

**BYLAWS OF THE
CHESAPEAKE REGION, PORSCHE CLUB OF AMERICA, INC.**

Approval Date: May 15, 2019

ARTICLE I

Name

The name of the Club shall be "Chesapeake Region, Porsche Club of America, Inc." hereinafter referred to as "Chesapeake Region," established on July 11, 1988 as a Maryland corporation.

ARTICLE II

General Objectives

The general objectives of the Chesapeake Region, 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 the Porsche Works, Porsche Dealers, and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.
- (e) The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
- (f) The establishment of such mutually cooperative relationships with other car clubs as may be desirable.
- (g) The preservation of the independence of the Porsche Club of America (PCA) and the Chesapeake Region, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned to the Chesapeake Region in interest or purpose. In furtherance of this goal, the Chesapeake Region is, and shall remain a totally member-driven, and primarily a 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

3.1 **Powers.** The Chesapeake Region shall be empowered to do all things and conduct all business necessary to carry out the general objectives of the Chesapeake Region as set forth in the Articles of Incorporation, issued under the statutes of the State of Maryland, and in these Bylaws.

3.2 Corporate Seal. The corporate seal of the Chesapeake Region shall be circular in form, being inscribed with the name of the Chesapeake Region and the year and place of its incorporation.

3.3 Badge. The Badge of the Chesapeake Region shall be a blue and silver circular badge with the words, "pca" and "CHESAPEAKE REGION," with a rendition in the center of the Badge of the Porsche Crest done in the image and colors of the Maryland State Flag with the word "CHESAPEAKE" in the center. The Badge for the Chesapeake Region shall be as shown on Exhibit A to these Bylaws. No substantial alteration to the logo/badge may be adopted by the Chesapeake Region unless approved by a 10% majority vote of its active and family active members.

ARTICLE IV

Memberships, Dues and Fees

4.1 Membership. Membership in 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 Chesapeake Region 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. 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.

(a) ACTIVE – Any owner, lessee or co-owner of a Porsche acceptable to the Chesapeake Region, who is 18 years of age or older, having paid 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 Chesapeake Region and its objectives having paid 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) HONORARY – Any person who, on the affirmative vote of the Executive Council, is deemed to merit recognition for outstanding interest in or service to the Chesapeake Region. Such membership does not extend to the National Organization and shall be limited to one year, but may, upon the affirmative vote of the Executive Council be renewed.

(e) LIFE – Any person who, on the affirmative vote of the Board of Directors, is deemed to have performed such extraordinary service to the Chesapeake Region as to warrant this singular honor. This honor does not extend to the National Organization. Each Region President, upon termination of the President's elected term, shall automatically be a life member of the Region without such vote, so long as they remain an active member of the National Organization.

(f) **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 **National and Chesapeake Region Membership.** No active, family-active, associate, family-associate, or affiliate member may hold membership in the Chesapeake Region without at the same time being a member in good standing of the National Organization which are each a separate legal entity unless the individual is an appointed Honorary or Life Member as defined under 4.2d and 4.2e.

4.4 **Membership Application.** Applications for membership may be made either through the National Office or Chesapeake Region, either of which may reject it.

4.5 **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 Chesapeake 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.

4.6 **Membership Year.** The membership year for members in Chesapeake Region shall be set forth by the National organization who will manage renewal notices. Members who do not renew shall be dropped from membership.

4.7 **Privileges.** Members, including family members, in good standing shall be entitled to all the privileges of the Chesapeake Region, except that honorary members, associate members and affiliate members shall be entitled neither to vote nor hold elective office, and except further that family-active members, affiliate members, and family associate members shall not be entitled to receive any duplication of any Chesapeake Region mailing to the active member. 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 Chesapeake Region office. The active and family active member may cast only one vote each in any election or referendum.

4.8 **Suspension.** Any member may be suspended by a two-thirds vote of the Board of Directors or by the National Club in accordance with its Bylaws for violations of Chesapeake Region or National Bylaws and policies, or for actions detrimental to the general objectives or best interests of Chesapeake Region 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 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.

4.9 Resignations. Any member may resign by addressing a letter of resignation to the Secretary of the Chesapeake Region 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 Chesapeake Region 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.

4.10 Transfers. Any member in good standing may request for transfer out of the Chesapeake Region to another region within the PCA. This request shall be submitted in writing to the National office.

4.11 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 and Special Appointments

5.1 Elected Officers. The elected officers of the Chesapeake Region shall be a President, Vice President, Secretary, and Treasurer. Their terms of office shall be two years and shall end on December 31. No officer shall serve in the same office more than two elected consecutive terms. No officer may continue in office if the officer shall move the officer's residence beyond the borders of the Chesapeake 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 Chesapeake Region Board of Directors.

