of the voting period by giving notice to the Region Secretary. Electronic voting

shall be by software approved by the Board of Directors which maintains the integrity and confidentiality of the member.

The Secretary and one member in good standing appointed by the President who are not the author or a signatory on the proposed amendment or revision shall count and tally all the ballots as soon as practical. If the Active Secretary is either the author or a signatory on the proposed amendment or revision, the President, with the majority concurrence of the Executive Council, shall appoint a substitute. Ballots received after the deadline shall not be counted.

## **Section 6 - Adoption**

The proposed amendment or revision shall become effective as soon as it is accepted by a two-thirds vote of the members voting.

## **Section 7 – Notice of Vote or Amendment/Revision Results**

The Secretary shall cause to be published the result of any vote on a proposed amendment or revision in the official publication of HCR and/or published on HCR's website and/or electronically via email within seven (7) days after close of voting.

## **Exhibit A - HCR Logo**



