

BYLAWS AS APPROVED BY THE MEMBERSHIP XXXXDATE

# **THE BYLAWS of THE FOUNDERS' REGION, POTOMAC, PORSCHE CLUB OF AMERICA**

**Approved by the membership - XXXXDATE**

## **ARTICLE I: NAME AND TERRITORY**

### **Section 1. Name**

The name of the Corporation shall be "The Founders' Region, Potomac, Porsche Club of America." The Corporation hereinafter and elsewhere may also be referred to as the "Club" or "Potomac Region." The Porsche Club of America, Inc. hereinafter and elsewhere may also be referred to as "PCA".

### **Section 2. Territory.**

The territory of the Potomac Region is assigned by the national PCA.

## **ARTICLE II: 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 Porsche AG; Porsche Cars, North America (PCNA); Porsche dealers and other parts and 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.
- g. The preservation of the independence of the Porsche Club of America (PCA) and the Potomac Region, free of control or undue influence by any outside individual, organization, company, political party, or other entity, no matter how closely aligned to the Club in interest or purpose. In furtherance of this goal, the Porsche Club of America, the Potomac 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 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 objectives of the Club as set forth in the Articles of Incorporation, issued under the laws of the Commonwealth of Virginia and these Bylaws.

### **Section 2. Badge**

The badge of the Club shall be inscribed with the words "Potomac Region", which may in the discretion of the Executive Board be followed by "Porsche Club of America" or "PCA" or a variation thereof.

## **ARTICLE IV: MEMBERSHIP**

### **Section 1. Membership**

Membership in the Club 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 the Club 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 or motor 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 acceptable to a Regional Club, who is 18 years of age or older, having paid Club dues and fees as required.
- 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 the Club and its objectives having paid Club 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. A person, 18 years of age or older, named by an active member at the time of joining or at any renewal of membership in lieu of a family-active member shall be an affiliate member.

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

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

### **Section 4. Membership Application**

Applications for membership may be made either through the National Office or Potomac Region, 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 Potomac Region 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 the Potomac Region 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**

- a. Members of all classes in good standing shall be entitled to all the privileges of the Club, except that associate, associate-family, and affiliate members shall be entitled neither to vote nor hold elective office.
- b. Only active and associate members shall be entitled to receive Club mailings.
- c. Ballots will be mailed (or, if electronic means shall have been approved in accordance with these Bylaws, then by mail, by electronic means, 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 8. Suspension**

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

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 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 the Regional Club 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 Club privileges shall terminate as of that date. Resignation of an active member likewise terminates membership of his/her family or affiliate member.

### **Section 10. Transfers**

Any member may request for transfer out of the Potomac Region 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: OBLIGATIONS AND INDEBTEDNESS**

### **Section 1. Authority to Incur Obligations or Indebtedness**

Only elected Officers or persons authorized by the Executive Board 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 whatsoever shall attach to or be incurred by any member or officer of the Club by reason of any such corporate obligation or liability, for standing operating expenses (such as that are within the region's approved budget).

### **Section 2. Unauthorized Obligations**

No elected Officer or any other person authorized to act on 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 Board or the Board of Directors 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 elected officer or member in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligations of indebtedness, which the Club may be required to pay.

### **Section 4. Conflict of Interest**

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

### **Section 5. Financial Oversight**

All Committee Chairs, Special Appointees and individual members of the Executive Board shall prepare and submit annual budgets to the Treasurer for collective review and approval by the Executive Board. The Treasurer shall submit and the Executive Board shall internally review and audit quarterly reports on the Club's finances.

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

The Treasurer shall cause to be published in the Club's website a full and correct report semi-annually on the financial status of the Club.

The Treasurer shall submit the Club's financial records for a review at the close of the fiscal year, for audit as directed by the Executive Board.

## **ARTICLE VI: CLUB MEMBERSHIP MEETINGS**

### **Section 1. Annual Membership Meeting**

The Annual Membership Meeting of the Club shall be held in November or December at a time and place determined by the Executive Board. Due notice of any Club Member Meetings shall be given at least thirty-five (35) days prior to the meeting date by publishing in the official publication, on the Club's website or via other electronic notice that reaches the entire membership.

### **Section 2. Special Membership Meetings**

Special meetings of the members may be called by the President, by a majority of the Executive Board, or by a petition signed by twenty-five (25) 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.

