

## Bylaws

### CHESAPEAKE REGION, PORSCHE CLUB OF AMERICA, INC.

Effective February 2017

#### ARTICLE 1: NAME

Porsche Club of America, Inc. (hereinafter referred to as "The Club" or "National Club.") is a non-profit corporation organized under the laws of the District of Columbia. The Club is authorized to issue charters establishing Regions throughout the United States and Canada. The Club on March 20, 1961, issued a charter to establish the Chesapeake Region (hereinafter referred to as "The Region" or "Region"). On or about July 11, 1988, The Region established a Maryland non-profit corporation under the name, "Chesapeake Region, Porsche Club of America, Inc." These Bylaws are hereby adopted as the Corporate Bylaws of the Region and supersede any previously adopted versions.

#### ARTICLE 2: GENERAL OBJECTIVES

The general objectives of the Region, to which the non-profit corporation and its members are joined together and mutually pledged, and which mirror those of the National Club, shall be the furtherance and promotion of the following:

2.1 The highest standards of courtesy and safety on the roads.

2.2 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.

2.3 The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.

2.4 The establishment and maintenance of mutually beneficial relationships with Porsche AG; Porsche Cars, North America (PCNA); Porsche dealers, and other independent service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.

2.5 The interchange of ideas and suggestions with other Porsche Regions and Clubs throughout North America and the world and in such cooperation as may be desirable.

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

2.7 The establishment of a Community Service initiative with the goal of engaging Region Members to participate in activities that benefit the community through either fundraising or volunteering of time.

#### ARTICLE 3: POWERS, CORPORATE SEAL AND BADGE

3.1 POWERS: The Region as a non-profit corporation shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Region as set forth in the Certificate of Incorporation, issued under the statutes of the State of Maryland, and in these Bylaws.

3.2 CORPORATE SEAL: The corporate seal of the Region shall be circular in form, being inscribed with the name of the Region and the year and place of its incorporation.

3.3 BADGE: The Region is authorized to adopt a badge of a design and color(s) symbolic of the Chesapeake region of Maryland.

#### ARTICLE 4: MEMBERSHIPS, DUES, AND FEES

4.0 Membership in the Chesapeake Region, Porsche Club of America, Inc shall be granted to those qualifying individuals who are members of the Porsche Club of America, Inc and either 1) reside within the official boundaries of the Region, 2) live outside of the boundaries of the Region but who choose to affiliate with the Region by notifying the PCA National Office of such intent, or 3) live outside of the official Region boundaries and belong to another Region and subsequently request "dual membership" by paying the dual region membership dues as stated in section 4.3

Membership requirements and classes of membership are as defined by PCA National and are listed below:

4.1 MEMBERSHIP: Membership in the Porsche Club of America, Inc and the Chesapeake Region 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 Region and its objectives as provided in Section 4.2 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. The word "co-owner", in addition to its usual meaning, shall include a person who holds a substantial stock ownership in a franchised Porsche dealership or distributorship.

#### 4.2 CLASSES OF MEMBERSHIP

4.2.1 ACTIVE: Any owner, lessee or co-owner of a Porsche , who is 18 years of age or older, having paid PCA National dues and fees as required, and may include (if requested by the active member) as a family-active member, one other person of the active member's immediate family, also 18 years or older, restricted to wife, husband, brother, sister, son, daughter, mother or father, or domestic partner, whether otherwise qualified for active membership by ownership of a Porsche or not.

4.2.2 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 Region and its objectives having paid Region dues and fees as required. A person of the associate member's family who has been a family-active member as in 4.2.1 above, may continue as a family-associate member similarly.

4.2.3 HONORARY: Any person who, on the affirmative vote of the National Club Executive Council, is deemed to merit recognition for outstanding interest in or service to the Club. Such membership shall be limited to one year, but may, upon the affirmative vote of the Executive Council be renewed.

4.2.4 LIFE: Any person who, on the affirmative vote of the National Board of Directors, is deemed to have performed such extraordinary service to the Club as to warrant this signal honor.

4.2.5 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.

4.3 DUAL MEMBER: A member in good standing of any other region of the Porsche Club of America, Inc. who resides outside of the official boundaries of the Chesapeake Region but who elects to also be a member of the Region, may also become a Chesapeake Region member by paying an annual dual membership fee. Dual member dues are established by the Region Executive Committee and are billed concurrent with the National dues billing. Dual members will be treated as any other member and have all associated rights and privileges.

4.4 REGION MEMBERSHIP: No active, family-active, associate, or family-associate member may hold membership in the Chesapeake Region without at the same time being a member in good standing of National Club.

