

Bylaws
As Amended October 1994

War Bonnet Region, Inc.
Porsche Club of America

ARTICLE 1: NAME

The name of the Club shall be PCA WAR BONNET REGION, INC.

ARTICLE II: GENERAL 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 good will 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 the 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: POWERS, CORPORATE SEAL, AND BADGES

Section 1 - Powers

The Club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of the State of Oklahoma and in these bylaws.

Section 2 - Corporate Seal

The Corporate Seal of the Club shall be circular in form, being inscribed with the name of the Club and the year and place of its incorporation.

Section 3 - Badges

The official badge of the Club shall be the official badge of the Porsche Club of America, Inc. The official badge of the region shall be available only from the region, to region members in good standing.

ARTICLE IV: MEMBERSHIPS, MEMBERSHIP AREA, DUES, AND FEES

Section 1 - Memberships

Membership in the Club shall be limited to members in good standing with the National Porsche Club of America.

Section 2 - Classes of Membership

The classes of membership will be those of the National Porsche Club of America.

Section 3 - Area of Membership

Memberships will be accepted primarily from the area which comprises the War Bonnet Region as defined by the Porsche Club of America, Inc.

Section 4 - Membership Applications

Applications are to be made on current application blanks to the Regional Club and accompanied by the dues as set for in Section t, following.

Section 5 - Dues

Dues shall be set by the National Club, and any financial needs in addition to the amount returned to the Regional Club by the National Club shall be met by assessments, the amount to be approved by a two-thirds majority vote of the regional membership. However, entry fees may be charged for events.

Section 6 - Membership Year

- a. The membership year terminates annually on the anniversary date of each member's original club membership. The Executive Secretary shall send each member on billing for renewal dues at or about the date due. Members who are in arrears for more than 45 days shall be dropped from membership.
- b. Subscription to the National Club's official publication shall begin with the issue of the next month after receipt of application of membership.

Section 7 - Privileges

Members in good standing shall be entitled to privileges as outlined by the National Porsche Club of America.

Section 8 - Termination

Membership in the War Bonnet Region may be terminated by:

- a. Resignation, submitted in writing to the Secretary of the Region or the Executive Secretary with forfeit of all dues paid to date of resignation.
- b. Expulsion for failure to pay annual dues as provided in Section 5, preceding.
- c. Request for transfer to another region within the jurisdiction of the National Club, submitted in writing to the Secretary of the Region or the Executive Secretary, if no longer residing in War Bonnet Region.
- d. Unsportsmanlike conduct or other improper conduct by vote of the Board of Directors upon written complaint signed by three members. The offending member must be

invited to a hearing by the Board. He must be notified at least 7 days prior to the meeting.

Section 9 - Liabilities of Membership

No officer or member of the Club shall be personally liable for any of its debts, obligations, or acts.

ARTICLE V: OFFICERS

Section 1 - Elected Officers

- a. The elected officers of the Club shall be President, Vice President, Secretary, and Treasurer. These officers shall be elected from the Board of Directors, by the Board of Directors by such method as they may agree on. This regular meeting shall be held between November 25 and December 31.
- b. Their terms of office shall be one year and shall end on December 31. No Director shall hold more than one elective office concurrently.

Section 2 - Appointed Officers

In addition to the elected officers, the President shall appoint each year a number of individuals to the various standing committees which are necessary to conduct the operation of the Club and its adopted programs.

ARTICLE VI: BOARD OF DIRECTORS

Section 1 - Number and Qualifications

The Board of Directors will consist of not less than Nine (9) nor more than Ten (10) members including the Past President. Each [member will will serve for three years. Directors may serve no more than two consecutive three year terms. Former Directors may be appointed to the Board after an absence of one year. At the inception of these bylaws the Board of Directors shall determine among themselves which three members shall serve one year, the three members that shall sere two years, and the three members that shall serve three years.

Section 2 - Responsibilities

The Directos shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of all committees, and shall insure compliance with these bylaws. The shall also examine, or cause to be examined, the Club financial records periodically, and not less than annually.

Section 3 - Powers

Subject to any limitations in the Articles of Incorporation, these bylaws, the general non-profit law of the State of Oklahoma or any other law of the State of Oklahoma or the United States, all corporate powers shall be exercised by and under the authority of, and the business and affairs of this corporation shall be conducted by the Board of Directors.

Section 4 - Quorum

Five Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors, There shall be no proxy voting. Every act of at least a simple majority of Directors present at a meeting duly held at which a quorum is present shall be regarded as an act of the entire Board of Directors, provided such act is placed in memorandum form in the minute book and signed by the five. Presence at any meeting waives all notice.

Section 5 - Board of Directors Meetings

The Board shall hold six regular meetings each year, and special meetings may be called by the President or by a majority of the Directors, with or without notice to other than themselves as they consider desirable: and action taken thereat shall have the same effect as if taken at a regular meeting provided Section 4 above is complied with.

