

**PROPOSED BYLAWS
SUMMARY OF MODIFICATIONS
March 13, 2020**

ARTICLE I: NAME AND TERRITORY

Cecil County has been added to our defined territory.

ARTICLE II: GENERAL OBJECTIVES

Added in paragraph C is the statement: "It is expected that all members behave in an honorable, respectful and ethical manner."

ARTICLE III: POWERS, CORPORATE SEAL, AND BADGE

Section 2 &3: Corporate seal and badge

The corporate seal of the Club shall be a Fuchs style wheel with the outline of Delaware in the center and a mounted tire with the name of PCA and being inscribed with the name of the Club (Delaware).
The badge and the corporate seal shall be the same.

ARTICLE IV: MEMBERSHIPS, DUES, AND FEES

Section 2 Classes of membership

PCA National now defines "Classes of Membership

Active	18 yrs or older, dues paid, owns, co-owns, leases a Porsche
Family Active	Family member of Active member
Associate	Any active member who ceases to own a Porsche
Honorary	Awarded for outstanding interest in or service to the Regional Club
Life	Awarded to Active member for extraordinary service to the Region
Affiliate	Named by Active member in lieu of family active member

Section 8 Suspension

Any member may be suspended by a two-thirds vote of the Board of Directors or by PCA National for infractions of rules or regulations or for actions

detrimental to the best interests of the Club. If no appeal is made by the member within 45 days of receiving written notice of the suspension, the member is automatically expelled from PCA. If appealed within 45 days, the Board of Directors may continue the suspension for a define interval, lift the suspension, or expel the member. Suspensions are applicable to family active, family associate, and affiliate members.

Section 7 Privileges

- Members, including family members, in good standing shall be entitled to all privileges of the Club; excepting certain eligibility requirements for elected office as detailed in Article V Section 2 Eligibility.

ARTICLE V: ELECTED OFFICERS

Section 1 Elected Officers

The elected officers of the Club shall be a President, Vice President, Secretary, and Treasurer. Their terms of office shall be one (1) year and shall end on December 31. No officer shall serve in the same office more than two consecutive terms unless there is no nominee for the position.

Section 2 Eligibility

Only active and family active members, in good standing, are eligible for the office of Club President. This is both a PCA National requirement and a benefit to our Club since the President must be "active or family active" to be eligible to vote during meetings at PCA National meetings.

Active and family active members may not serve concurrently in elected positions.

Region members, including active, family active, associate, and affiliate members within the Region may be nominated for and hold the office of Secretary and Treasurer.

ARTICLE VIII: STANDING COMMITTEES and SPECIAL COMMITTEES

As is recommended by PCA National, this Article, through its 6 Sections, establishes the Board of Directors that is composed of the 5 Standing Committee Chairs and the 4 Officers of the Executive Committee. The 5 Standing Committees are Nomination, Archivist/Historian, Membership, Website/Official Publication, and Driver Education.

This Article formalizes the approach that has been in practice for years during Executive Committee meetings when committee members have attended the Executive Committee meetings, contributing to the Club's planning and management, and having an equal vote on Club matters.

ARTICLE IX: ELECTION OF OFFICERS

Section 1 Nominating Committee

The Executive Committee by unanimous vote will appoint a Nominating Committee Chairperson who will serve as a voting member of the Board of Directors. Two additional non-officer Active members will then be selected by the Committee chairperson. The Committee is responsible to accept all nominations for the following term. No later than the close of the October Club meeting the Nominating committee will recommend to the Executive Committee one or more candidates for each elected position.

Section 2 Nominations by the Members

Region members, including active, family active, family associate, and affiliates in good standing may nominate candidates for each office. Such nominations must be submitted to the Nominating Committee not later than the close of the October Club meeting of each election year.

Section 3 Notice of Elections

In the October official publication in any election year, the Club will publish both a notice of election and the names of all nominees for office.

Section 4 Election Process & Ballots

The primary method for casting votes shall be at the Club member meeting in November. For members unable to physically attend the Club meeting, the alternative method shall be via the mail-in, or by electronic process.

This section further describes the process.

Section 5 Tellers

On or after November 1 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 Executive Committee shall determine who shall be the Teller, which may include the Past President, a past officer, or the Zone representative.

This section further describes the process in the event of a tie, etc.

Section 6 Notice of Results

Election results will be distributed to the membership and/or posted on the official website, within the following 30 days.

ARTICLE XI: OBLIGATIONS AND INDEBTEDNESS

This Article establishes that only persons authorized by the Executive Committee shall incur any financial liability in the name of the Club, that any

such liability be incurred as corporate obligations, and no personal liability shall be attached to or incurred by any member or officer of the Club by reason of any such corporate obligation or liability.

No one, included elected officers, authorized to act on behalf of the Club may incur obligations or indebtedness in the name of the Club in excess of

\$250 without prior approval of the Executive Committee, except for: Printing, mailing, postage, and stenographic expenses for the Club's publications; stationary and postage for ordinary administrative use.

Committee chairs, elected officers, and special appointees will submit their annual budgets to the Treasurer for the review and approval of the Executive Committee.

The Treasurer will periodically publish the Club's financial status.

ARTICLE XII: EXECUTIVE COMMITTEE MEETINGS

Section 1 Executive Committee Meetings

Meetings will be held at least monthly. A simple majority is required to pass any voting issue with a quorum of three officers.

Section 2 Club General membership Meetings

Meeting notice will be published by the Executive Committee.

A meeting may be called by the President, the Executive Committee, or by the petition signed by 5% of the members in good standing.

ARTICLE XIII: OFFICIAL PUBLICATION

Upcoming events, notifications, event and activities summations, etc, will be published for the membership.

ARTICLE XIV: AMENDMENT OF BYLAWS

Board of Directors will review the Bylaws annually.

Proposed amendments may be made by the majority of the Board of Directors or by a petition by at least 20 members in good standing.

The proposed amendments will be printed in the official publication of the Club with 60 days with an explanation of the proposed amendments with the date of the meeting at which they shall be voted on.

Ballot and voting process will follow the process for electing Officers as described in Article IX section 4.

A 10% quorum of the total membership in ballots must be received if the amendment is to be passed..

Vote tallying will be accomplished by the Secretary and 2 voting members.

The results will be published within 7 days.