### **Section 3. Quorum**

A quorum at any meeting of the members shall consist of thirty-five (35) voting members in good standing for the transaction of business, except as provided in the Virginia Nonprofit Corporation Law, the acts of a majority of the voting members present shall be the acts of the members.

#### **Section 4. Voting**

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

#### **Section 5. Conduct of Meetings**

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

#### **Section 6. Guests**

Guests shall be permitted at all meetings unless a closed meeting is declared by a majority vote.

## **ARTICLE VII: OFFICERS AND THEIR DUTIES**

#### **Section 1. Term of Office and Term Limits**

No person shall simultaneously hold more than one elective office or any other Board of Director position other than directed by these bylaws, without specific approval of the Executive Board. The person holding the office of President has a term of two years and may not serve more than one term. The person holding the office of Vice President has a term of two years and may not serve more than one term. In the event there are changes in the holders of these offices other than on or before January 1st, the remaining period served will not be considered when applying this term limit. The Secretary and Treasurer may serve multiple consecutive one-year terms without limit, subject to recommendation by the Nominations Committee. Officers who subsequently move out of the Region's territory may continue to serve as long as they carry out their duties.

#### **Section 2. Duties of the President**

The President shall preside at all meetings of the Executive Board and the Board of Directors and shall perform the duties usually pertaining to the President's office. The President shall call at least 4 meetings of the Board of Directors per calendar year. The President may call meetings of the Executive Board at least 10 times per year and shall call such a meeting at the request of any 3 members of the Executive Board. The President shall cause to be published in the Club's official publication reports on the status of the Club, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Club.

The President shall supervise and coordinate the duties of the other officers. The President shall be the chief spokesman for the Club in all dealing with the PCA and the public. The President shall, with the concurrence of the majority of the Executive Board, appoint the Chairs for all committees prior to the first meeting of the new calendar year. The President with the concurrence of the majority of the Executive Board may from time to time appoint ad hoc committees as the need arises, e.g., Trophy Committee. The President with the concurrence of the majority of the Executive Board may disband any committee or remove any appointed Chair at any time.

The President is a voting member of the National Board and should attend all meetings of the National board.

#### **Section 3. Duties of the Vice President**

The Vice President shall also be the President-Elect. The Vice President shall assist the President in the performance of the latter's duties and shall become the President in the event of the President's death, disability, resignation, disqualification, or failure to fulfill the duties of the office of President as determined by unanimous vote of the Executive Board other than the President. In the temporary absence of the President, the Vice President shall preside, and act as President.

#### **Section 4. Duties of the Secretary**

The Secretary shall attend all meetings of the Executive Board and the Board of Directors. The Secretary shall keep full and complete minutes of the proceedings and all votes cast thereat. The Secretary, or their designate, shall be responsible for notice to the membership of all regular and special meetings. The Secretary shall cause to be published in the Club's official publication notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club. The Secretary, in conjunction with the Club Historian, shall have custody of or cause to be kept the Club's National Charter and all non-financial records at all times. The Secretary shall perform all duties pertaining to the Secretary's office required by law.

#### **Section 5. Duties of the Treasurer**

The Treasurer shall have custody of all monies, debts, obligations, and assets of the Club. The Treasurer is authorized to make disbursements for obligations properly incurred by the Club. The President or Vice President must co-sign any check in excess of \$10,000.00. The Treasurer shall keep the Club's books of account on a calendar year beginning with January 1. The Treasurer shall give a financial report at each Membership, Board of Directors, or Executive Board meeting of the Club. The Executive Board shall cause the books of the Club to be audited or reviewed by an independent party as requested by a majority vote of the Executive Committee. The Treasurer shall make all required state and federal information, tax and other filings and shall cause the Club to pay all required taxes, fees and other assessments.

#### **Section 6. Past President**

The Past President shall be the most recent President who has completed his/her full term. The Past President shall have the responsibility to serve as a member of the Board of Directors to provide continuity. Duties shall be assigned by the Executive Board and Board of Directors as needed for the improvement and advancement of the Club's objectives.

If the Past President is unable or unwilling to serve in this capacity, the Executive Board may then appoint any previous Potomac President to serve in the position of Past President for the remainder of the existing term.

#### **Section 7. Vacancies**

If any office, except that of the President, is vacated, the President, with the unanimous consent of the Executive Board, shall within 30 days appoint an Active or Family-Active member to complete the term of office. This appointment must be confirmed by a majority vote of the Active or Family-Active members present at the next quarterly meeting.

