

Bylaws

Porsche Club of America, Delaware Region

March 13, 2020

ARTICLE I: NAME & TERRITORY

The name of the Club shall be the Porsche Club of America, Delaware Region, Inc.

The Club's territory shall include the State of Delaware, Wicomico, Worcester, Cecil, and Somerset Counties in the State of Maryland, which are embraced within the pertinent Region of the Porsche Club of America, 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 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 Delaware Region, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned to the Club in interest or purpose. In furtherance of this goal, the Porsche Club of America, Delaware Region is and shall remain a totally member-driven and primarily 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

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 Delaware, and in these Bylaws.

Section 2 – Corporate Seal

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 (PCA Delaware Region).

Section 3 – Badge

The badge of the Club and the corporate seal shall be one and the same The logo/badge for the Club shall be as shown on exhibit A to these Bylaws. No substantial alteration to the logo/badge may be adopted by the Club unless approved by a majority vote of its voting members.

ARTICLE IV: MEMBERSHIPS, DUES, AND FEES

Section 1 – Membership

Membership in the Club 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 Club and its objectives as provided in Section 2 (B), (C), and (D) of this Article. Members of the Delaware Region do not have to reside within the Region's defined territory.

Section 2 – Classes of Membership

A. **ACTIVE** – Any owner, lessee or co-owner of a Porsche acceptable to our Regional Club, who is 18 years of age or older, having paid Club 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 Club and its objectives having paid Club 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 Committee, 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 Committee be renewed. This class is only applicable to the region that person belongs to and does not translate to life membership in PCA.

E. **LIFE** – Any person who, on the affirmative vote of the Board of Directors, is deemed to have performed such extraordinary service to the Club as to warrant this singular honor. 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. A life member shall be considered as an active member, may name a family member under (A) above. This class is only applicable to the region that person belongs to and does not translate to life membership in PCA.

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.

Section 3 – National and Regional Club Membership

No active, family-active, associate, or affiliate member may hold membership in the Delaware Region without at the same time being a member in good standing of a National Club which are each a separate

legal entity.

Section 4 – Membership Application

Applications for membership may be made either through the National Office or the Delaware Region, either of which may reject it.

Section 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 Delaware Region such part thereof as shall have been set by the 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.

Section 6 – Membership Year

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

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.

Section 8 – Suspension

Any member may be suspended by a two-thirds vote of the Board of Directors or by a National Club in accordance with its Bylaws for infractions of Regional Club or National rules or regulations or for actions inimical to the general objectives or best interests of Club 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.

Section 9 – Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Regional Club 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 Club 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.

Section 10 – Transfers

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

Section 11 – Termination

An Active member or Associate member may terminate or change the Affiliate or Family-Associate membership by written notice to the National office.

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 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 that position.

Section 2 – Eligibility

Only active members and family-active members, in good standing, shall be eligible to be nominated for the office of Club President and Vice President.

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

Family members shall not both concurrently be on the Executive Committee.

ARTICLE VI: EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1 – Executive Committee

The President, the Vice President, the last Past President continuing to be an active member of the Club, the Secretary, and the Treasurer shall constitute the Executive Committee in which the government of the Club shall be vested. It shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the committees, and it shall insure compliance with these Bylaws. All decisions of the Executive Committee shall be by a majority vote unless otherwise provided in these Bylaws.

Section 2 – Board of Directors

The elected officers, chairs of the standing committees, last Past President continuing to be an active member of the Club shall constitute the Board of Directors of the Club. It shall be the responsibility of the Board of Directors to determine all matters of Club policy. The Board of Directors shall insure the proper conduct of the administrative affairs of the Club by the Executive Committee, the fulfillment of duties by the officers, and compliance with these Bylaws. All decisions of the Board of Directors involving major policy considerations shall be arrived at by mail, telephonic or electronic canvass of the entire Board. All decisions shall be by majority vote of the Board members voting. 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.

ARTICLE VII: DUTIES OF OFFICERS

Section 1 – Duties of President

The President shall preside at all meetings of the Executive Committee (EC) and the Board of Directors

and shall perform the duties usually appertaining to the President's office. The President shall call at least nine (9) meetings of the Executive Committee per calendar year. The President may call special meetings of the Executive Committee as the President may see fit or at the request of any 3 members of the Committee. Standing committee chairs or their delegates shall attend the Executive Committee meetings.

The President shall cause to be published in the Club's official publications reports on the status of the Club, its plans and programs. 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.

Section 2 – Duties of 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 to the Vice President by the President.

Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the Executive Committee 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 Club's official magazine or on the Delaware's club web page notices of proposed and adopted amendments of these Bylaws and other matters including minutes of the Executive meetings relating to the proper conduct of the Club. The Secretary shall have custody of or cause to be kept the Club's National Charter and all non-financial records at all times. The Secretary shall perform all duties incident to the Secretary's office required by law.

