

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

Approved by the membership – January 9, 2010

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 shall be nominally considered as that area lying within a circle of seventy-five statute miles (airline), centered on the Washington Monument.

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, being a member of the Porsche Club of America, Inc., 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.

ARTICLE III: POLICY, POWERS, AND BADGE

Section 1. Political Activity. The Club shall be politically non-partisan.

Section 2. 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 3. Badge. The badge of the Club shall be inscribed with the words “The Founders’ Region, Potomac” 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. Members of the Club must be members in good standing of the national Porsche Club of America, Inc. (“PCA”).

Section 2. Classes of Membership.

a. Active. Any owner, co-owner, lessee or co-lessee of a Porsche, who is 18 years of age or older, has paid to the PCA and the Club (through the PCA or otherwise) the dues required by the PCA and the Club, is a member of the PCA in good standing and has designated the Club to the PCA as his or her region for membership, shall be an active member.

b. Family-Active. At the request of an active member, one other person in the active member’s immediate family, 18 years of age or older, who is the wife, husband, brother, sister, son, daughter, mother or father of the active member, shall be a family-active member whether otherwise qualified for active membership by ownership of a Porsche or not.

c. Associate. Any active member, who ceases to own, co-own, lease or co-lease a Porsche, but continues to pay dues to, and remain in good standing with the PCA and the Club, or any person employed by a Porsche-oriented business, interested in the Club and its objectives having paid Club dues and fees as required shall be an associate member. A person in the associate member’s immediate family, who has been a family-active member as described in Section 3.3.2, may continue as a family-associate member.

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.

e. Dual. Any member of any other region of the Porsche Club of America, Inc. who elects to also be a member of The Founders' Region, Potomac by paying a dual membership fee annually to the Potomac Region. Dual members will be treated as any other Associate member and have all associated rights and privileges.

f. Honorary. Any person who, on the affirmative vote of the Executive Board, is deemed worthy of recognition for outstanding interest in or service to the Club or marque. Honorary membership shall be limited to one calendar year unless specifically stated differently in the nomination.

Section 3. Privileges.

a. All members shall be entitled to attend Potomac Region activities and social events.

b. All members, except Honorary members, shall:

1. be entitled to vote (in person or by proxy) in the election of Officers or upon issues presented at a general meeting, and
2. be eligible to hold appointive office.

c. Only Active members shall be entitled to hold elective office.

Section 4. Resignation. Any member may resign by delivering a letter of resignation to the Secretary. The resignation shall become effective on the date stated by the member. The member's privileges shall terminate as of that date.

Section 5. Suspension. Members may be suspended for reprehensible behavior which, in the opinion of the Executive Board, does not warrant expulsion. Suspended members may appeal to the Executive Board for reinstatement. Failing to receive a favorable decision from the Executive Board, suspended members may appeal to the membership at any regular or special meeting.

Section 6. Expulsion. Membership will automatically lapse for non-payment of National or Regional dues, or of any fines, assessments or debts. Any member so expelled may appeal to the Executive Board and, upon payment of such penalty as is determined by the Executive Board, may be reinstated. A member may be expelled by a majority vote of the Executive Board for violations of the tenets of PCA or Potomac Region inconsistent with the best interests of the Club. Any expelled member shall have the right to appeal to the membership of the Club, whose decision, by majority vote, shall be final.

Section 7. Regional Dues. In addition to PCA annual dues, any Potomac Region annual membership dues or assessments shall be established by a majority vote of the members present and entitled to vote at the previous annual meeting. Dues or assessments established by Potomac Region shall be the same for all categories of the membership, except for Dual and Honorary members. A quorum of members shall not be necessary for such vote provided the matter is recommended by the Executive Board and provided further that notice of the recommendation is published in the Club Publication and electronically via email or the Club's website or both at least one month prior to the meeting for which the vote is scheduled.

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 are incurred solely as corporate obligations. No personal liability whatever shall attach to such corporate obligation or liability.

Section 2. 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.

ARTICLE VI: CLUB MEMBERSHIP MEETINGS

Section 1. Conduct of Business. All meetings for the conduct of Club business shall be guided by Parliamentary Procedures as specified in Robert's Rules of Order.