4.5 MEMBERSHIP APPLICATION: All applications for PCA membership shall be submitted to the PCA National Office, or to the Chesapeake Region which shall forward the application to PCA National, who subsequently determines membership eligibility. Subscriptions to Porsche PANORAMA and PORSCHE PATTERN normally begin with the issue of the next month after receipt and approval of application for membership.

4.6 DUES: Annual dues for the various classes of membership shall be determined from time to time by the Board of Directors of the National Club. National dues shall be collected by the National Club, which shall refund to the Region such part thereof as shall have been set by the Board of Directors of the National Club. Annual dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed. In addition to dues established by the National Club, the Region may establish additional dues and fees.

4.7 MEMBERSHIP YEAR: The National Club sends each Region member one billing for renewal dues about 45 days prior to their membership expiration. Members who do not renew are dropped from membership and their Regions so notified.

4.8 PRIVILEGES: All Members, in good standing shall be entitled to all the privileges of the Region, except that honorary members, associate members and affiliate members shall be entitled neither to vote nor hold elective Regional office, and except further that family-active members, affiliate members, and family-associate members shall not be entitled to receive Porsche PATTERN or any duplication of any mailing to the active member. Ballots will be mailed 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 Regional office. A member may cast only one vote in any election or referendum.

4.9 SUSPENSION: Any member may be suspended by a two-thirds vote of the National Board of Directors of the Region in accordance with its Bylaws for infractions of rules or regulations or for action against the general objectives or best interests of the Club. The Region may initiate such suspension for the aforementioned reasons and forward such recommendation to the National Board of Directors. 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 National Club Board of Directors or a committee appointed by it for the purpose, concerning the alleged misconduct. The National Club 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. Suspensions of active and associate members are also applicable to family-active, family-associate and affiliate members.

4.10 RESIGNATIONS: Any member may resign by addressing a letter of resignation to the Secretary of the Region or to the manager of the Executive Office of the National Club. The recipient shall inform the other of the resignation. The member's resignation shall become effective upon receipt and all Club and Region privileges shall terminate as of that date. An active member may terminate the membership of an affiliate member named by written notification to the manager of the Executive Office.

## ARTICLE 5: ELECTED OFFICERS AND SPECIAL APPOINTMENTS

The elected officers of the Region shall be a President, Vice President, Secretary, and Treasurer. Their terms of office shall be two years, and shall commence on January 1 of the year following their election. No officer shall serve in the same office more than two consecutive terms. No officer may continue in office if the officer shall move the officer's residence beyond the Region borders of the following areas within the State of Maryland: Anne Arundel County, Baltimore County, Baltimore City, Caroline County, Carroll County, Cecil County, Dorchester County, Harford County, Howard County, Kent County, Queen Anne's County and Talbot County.

## ARTICLE 6: EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

6.1 EXECUTIVE COMMITTEE: The President, the Vice President, the last Past President continuing to be an active member of the Region, the Secretary, the Treasurer, and the Executive Vice President, if one has been appointed, shall constitute the Executive Committee in which the government of the Region shall be vested. It shall be responsible for the proper conduct of the administrative affairs of the Region, the proper functioning of the several committees, and shall insure compliance with these Bylaws. All decisions of the Executive Committee shall be by a majority vote unless otherwise provided in these Bylaws. In accordance with Robert's Rules of Order, the President shall not vote except 1) to break a tie, 2) to change the outcome of a vote, or 3) when such vote is conducted by secret ballot. At any meeting of the Executive Committee, one more than half of the eligible members shall constitute a quorum.

### 6.2 BOARD OF DIRECTORS:

6.2.1 The Executive Committee and chairs of the standing committees shall constitute the Board of Directors of the Region.

6.2.2 It shall be the responsibility of the Board of Directors to determine all matters of Region policy. The Board of Directors shall insure the proper conduct of the administrative affairs of the Region by the Executive Committee, the fulfillment of duties by the officers, and compliance with these Bylaws.

6.2.3. All decisions of the Board of Directors conducted by mail, telephonic or electronic canvass shall be by majority vote of the Board members voting, to the fullest extent permitted by law.

6.2.4 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, one more than half of the eligible Board of Directors shall constitute a quorum.

6.2.5 Proxies are allowed for decisions of the Board. Any Board Member who gives a proxy to another Board Member of the Region, must do so in writing. The written proxy must be presented to the chairperson of the meeting, in order for the proxy to be valid.