## **ARTICLE VIII: ELECTION OF OFFICERS**

#### **Section 1. Annual Election**

Except as noted below, the Officers of the Club shall be elected by the individuals receiving the greatest number of votes cast for each respective office by the Active and Family-Active members present at the Annual Meeting, plus the total of paper and electronic ballots received.

For the office of President only: If the office of the President is being vacated, then the Vice President from the prior year shall assume the office of President without requiring election, unless the Vice President from the prior year declines or is unable to assume the office of the President. In this case the office of President shall be elected.

The newly elected officers shall officially assume the duties of office on January 1st of the following year.

#### **Section 2. Nominations**

Voting will be upon a slate proposed by the Nominating Committee, which will consist of a chair and two other members. The chair and members of the Nominating Committee shall be appointed by the President with the concurrence of the majority of the Executive Board. No member of the Nominating Committee shall be a member of the Executive Board, and no member of the Nominating Committee shall be on the ballot for the election.

This slate may be supplemented by names proposed by the membership. Any active or family-active member in good standing can be nominated in writing by fifteen (15) active and/or family-active members in good standing. Such nominations must be submitted to a member of the Nominating Committee for consideration not later than 90 days prior to the Annual Meeting.

No member may be nominated or placed on the ballot without their consent.

The Nominating Committee's slate will consist of one or more nominees for each office and shall be presented to the Club at least 60 days prior to the Annual Meeting.

### **Section 3. Notice of Elections**

No later than 60 days prior to the Annual Meeting, the Secretary shall notify by mail, by electronic means or any combination thereof, to all current active members a notice of election and the names of all nominees for office.

The notice shall identify a means for ballots to be received by the Teller.

### **Section 4. Ballots**

Active and family-active members are entitled to one (1) vote each on any and each issue arising.

The ballot shall contain:

- Names of the nominees
- Instructions to vote for no more than one candidate for each Officer 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, their individual membership number, and their email address (if appropriate).
- A statement noting the calendar date deadline for the receipt of ballots.
- A statement naming the Tellers of the election (see Section 5).

Balloting shall begin no earlier than 60 days, and no later than 45 days from the Annual Meeting. The notice of election shall set a return date of eight days prior to the date of the Annual Meeting.

Ballots may be mailed or registered electronically. Electronic voting shall be by software approved by the Board which maintains the integrity and confidentiality of the member to everyone except the Tellers for the election.

A paper or electronic vote may be revoked by the member at any time prior to the voting at the Annual Meeting by giving notice to the Tellers.

### **Section 5. Tellers**

On or before the Notice of Election, the Past President and a member in good standing who is not running for office in the election shall be designated as Tellers and shall count and tally all ballots received by the deadline. If the Past President is on the ballot for elected office, then a substitute teller who is a member in good standing and who is not running for office shall be appointed.

The Tellers shall be the only persons who may see the content and identity of the member who cast a ballot. The Tellers shall keep all information about individual ballots confidential from all others and shall only disclose ballot information in final aggregate totals.



Ballots received after the deadline shall not be counted unless there is a tie for any of the positions. If a tie remains after all the late ballots are tallied, one of the Tellers shall flip a coin in the presence of the candidates or members present to determine a winner.

Written protests shall be directed to the Executive Board within 15 days of the results being announced. The Executive Board has 15 days to hear the objection and determine a resolution. The Executive Board's decision will be final.

#### **Section 6. Notice of Election Results**

The Secretary shall cause to be published within 30 days the results of the election in the Club's official publication and/or on the Club's website.

## **ARTICLE IX: THE EXECUTIVE BOARD**

### **Section 1. Membership**

The Executive Board shall consist of the elected Officers of the Club and the Past President.

### **Section 2. Meetings**

The Executive Board will meet at least 10 times per year for the purpose of conducting ongoing Club business. The meetings can be held in person or by electronic means. In addition, as part of the Board of Directors, the Executive Board will participate in a quarterly operating review meeting, held to review the activities of the various Club programs. Additional meetings may be called by members of the Board.

### **Section 3. Quorum**

A majority of the members of the Executive Board in office shall constitute a quorum for the transaction of business at any meeting and, except as otherwise provided herein, the acts of a majority of the Executive Board present at any meeting at which a quorum is present shall be the acts of the Executive Board.

### **Section 4. Duties**

The Executive Board has responsibility for the supervision and successful operation of the Club's activities. The Executive Board approves the annual budget of the Club. Upon the recommendations of the appointed Chairs, the Executive Board approves budgets for their assigned activities. The Executive Board shall decide when an Officer or Appointed Chair is incapable of properly fulfilling his/her Club responsibilities.