5.2 Eligibility. Only active members and family-active members, in good standing, shall be eligible to be nominated for elective Chesapeake Region office.

5.3 Special Appointments. The Executive Council may appoint an Executive Vice President and such other persons as it may deem advisable to ensure the proper operation of the Chesapeake Region. These appointments must be approved by a majority vote of the Executive Council and may be terminated by the Executive Council, at any time, by a majority vote of the Executive Council.

ARTICLE VI

Executive Council and Board of Directors

6.1 Executive Council. The President, the Vice President, the immediate Past President continuing to be an active member of the Chesapeake Region, the Secretary, Treasurer, and Executive Vice President if one has been appointed, shall constitute the Executive Council in which the government of the Chesapeake Region shall be vested. It shall be responsible for the proper conduct of the administrative affairs of the Chesapeake Region, the proper functioning of the committees, and shall insure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these Bylaws. The Executive Vice President, if one has been appointed, shall not vote on Executive Council decisions.

6.2 Board of Directors. The elected officers, Executive Vice President, if appointed, special appointments, chairs of the standing committees, and immediate Past President continuing to be an active member of the Chesapeake Region shall constitute the Board of Directors of the Chesapeake Region. It shall be the responsibility of the Board of Directors to determine all matters of Chesapeake Region policy. The Board of Directors shall ensure the proper conduct of the administrative affairs of the Chesapeake Region by the Executive Council, the fulfillment of duties by the officers, and compliance with these Bylaws. All decisions of the Board of Directors involving policy considerations shall be arrived at by mail, telephonic or electronic canvass of the entire Board, to the fullest extent permitted by law. All decisions shall be by simple 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 simple 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 two thirds of the Board of Directors shall constitute a quorum, provided that a majority of those Board members (or their duly authorized representative) present are not members of the Executive Council.

ARTICLE VII **Duties of Officers**

7.1 President. 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. The President shall call at least six (6) meetings of the Board of Directors per calendar year. 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 three (3) members of the Council. The President shall cause to be published in the Chesapeake Region's official publication, the Patter, an annual report on the status of the Chesapeake Region, its plans, programs, policy decisions reached by the Board of Directors, and other pertinent matters dealing with the affairs of the Chesapeake Region. 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.

The President is a voting member of the National Board of Directors and participates in all National Board of Directors meetings.

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

7.3 Secretary. 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. The Secretary shall cause to be published in the Patter, notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Chesapeake Region. The Secretary shall maintain a catalog and have custody of, or cause to be kept by the Historian, the Chesapeake Region's National Charter and all non-financial records and artifacts at all times. The Secretary shall perform all duties incident to the Secretary's office required by law.

7.4 Treasurer. The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Chesapeake Region. The Treasurer shall cause all monies of the Chesapeake Region to be deposited to the Chesapeake Region accounts in a bank or banks insured by the Federal

Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Chesapeake Region assets and of all payments of Chesapeake Region debts and obligations. The Treasurer shall ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Chesapeake Region. The Treasurer shall cause to be published in the Patter a full and correct report annually on the financial status of the Chesapeake Region. The Treasurer shall also give a full and correct report on the financial status of the Chesapeake Region at any meeting of the Board of Directors. 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 Chesapeake Region. All checks or other orders for the payment of monies in the name of the Chesapeake Region 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 submit the Treasurer's books of account and records to a certified public accountant, at Chesapeake Region expense, as directed by the Board of Directors. The Treasurer shall have custody of the financial records of the Chesapeake Region and shall maintain a log of the assets belonging to the Chesapeake Region.

7.5 Past President. The immediate Past President shall have the responsibility to serve as a member of the Executive Council and Board of Directors to provide continuity. Duties shall be assigned by the Executive Council and Board of Directors as needed for the improvement and advancement of the Chesapeake Region's objectives.

7.6 Executive Vice President. The Executive Vice President shall have the responsibility to serve as a member of the Executive Council and Board of Directors to provide administrative support to the Executive Council by an on demand basis. Duties shall be assigned by the Executive Council and Board of Directors as needed for the improvement and advancement of the Chesapeake Region's objectives.

7.7 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 vacated office 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.

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 Council or Board of Directors without reasonable cause or report submission.

7.8 Financial Accounts. The Executive Council will specify a minimum of one additional Elected Officer's name other than the Treasurer as signature authority on the Chesapeake Region's accounts.

ARTICLE VIII

Standing Committees and Special Committees

8.1 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 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 the Chesapeake Region may serve as a member or Chair of a Standing Committee. To foster increased participation and add diverse ideas, no member may simultaneously hold more than one (1) elected position or one (1) Chair of a Standing Committee.