6.2.6 To foster increased participation and add diverse ideas, No member should not hold more than 1 elected position and 1 chairman or 2 chairman positions.

## ARTICLE 7: DUTIES OF OFFICERS

### 7.1 DUTIES OF PRESIDENT:

7.1.1 The President shall preside at all meetings of the Executive Council and the Board of Directors, and shall perform the duties usually appertaining to the President's office.

7.1.2 The President shall call at least six meetings of the Board of Directors per calendar year. The President may call meetings of the Executive Committee as the President may see fit and shall call such a meeting at the request of any three members of the Council.

7.1.3 The President shall cause to be published in PORSCHE PATTERN an annual report on the status of the Region, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Region.

7.1.4 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. And fill out the remainder of his/her term. A special election shall be called to fill the vacated position of Vice President.

### 7.2 DUTIES OF THE EXECUTIVE VICE PRESIDENT:

The Executive Vice President shall assist the President and Executive Committee as needed in the execution of their duties.

### 7.3 DUTIES OF THE VICE PRESIDENT:

The Vice President shall assist the President in the conduct of the administrative affairs of the Region and perform such other duties as may be assigned to the Vice President by the President.

### 7.4 DUTIES OF THE SECRETARY:

7.4.1 The Secretary shall attend all meetings of the Executive Council and the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast thereat.

7.4.2 The Secretary shall cause to be published in the PORSCHE PATTERN notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Region.

7.4.3 The Secretary shall have custody of or cause to be kept by the manager of the Executive Office the corporate seal at all times as well as the Region's records. The Secretary shall perform all duties incident to the Secretary's office required by law.

## 7.5 DUTIES OF THE TREASURER:

7.5.1 The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Region.

7.5.2 The Treasurer shall cause all monies of the Region to be deposited to the Region accounts in a bank or banks insured by the Federal Deposit Insurance Corporation.

7.5.3 The Treasurer shall have direct control over, and supervision of, all Region assets and of all payments of Region debts and obligations. The Treasurer shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Region.

7.5.4 The Treasurer shall give bond at the Region's expense, in such amount as may be determined by the Executive Council.

7.5.5 The Treasurer shall cause to be published in the PORSCHE PATTERN a full and correct report annually on the financial status of the Region. The Treasurer shall also give a full and correct report on the financial status of the Region at any meeting of the Board of Directors.

7.5.6 The Treasurer shall cause to be maintained double-entry books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Region. All checks or other orders for the payment of monies in the name of the Region shall be signed by the Treasurer.

7.5.7 The Treasurer shall submit the Treasurer's books of account and records to a certified public accountant, at Region expense, or qualified Audit Committee composed of Region members, no later than ninety days following the last day of each calendar year.

## 7.6 INTERIM APPOINTMENTS:

In the event of the death, resignation, disability or disqualification of the Vice President, Secretary, or Treasurer, the Executive Committee shall make an interim appointment to the office so vacated for the balance of the unexpired term.

## ARTICLE 8: COMMITTEES

There shall be fifteen standing committees of the Region, as follows:

A. An Audit Committee consisting of three active members to review the region's financial accounting system on an annual and on-demand basis as requested by the Executive Committee.

B. Autocross

C. Chesapeake Challenge Chair to oversee the selection of the event site, secure the site, and manage the entire process including the volunteers, meals, awards, graphics, and special awards. The chair will prepare a budget and submit it to the Executive Committee for approval.

D. Community Service

E. Concours d'Elegance

F. Historian

G. Insurance

H. License Plates

I. Membership

J. Patter Editor

K. Publicity

L. Social

M. Technical Session

N. Tour/Rally Master

O. Webmaster

8.2 Only Active Region members may serve as Chairperson of a standing committee.

8.3 The Executive Committee 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 Council, shall appoint the chairs of the standing and other committees and their members, and may, in like manner dismiss or replace the chairs and members, except that the consent of the Executive Committee shall be required for the appointment of the chair and members of the Nominating Committee and for their dismissal or replacement.

## ARTICLE 9: ELECTION OF OFFICERS

### 9.1 NOMINATING COMMITTEE

On or before the first day of August of each year in which elections are to be held, the President shall appoint a nominating committee who shall prepare a report of candidates to be recommended for each elective office on or before the following August 31<sup>st</sup>.. The President shall cause a copy of the Nominating Committee's report to be sent to the Patter Editor and the report shall subsequently be published in PORSCHE PATTERN in the October and November issues.