## **ARTICLE X: BOARD OF DIRECTORS**

### **Section 1. Membership**

The Board of Directors shall be composed of the members of the Executive Board and the appointed Standing Committee Chairs (see Articles IX and XI).

### **Section 2. Meetings**

The Board of Directors shall meet quarterly on a schedule published in the Club publication and electronically via email or the Club's website or both. Attendance at meetings is permitted in person or by electronic means. Club members may be invited to attend the scheduled quarterly meetings of the Board of Directors. Meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors.

### **Section 3. Quorum**

The President or Vice President and a majority of the Executive Board shall be present at meetings of the Board of Directors. In addition, a majority of the members of the Board of Directors is required to constitute a quorum for the transaction of business at any meeting and, except as otherwise provided herein, the acts of a majority of the Board of Directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors.

#### **Section 4. Voting**

The Executive Board may appoint a Chair and a Vice-Chair for a standing committee. Each committee shall have one vote. The Legal Chair will serve in an advisory capacity to the Board of Directors. The Legal Chair will only have a vote in matters before the board in the event of a tie vote among the remaining board members. If a person is holding multiple Board of Director positions (at the approval of the Executive Board), that person is only entitled to cast one vote in matters before the board.

#### **Section 5. Duties**

Matters of Club policy will be established by the Board of Directors by majority vote.

## **ARTICLE XI: COMMITTEES**

There shall be fifteen (15) standing Committees of the Club, as follows:

1. Autocross
2. Club Magazine
3. Club Race
4. Concours
5. Drive and Dine
6. Drivers Education
7. Historian
8. Legal
9. Membership
10. Nominating
11. Rally
12. Safety
13. Social
14. Sponsor Relations
15. Webmaster

The Executive Board may appoint ad hoc or special committees for specific functions .

#### **Section 1. Standing Committee Chairs**

Standing Committee Chairs must be a member in good standing of the Club. Committee Chairs may be dismissed or replaced by a majority consent of the Executive Board. Committee members may be appointed by Committee Chairs.

#### **Section 2. Board of Directors Duties and Responsibilities**

Committee Chairs, as members of the Board of Directors, are accountable to the Executive Board and shall ensure that their programs run smoothly, efficiently, and effectively, meeting the needs and expectations of PCA members in the Potomac region and in accordance with all National PCA guidelines. Written descriptions of the duties and responsibilities of the above standing committees and their members shall be maintained and approved annually by the Executive Board.

## **ARTICLE XII: INDEMNIFICATION**

#### **Section 1. Right to Indemnification**

The Club shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a Board of Directors member or Club volunteer acting in good faith, against judgments, fines, amounts paid in settlement, and reasonable expenses incurred by such person in connection with such proceeding or threat of proceeding. If a Board member or volunteer is entitled to indemnification in respect of a portion, but not all of the liabilities to which he or she may be subject, the Club shall indemnify only for such portion of the liabilities incurred by reason of the fact that he or she is or was a Board member or volunteer.

### **Section 2. Contractual Obligation**

The obligations of the Club to indemnify a member or a Board member under this Article XII, shall be considered a contract between the Club and such member or Board member, and no modification or repeal of any provision of this Article XII shall affect, to the detriment of the member or Executive Board member, such obligations of the Club in connection with a claim based on any act or failure to act occurring before such modification or repeal.

### **Section 3. Indemnification Not Exclusive; Inuring of Benefit**

The indemnification and advancement of expenses provided by this Article XII shall not be deemed exclusive of any other right to which one indemnified may be entitled under any statute, agreement, vote of members or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, legal representatives and estate of any such person.

## **ARTICLE XIII: AMENDMENTS**

### **Section 1. Initiation**

Proposed amendments to these Bylaws may be considered upon either recommendation by a majority of the Board of Directors, or by written petition signed by at least thirty-five (35) 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 2. Adoption**

The proposed amendment(s) shall be printed in the official publication of the Club or on the Club's website for review within sixty (60) days thereafter, together with an explanation of the proposed amendment(s) and the voting process.

The proposed amendment shall become effective as soon as it is accepted by a two-thirds vote by electronic ballot and/or by raised-hand vote of the members present at any regular or special meeting of the Club held after publication of the proposed amendment. The results shall be read into the minutes of the 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.