Section 2. 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. Notice of the time and place of the annual meeting shall be announced to the membership at least thirty-five days prior to the meeting date in the Club publication and/or electronically via email or the Club's website or both.

Section 3. Special Membership Meetings. A special meeting may be called by the President at any time. Following the receipt of a petition for such special meeting signed by twenty-five Active members, the President will convene a Special meeting as soon as it can be reasonably arranged and notice provided (in the Club publication and/or electronically via email or the Club's website or both) to the membership.

Section 4. Quorum. The members present at any regular meeting or special meeting called by the Executive Board shall constitute a quorum for the transaction of business at any meeting and, except as provided in the Virginia Nonprofit Corporation Law, the acts of members present entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall be the acts of the members.

ARTICLE VII: ELECTED OFFICERS AND THEIR DUTIES

Section 1. Officers. The elected Officers of the Club shall be the President, Vice President/President-Elect, Secretary and Treasurer. 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 persons holding the offices of President and Vice President/President-Elect may be elected to the same office in consecutive years, however they may not serve more than two consecutive terms. The Secretary and Treasurer may serve consecutive terms subject to recommendation by the Nominations Committee. No officer may continue in office subsequent to moving beyond the territory of the Potomac Region, if such a move causes the officer to be generally unavailable for members to reach, or otherwise impairs the officer's ability to perform the duties of office at the discretion of the Board of Directors.

Section 2. Duties.

a. The President shall preside at all meetings of the Club and the Executive Board. The President shall briefly report the actions of the Executive Board to 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 appoint the Chairs for all committees and Delegate to the Metropolitan Washington Council of Sports Car Clubs prior to the first meeting of the new calendar year. The President may from time to time appoint ad hoc committees as the need arises, e.g., Nominating Committee, Trophy Committee. The President may disband any committee or remove any appointed Chair at any time.

b. The Vice President/President-Elect shall assist the President in the performance of the latter's duties and shall act in place of the President in the event of the President's absence, disability or disqualification. The Vice President shall also be responsible for finding qualified individuals to fill any open board positions that occur throughout the year.

c. The Secretary shall keep full and complete minutes of all membership meetings of the Club and meetings of the Board of Directors. The Secretary, or their designate, shall be responsible for notice to the membership of all regular and special meetings. The Secretary in conjunction with the Club Historian shall be responsible for maintaining an archive of all past minutes of the Club.

d. 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/President-Elect 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 annually. 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.

ARTICLE VIII: ELECTION OF OFFICERS

Section 1. Annual Election. The Officers of the Club shall be elected by the individuals receiving the greatest number of votes cast for each respective office of the Active, Family-Active, Associate, Affiliate and Dual members present at the Annual Meeting, except that the President shall, without further election, be the Vice President/President-Elect from the prior year.

In the event that the Board implements an electronic voting system via the Club's web site, voting members of the Club may cast one electronic vote prior to the Annual Meeting. Such electronic votes must be received no later than 12:01 a.m. seven days prior to the date of the Annual Meeting. An electronic vote may be revoked by the member at any time prior to the voting at the Annual Meeting by giving notice to the Club Secretary.

Electronic voting shall be by software approved by the Board which maintains the integrity and confidentiality of the member. The Club shall announce its intentions to conduct an election by electronic voting with 60 day notice to the membership.

Voting will be upon a slate proposed by the ad hoc Nominating Committee. This Committee will consist of three members and chaired by the most recent Past-President available. The other two members will include the Vice President/President-Elect and an at-large member appointed by a majority vote of the Executive Committee. This slate may be supplemented by names proposed in writing by five or more Active members if received by any member of the Nominating Committee prior to thirty days before the election. The Nominating Committee's slate will consist of one or more nominee for each office. Nominations for elected officers shall be closed thirty days prior to the election which shall be the last order of business at the Annual Meeting.

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

Section 2. Vacancies. If any office, except that of the President, is vacated, the President, with the unanimous consent of the Executive Board, shall promptly appoint an Active member to complete the term of office. This appointment must be confirmed by a majority vote of the Active members present at the next regular meeting.

ARTICLE IX: THE EXECUTIVE BOARD

Section 1. Membership. The Executive Board shall consist of the elected Officers of the Club and the immediate Past-President.