### 9.2 NOMINATIONS BY THE MEMBERS

Active members and/or family-active members in good standing representing at least 3% of the then active Region membership may nominate a slate consisting of not more than two nominees for each office. Such nominations must be submitted to the Secretary in writing and must include each member's signature, printed name, and must be received by the Secretary on or before September 1st of each election year.

### 9.3 NOTICE OF ELECTIONS

In PORSCHE PATTERN for October of any election year, the Secretary shall cause to be published a notice of election and the names of all nominees for office. The notice of election shall state the date and time of any meeting at which elections are to be held.

9.4.1 BALLOTS: The Officers of the Club shall be elected by secret ballot. The individuals receiving the greatest number of votes cast for each respective office by the Active and Family-active, members present at the election meeting, which will be held in November of any given election year.

9.4.2 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 election meeting. Such electronic votes must be received no later than 12:01 a.m. seven days prior to the date of the published election meeting. An electronic vote may be revoked by the member at any time prior to the voting at the election meeting by giving notice to the Club Secretary. Electronic voting shall be by software approved by the Board that maintains the integrity and confidentiality of the member and the voting process. The Club shall announce its intentions to conduct an election by electronic voting by giving 60 days' notice to the membership in advance of the election meeting. The Region Secretary shall serve as the official teller.

9.4.3 NOTICE OF ELECTION RESULTS: The Secretary shall cause to be published the results of the election in PORSCHE PATTERN as soon as practical following the conduct of the election.

9.3 POWERS OF NEWLY ELECTED OFFICERS: The President-Elect shall, as soon as feasible, call a meeting of the newly constituted Executive Committee for the purpose of appointment of committee members whose terms are to start at the first of the next year, as well as other appointments which may be required. At the discretion of the President-Elect, the meeting described above may be by telephone, email or mail. The newly elected officers shall officially assume the duties of office on January 1 of the following year.

ARTICLE 10: FISCAL YEAR: The fiscal year of the Region shall be the calendar year.

### ARTICLE 11: OBLIGATIONS AND INDEBTEDNESS

11.1 AUTHORITY TO INCUR OBLIGATIONS OR INDEBTEDNESS: Only the elected Officers or persons authorized by the Executive Council to act on behalf of the Region shall incur any obligation or indebtedness in the name of the Region. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or Officer of the Region by reason of any such corporate obligations or liability.

11.2 No elected officer or any other person authorized by the Executive Committee to act on behalf of the Region shall incur any obligation or indebtedness in the name of the Region in excess of the sum of \$250 without approval of a majority of the Executive Committee.

11.3 Committee chairs with an approved budget may spend up to the limit of their approved budget in any fiscal year. Any expenditure in excess of the approved budget must receive prior approval by a majority of the Executive Committee of the Board of Directors.

11.4 UNAUTHORIZED OBLIGATIONS: No elected Officer or any other person authorized to act in behalf of the Region shall incur any obligation or indebtedness in the name of the Region which is not for the general benefit of the entire membership of the Region nor shall the Executive Committee of the Board of Directors approve the incurring of any such obligation or indebtedness.

11.5 PERSONAL LIABILITY FOR UNAUTHORIZED OBLIGATION: The incurring of any obligation or indebtedness in the name of the Region 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 the Region in an amount equal to the obligations or indebtedness which the Region may be required to pay.

#### ARTICLE 12: DISPOSITION OF SURPLUS FUNDS:

At the close of each fiscal year all surplus funds of the Region as may exist, other than for such amount deemed desirable and necessary as a minimum working balance by the Executive Committee, may be distributed to bona fide non-profit organizations recommended by the Region's Community Service committee. Final selection of such organizations and amounts donated thereto shall be determined by the Executive Committee.

#### ARTICLE 13: AMENDMENT OF BYLAWS

13.1 AMENDMENT OF BYLAWS: These Bylaws may be amended by a majority of the votes cast in a referendum of the membership at a duly noticed meeting.

13.2 PROPOSED AMENDMENTS: The members entitled to vote shall have the power to propose adoptions or amendments to the Bylaws of the Club.

13.3 ADOPTION: These Bylaws may be amended by at least two-thirds simple majority vote of the members present at any scheduled meeting of the Club, provided all members have been notified of the proposed amendment at least thirty days prior to the meeting. Notification may be by written notice, telephone call, electronic communication such as email, and posting on the Club website. Any combination of these four may be used.

Bylaws Adopted this \_\_\_\_\_ day of \_\_\_\_\_, 2017.  
CHESAPEAKE REGION, PORSCHE CLUB OF AMERICA, INC.

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Claude Taylor, President

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Mark Hubley, Secretary