Section 6 - Removal of Directors

Any elected Member of the Board of Directors of the Club may be removed by a petition signed by ten percent (10%) of the total membership and by a ballot vote of two thirds (2/3) majority of the voting membership. A Director may be removed from office by two thirds (2/3) vote of a Quorum of the Board of Directors present at a duly designated meeting, after thirty (30) days advance written notice of reasons for removal, or following three successive absences from regularly scheduled meetings.

Section 7 - Vacancies

A vacancy among the Board of Directors shall be filled by vote of the Board of Directors, with the individual to serve the remaining term of the vacancy.

Section 8 - Board of Directors Meeting Schedule

The regular meetings of the Board of Directors shall immediately follow the annual voting on directors, to elect officers, and in the months of January, March, May, July, and September. The date and location of each regular meeting shall be published in the War Whoop prior to the meeting.

ARTICLE VII: DUTIES OFFICERS AND PAST PRESIDENT

Section 1 - Duties of the President

The President shall be the principal executive officer of the Club and preside at all meetings of the members and the Board of Directors and shall perform the duties usually associated with this office. He may call special meetings of the membership under the provision of Article X.

Section 2 - Duties of the Vice President

The Vice President shall assist the President in the conduct of the administrative affairs of the Club and perform such other duties as may be assigned by the President and shall preside in the President's absence. In the event of the death, resignation, disability, or disqualification, of the President, the Vice President shall preside.

Section 3 - Duties of the Secretary

The Secretary shall attend all meetings of the members and the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast thereat. The Secretary shall have custody of the Club's minutes and correspondence, maintain a current roster of members in good standing, and perform all duties incident to this office, including notice of all meetings.

Section 4 - Duties of the Treasurer

The Treasurer shall be the custodian of the Club's funds and other assets, shall handle all receipts and disbursements and shall maintain all necessary records in connection therewith. He shall prepare, or cause to be prepared, such financial reports that are required by the National Organization, U.S. Internal Revenue Service, State of Oklahoma, or other appropriate parties needing such information.

Section 5 - Duties of the Past President

The Past President shall serve on the Board of Directors and act as an advisor to the Board.

ARTICLE VIII: ELECTION OF THE BOARD OF DIRECTORS

Section 1 - Nomination

Any member may nominate another member in good standing by submitting a written nomination countersigned by the nominee. The Board of Directors shall appoint a nominating committee (consisting of region members) which may nominate candidates for office. Nominations may be received by the Secretary or the nominating committee, beginning September 1st. Nominations will close October 10th. If there are no nominations for a Director, the vacancy will be filled following ARTICLE IV, Section 1 and Section 7.

Section 2 - Election

By the first day of November the Club Secretary shall mail to each Active and Family member in good standing a confidential ballot, to their last known address. Due notice shall be given therein that only ballots postmarked on or before Midnight, November 15, shall be considered valid. Each ballot shall include the names of all qualified nominees. Before the 25th day of November the Secretary and at least two (2) members of the Nominating Committee not running for office shall open, count, and tally all valid ballots and certify the results. As soon as the count has been completed, the Secretary shall notify the President who shall immediately cause to be notified all successful candidates of the fact of their election. Unsuccessful candidates may audit said results on request to the Nominating Committee. Actual ballot tally shall remain closed to all others.

ARTICLE IX: COMMITTEES

Section 1 - Standing Committees.

Standing committees will normally include, but not be limited to, the following Membership, Activities, Publications, Technical, and Parliamentary. The chairmen of

these committees shall be appointed by the President. The individual committee chairman shall appoint the members of his committee.

Section 2 - Membership Committee

The Membership Committee shall consist of a chairman, or co-chairman and such committee members as he may appoint. The powers and duties of this committee shall be as follows: To pass on qualifications of applicants, to determine continuing qualification of members, and to notify the Board of Directors when a members ceases to qualify for membership; to grant reasonable grace periods in cases where a member temporarily does not qualify for membership, to vote on a forfeiture of membershp and pass on to the Board of Directors for ratification.

Section 3 - Activities Committee

The Activities Committee may consist of a chairman or co-chairman and such committee members as he may appoint, and shall be responsible for:

- a. Compiling, enforcement, and interpretation of competition rules under which events are conducted. Unless otherwise specified for and individual event, current Parade Competition Rules (P.C.R.) will be used.
- b. Collection and distribution of all fees and monies within a budget approved by the Board of Directors in connection with competition events.
- c. Scheduling of events.
- d. Negotiation for procurement of suitable sites for competition events.
- e. Coordination with other organizations in connection with conducting and participating in competition events.
- f. Issuance of press releases concerning competition events.
- g. Final ruling on all protests. A Protest Board shall consist of any three members of the committee appointed prior to the event by the chairman.
- h. Procurement of awards for competition.