Standing Committee Chairs shall serve as voting members of the Board of Directors.

8.2 Standing Committees. There shall be twelve (12) standing committees of the Chesapeake Region, as follows:

- (1) Nomination
- (2) Membership
- (3) Patter Editor
- (4) Social Media
- (5) Social Events
- (6) Autocross
- (7) Safety
- (8) Insurance
- (9) PCA License Plates
- (10) Tour & Rally
- (11) Concours
- (12) Technical

8.3 Standing Committee Members. Standing Committee members must be a member in good standing of the Chesapeake Region and may vary in number as required to accomplish the work of each committee. Committee members may be appointed by Standing Committee Chairs. Committee members may be dismissed or replaced by the Committee Chair or by a majority vote of the Executive Council.

8.4 Duties and Responsibilities. Committee Chairs are responsible to the Executive Council and shall submit an annual written budget of all anticipated expenses and income in connection with their function.

8.5 Special Committees. The Executive Council may create or dissolve other ad hoc committees from time to time, as required, to execute the Chesapeake Region's special activities, events, and objectives. Special Committee examples include, but are not limited to, the following: Chesapeake Challenge, large social or community service events, management of historical archives, website maintenance, and financial review.

8.6 Term. Standing Committee Chair and member terms are from January 1 to December 31 of each year. They will automatically renew each year up to a term limit of six (6) years, unless terminated or granted a yearly extension waiver by a majority vote of the Executive Council.

ARTICLE IX
Election of Officers

9.1 Nominating Committee. The Executive Council, by simple majority vote, will appoint a Nominating Committee Chairperson from the current Board of Directors. That person will agree to serve for a term of that electoral period. Two non-officer Active Members approved by the Executive Council, in consultation with the Nominating Committee Chairperson, shall serve as members of the Nominating Committee. The Nominating Committee is responsible for nominating a slate of officers to serve in the following term. Not later than September 1 of each election year, the Nominating Committee shall recommend to the Executive Council at least one, preferably two, or more candidates for each elected Officer position.

9.2 Nominations by the Members. Active and Family Active members in good standing may nominate candidates for each office. Such nominations must be submitted in writing to the Nominating Committee not later than August 15 of each year.

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

9.3 Notice of Elections. In the October issue of Patter of any election year, the Secretary shall cause to be published a notice of election and the names of all nominees for office.

9.4 Ballots. During the first fifteen (15) days of October of any election year, the Secretary shall cause to 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 all current active members a notice of election and a ballot.

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

The ballot shall contain:

- (a) Names of the nominees
- (b) Instructions to vote for no more than one candidate for each Officer position.
- (c) Space for voting for the ACTIVE member's vote and the FAMILY ACTIVE member's vote.
- (d) Space provided for write-in votes.
- (e) Space provided for the signature of each voting member, their individual membership number, and their email address (if appropriate).
- (f) A statement noting the calendar date deadline for the receipt of ballots.

All ballots must be received by the Secretary no later than forty-five (45) days before the end of the fiscal year. Ballots may be mailed or sent electronically.

9.5 Tellers. At the end of the voting period, the Secretary and a member in good standing who is not running for office in the election, shall count and tally all ballots received by the deadline. If the active Secretary is on the ballot, the Past President will substitute.

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, the Secretary (or Past President) shall flip a coin in the presence of the members present to determine a winner.

Written protests shall be directed to the Executive Council within 15 days of the results being announced. The Executive Council shall determine a resolution as approved by simple majority vote of the Executive Council within fifteen (15) days of receipt of written protest. The Executive Council's decision will be final.

9.6 Notice of Election Results. The Secretary shall cause to be published by December 1st the results of the election in the Patter and on the Chesapeake Region's website.

9.7 Duties of Newly Elected Officials. Upon tabulation of the votes the Secretary shall immediately notify the persons elected of their election. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted Executive Council 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 in person, by telephone, mail, or electronic means.

ARTICLE X

Fiscal Year

The fiscal year of the Chesapeake Region shall be the calendar year.

ARTICLE XI

Obligations and Indebtedness

11.1 Authority to Incur Obligations or Indebtedness. Only persons authorized by the Executive Council to act on behalf of the Chesapeake Region shall incur any obligation or indebtedness in the name of the Chesapeake Region. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or officer of the Chesapeake Region by reason of any such corporate obligation or liability.

No elected officer or any other person authorized to act on behalf of the Chesapeake Region shall incur any obligations or indebtedness in the name of the Chesapeake Region without prior approval of a simple majority of the Executive Council.

Recurring bills for items such as rent, insurance, web hosting fees, and newsletter are to be included in the annual budget and may only be pre-approved for payment with the acceptance and approval of the Chesapeake Region annual budget each January.