Section 2. Meetings. The Executive Board will meet monthly for the purpose of conducting ongoing Club business. The meetings can be held by telephone conference call ([via a group call or via an individual calling into the meeting](#)) and can be held more frequently if so deemed necessary by the President. 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.

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 President is the Chair of the Executive Board. Matters of Club policy will be established by the Executive Board by majority vote. The Executive Board has final 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, including any form of compensation paid to Club members. 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 comprised 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. [If necessary, and if conditions permit, Board Members may attend the meeting via telephone conference call. Meeting location and circumstances will determine the availability of conference call attendance.](#) Club members are invited to attend the scheduled quarterly meetings of the Board of Directors. The President may call special meetings of the Board of Directors when unusual circumstances require it.

Section 3. Quorum. A majority of the members of the Board of Directors 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 Board of Directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 34. Duties. The Board of Directors serves as a forum for the Officers and Committee Chairs to share information about plans and activities in their respective spheres of responsibility, make necessary reports, present suggestions, discuss Club policy and generally work together for the good of the Club.

Section 5. Voting. Program management purposes sometimes make it necessary for the appointment of multiple chairs to various committees. In such cases, a Chair and a Vice-Chair will be appointed. The Vice-Chair of a committee will only be permitted to cast a vote if the Chair is not present to 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.

ARTICLE XI: COMMITTEES

There shall be ~~sixteen (16)~~fifteen (15) standing Committees of the Club, as follows:

- ~~1. Calendar~~
1. Autocross
2. Concours
3. Club Magazine ~~Publisher~~
4. Club Race
- ~~4.5.~~ Drive and Dine
- ~~5.6.~~ Driver's Education
- ~~6.7.~~ Historian
- ~~7.8.~~ Legal
- ~~8.~~ Long Range Planning
9. Membership
10. Social
- ~~11.~~ Public Relations
- ~~12.11.~~ Public Service Community Service
- ~~13.12.~~ Rally
- ~~14.13.~~ Safety

- ~~15.14.~~ Sponsor Relations
- ~~16.15.~~ ~~Webmeister~~ Webmaster

From time to time, it may be necessary to update the number and/or makeup of the standing Committees. The Board of Directors may make changes to the standing Committees if approved by two thirds of the Board of Directors.

The Executive Board may create such other committees 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 Board, shall appoint chairs of the standing and other committees and their members, and may, in like manner dismiss or replace the chairs and members.

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 an Executive Board member against judgments, fines, amounts paid in settlement, and reasonable expenses (including attorney's fees) reasonably incurred by such person in connection with such proceeding or threat of proceeding. If an Executive Board member 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 an Executive Board member.

Section 2. Advance of Expenses. The Club shall pay expenses (including attorney's fees) incurred in defending any action or proceeding referred to in Section 1 in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the Executive Board member to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Club under applicable law.

Section 3. Contractual Obligation. The obligations of the Club to indemnify a member or Executive Board member under this Article XII, including the duty to advance expenses, shall be considered a contract between the Club and such Executive 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 4. 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. The Executive Board shall have the power to give other indemnification to the extent not prohibited by applicable law.

ARTICLE XIII: AMENDMENTS

Section 1. Initiation. Any Active member of the Club may propose an amendment to these Bylaws. A proposed amendment to these Bylaws must be submitted, in writing, to the Executive Board.

Section 2. Initial Approval By Executive Board. If a proposed amendment is approved by a majority of the Executive Board, the Secretary shall furnish all members of the Club with a copy of the proposed amendment by publishing it in the next issue of the Club publication and/or electronically via email or the Club's website.

Section 3. Initial Non-Approval by Executive Board. If a proposed amendment is not approved by a majority of the Executive Board, it may be brought to a vote of the members at the next membership meeting of the Club by a petition signed by not less than 25 members or ten percent of the members, whichever is less. If it is approved by a majority of those voting, the Secretary shall furnish all members of the Club with a copy of the proposed amendment by publishing it in the next issue of the Club publication and/or electronically via email or the Club's website.

Section 4. Adoption. The proposed amendment shall become effective as soon as it is accepted by a two-thirds vote of the members present at any regular or special meeting of the Club held after publication of the proposed amendment.