Section 4 - Publications Committee

The Publications Committee shall consist of an editor or co-editor as chairman or co-chairman of the committee and such committee members as he appoints. The powers and duties of this committee consist of preparing the Regional Newsletter (War Whoop) and such other publications as the Board of Directors may direct.

Section 5 - Technical Committee

The Technical Committee shall consist of a chairman or co-chairman of the committee and such committee members as he appoints. The powers and duties of this committee are:

- a. To perform any necessary safety inspection of vehicles in connection with competition events put on by the Club. Any special safety requirements must be posted prior to the event.
- b. To contribute technical notes to the editor of the Regional Newsletter.

Section 6 - Parliamentary Committee

The Parliamentary Committee shall consist of a chairman and such committee members as he may appoint, none of whom shall be members of the Board of Directors. At least one member of this committee shall be present at all general and special membership meetings to advise the Chairman on points of view. This committee shall continue to study these bylaws and recommend to the Board of Directors amendments which may be requested by any substantial group of membership of the Club.

Section 7 - Special Committees

Special Committees may be appointed at any time by the President for a special purpose, and discharged from further service when their report on the special duty to which assigned is accepted or a special event is completed. There is no limitation as to the number of committees or committee members.

ARTICLE X: MEETINGS OF THE GENERAL MEMBERSHIP

Section 1 - Meetings

Meetings of the members of this corporation for any purposes whatsoever may be called at any time by the President, by a majority of the Board of Directors, or by petition signed by fifteen percent (15%) of the members. Due notice shall be given stating the date, time, place, and purpose of any meeting at least 10 days before such meeting.

Section 2 - Quorum

A quorum of any meeting of the members hereof shall consist of a majority of the Board of Directors and whichever is greater: (a) twenty (20) active or family members in good standing or (b) twenty percent (20%) of the membership in good standing. Every act of a meeting duly held at which a quorum is present shall be regarded as an act of the entire membership if reduced to writing and recorded by the Secretary.

Section 3 - Voting

At all meetings of the members, each Active member and each Family member in good standing shall be entitled to one vote on any matter which may properly be brought before the membership. Such vote may be viva voce, or by written ballot. There shall be no cumulative voting, nor shall any proxy be permitted.

Section 4 - Conduct of Meetings

The President or such other member of the Board of Directors as the Chairman may appoint, shall preside at all meetings.

Section 5 - Minutes

Minutes of all meetings shall be recorded by the Secretary of this Club, or by such person as may be appointed by the Secretary. At each general meeting the minutes of the previous meeting shall be read unless waived by the members present.

ARTICLE XI: FISCAL YEAR

The Club's fiscal year shall be the calendar year.

ARTICLE XII: OBLIGATIONS AND INDEBTEDNESS

- a. Obligation or indebtedness in the name of the club shall be incurred only (1) for the general benefit of the entire membership; and (2) by authorization of the Board of Directors, and no personal liability shall result for action so taken.
- b. All persons or corporations extending credit to, contracting with, or having any claim against the Club or Board, shall look only to the funds and property of the Club for the payment of any debt, damages, or judgement or decree or any other money that may become due and payable from the Club or the Board.

ARTICLE XIII: AMENDMENTS TO BYLAWS

The bylaws of this corporations my be amended at ny time in the following manner:

- a. Upon recommendation by not less than four (4) Directors and a vote on such amendment by the general membership.
- b. Any two members may petition the Board of Directors to amend the bylaws. Such petition must be in written form and signed. The petition must carry a 2/3 vote by the Board, at a regular Board of Directors meetings, to be forwarded to the general membership not later than 60 days after approval.

The Parliamentary Committee shall prepare the suggested amendment in such a manner that it may be legally incorporated in these bylaws.

The properly prepared amendment shall be mailed to each Active or Family member in good standing in the form of a ballot. Thirty (30) days from the mailing date, the Secretary shall count the valid returned ballots, and if a two-thirds (2/3) majority of said ballots are in favor, the amendment shall be deemed adopted. Thereupon the Secretary shall cause it to be included into the next succeeding Newsletter.

In any case, the Secretary shall announce the results of the ballot by reading it into the minutes of the membership meeting next succeeding the counting of the ballots.

ARTICLE XIV: ENACTING CLAUSE

These bylaws shall be mailed to each Active or Family Member in good standing in the form of a ballot. Upon a two-thirds (2/3) majority vote of those valid returned ballots these bylaws will become effective. The Club officers shall cause them, in their final form, to be printed and a copy furnished to each Active Member henceforth.

The following is not part of the BYLAWS, but a brief presentation of information about War Bonnet Region.

PCA WAR BONNET REGION, INC. was granted a corporate charter by the Secretary of State of Oklahoma on July 10, 1967. The stated purpose of the corporations was Educational - not for profit.

The U.S. Internal Revenue Service assigned Employer I.D. Number 51-0180299 and granted Section 501(c)(7) tax status (not for profit) to the region.

The Porsche Club of America, granted the region a charter on December 28, 1966.