11.2 Unauthorized Obligations. No elected Officer or any other person authorized to act in behalf of the Chesapeake Region shall incur any obligation or indebtedness in the name of the Chesapeake Region which is not for the general benefit of the entire membership of the Chesapeake Region nor shall the Executive Council or the Board of Directors approve the incurring of any such obligation or indebtedness.

11.3 Personal Liability for Unauthorized Obligation. The incurring of any obligation or indebtedness in the name of the Chesapeake 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 Chesapeake Region in an amount equal to the obligations or indebtedness which the Chesapeake Region may be required to pay.

11.4 Conflict of Interest. No member shall engage in any transaction that could create a conflict of interest with the Chesapeake Region. Members shall disclose to the Executive Council any potential conflicts between their personal interests and the Chesapeake Region's. No Director shall vote on any matter in which they have a material financial interest or conflict of interest.

11.5 Financial Oversight. All Committee Chairs, Special Appointees and individual members of the Executive Council shall prepare and submit annual budgets in January to the Treasurer for collective review and approval by the Executive Council.

The Treasurer shall submit, and the Executive Council shall internally review and audit quarterly reports on the Chesapeake Region's finances.

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

The Treasurer shall cause to be published in the Patter a full and correct report annually on the financial status of the Chesapeake Region.

The Treasurer shall submit the Chesapeake Region's financial records to an independent certified public accountant, or an internal financial review by qualified Chesapeake Region members, at the Chesapeake Region's expense for audit, and as directed by the Executive Council. A summary statement of the audit results shall be published in the Patter.

ARTICLE XII

Meetings

12.1 Executive Council Meetings. Meetings of the Executive Council may be called at any time. The President may call meetings of the Executive Council as the President may see fit, and shall call such meeting at the request of any three (3) members of the Council. 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 a voting issue, with a minimum of four (4) Officers in attendance.

Meeting attendance may be in person or electronically.

12.2 Board of Directors Meetings. Meetings of the Board of Directors may be called at any time by a majority of the Board of Directors. Each Director shall be notified of such meeting at least

seven (7) days prior to the time set for the meeting. A simple majority of Directors is required to pass an issue being voted on, with a majority of Directors in attendance.

Meeting attendance may be in person or electronically.

12.3 Chesapeake Region General Membership Meetings. Meetings of the members shall be at such time and place as designated by the Executive Council. Due notice of any Chesapeake Region Member Meetings shall be given by publishing in the Patter, on the Chesapeake Region'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 five percent (5%) of Active members in good standing with the Region. Due notice shall be given stating the date, time, place, and purpose of any such meeting at least ten days before such meeting.

A quorum at any special meeting of the members shall consist of ten (10) percent of the Active members in good standing with the region.

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, Past President, or Treasurer shall preside at all meetings and will manage the agenda, discussion and voting.

Non-members – Non-members shall be permitted at all meetings unless a closed meeting is declared by a majority vote.

ARTICLE XIII **Official Publication**

The Chesapeake Region will publish the Patter to announce upcoming events, official notifications, stories about activities, etc.

ARTICLE XIV **Amendment of Bylaws**

14.1 Review. Bylaws will be reviewed annually by the Board of Directors in January.

14.2 Amendment of Bylaws. 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 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.

14.3 Approval of Proposed Amendments. The proposed amendment(s) shall be published in the Patter within sixty (60) days thereafter, together with an explanation of the proposed Amendment(s), together with the date of the meeting at which any proposed amendment(s) will be voted upon.

14.4 Ballots. Voting upon amendment(s) to the Bylaws shall be by ballot. Ballots will include space for providing the signature of each Active and Family active voting member, their membership

number, and their email address. Ballots cast in accordance with procedures adopted under Article XIV shall be valid, and all other ballots shall be invalid.

Amendment(s) to these Bylaws shall be approved by a simple majority of the votes cast by the membership. Ballots from a seven percent (7%) quorum of the voting eligible membership must be received if the amendment is to be passed. Members, if they so choose, can vote by mail or electronically, subject to submission deadlines and directions communicated in the official publication of the Chesapeake Region or on the Chesapeake Region's website at the time of publication of the proposed amendment(s).

14.5 Tellers. The Secretary and two Active or Family Active member appointed by the President shall open, count and tally all ballots, and certify the results.

14.6 Notice of Vote or Referendum Results. The results shall be read into the minutes of the meeting and published in the next issue of the official publication of the Chesapeake Region or published on the Chesapeake Region's website within seven (7) days.

EXHIBIT A

The Badge of the Chesapeake Region is shown below as noted in 3.3.