Section 4 – Duties of Treasurer

The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Club. The Treasurer shall cause all monies of the Club to be deposited to the Club accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Club assets and of all payments of Club debts and obligations. The Treasurer shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall cause to be published in the Club's official publication a full and correct report annually on the financial status of the Club. The Treasurer shall also give a full and correct report on the financial status of the Club at all meetings of the Executive Committee.

The Treasurer shall cause to be maintained books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Club. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer or by such other person(s) as designated by the Executive Committee, and who is (are) overseen by the Treasurer. The Treasurer shall submit the Region's books of account and records to an accountant or accounting firm for audit at the request of the Board of Directors or Executive Committee.

The Treasurer shall have custody of the financial records of the Club records.

Section 5 – Duties of the Past President

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

Section 6 – Vacancies / 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.

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 Committee 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 Committee may declare vacant the seat of any Executive Committee member who is absent from three (3) consecutive meetings of the Executive Committee without reasonable cause or report submission.

Section 7- Financial Accounts

The Executive Committee will specify a minimum of one additional Elected Officer's name other than the Treasurer as signature authority on the Club's accounts.

ARTICLE VIII: STANDING COMMITTEES and SPECIAL COMMITTEES

Section 1 – Appointment of Standing Committee Chairs

Standing Committee Chairs are appointed by a majority vote of the Executive Committee and may, in like manner, be dismissed by the majority vote of same, except that a unanimous vote 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.

Any voting member of the Club may serve as a member or Chair of a Standing Committee.

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

Section 2 – Standing Committees

There shall be five (5) permanent standing committee Chairs of the Club, as follows:

- 1) Nomination
- 2) Archivist / Historian
- 3) Membership
- 4) Website / Official Publication
- 5) Driver Education

Section 3 – Standing Committee Members

Standing Committee members must be a member in good standing of the Club 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 a majority consent of the Executive Committee.

Section 4 – Duties and Responsibilities

Committee Chairs are responsible to the Executive Committee and are expected to attend all meetings of the Executive Committee. Should a Committee Chair require an expenditure of funds, the chair shall submit an annual written budget of all anticipated expenses and income in connection with their function.

Section 5 – Special Committees

The Executive Committee may create such other ad hoc committees from time to time as required to execute the Club's special activities, events, or objectives.

Section 6 - Term

Standing Committee Chair and member terms are from January 1 to December 31 of each year. They will automatically renew each year unless terminated by a majority vote of the Executive Committee.

ARTICLE IX: ELECTION OF OFFICERS

Section 1 – Nominating Committee

The Executive Committee, by unanimous vote, will appoint a Nominating Committee Chairperson who shall serve as a voting member of the Board of Directors. Two other non-officer Active Members selected by the Standing Committee Chair shall serve as members of the Nominating Committee. The Nominating Committee is responsible to accept all nominations for following term. Not later than mid-September of each election year, the Nominating Committee shall recommend to the Executive Committee at least one or more candidates for each elected Officer position. Elections shall be held during the month of November.

Section 2 – Nominations by the Members

Region members, including active, family-active members, associate, region life & affiliates in good standing may nominate candidates for each office. Such nominations must be submitted to the Nominating Committee no later than the October Club meeting of each election year.

No member may be nominated or placed on the ballot without their consent. Nominations may be "write-in" but must be in place prior to the election.

Section 3 – Notice of Elections

In the official publication for the Club 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.

Section 4 – Election Process & Ballots

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

During the last fifteen days of October of any election year, the Secretary shall cause to be mailed, or by electronic means or either combination thereof, to all current active members a notice of election and a ballot.

Region members, including active, family-active members, associate, family associate, and affiliates in good standing are entitled to one (1) vote each on any and each issue arising. The individuals receiving the greatest number of votes cast for each respective office by the members present at the election meeting, and mail-in ballots shall be declared the winner.

The ballot shall contain:

- Names of the nominees
- Instructions to vote for no more than one candidate for each Officer position.
- Space for voting.
- Space provided for write-in votes.
- Space provided for the signature of each voting member, their individual membership number, and their email address (if appropriate).

The notice of election shall set a return date for the ballot which shall be at least 60 days before the end of the year.

All ballots must be received by the Secretary no later than one week prior to the November Club meeting. Ballots may be mailed or sent electronically to the teller (see below for identification of teller).

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 (if willing and available) 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 Teller shall flip a coin in the presence of the candidates or members present to determine a winner.

Written protests shall be directed to the Executive Committee within 15 days of the results being announced. The Executive Committee has 15 days to hear the objection and determine a resolution. The Executive Committee decision will be final.

Section 6 – Notice of Election Results

The Secretary shall cause to be published within 30 days the results of the election in the Club's official publication and/or on the Club's website.

Section 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 Committee for the purpose of appointment of committee members whose terms are to start at the

Committee 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 or mail, or electronic means. The newly elected officers shall officially assume the duties of office on January 1 of the following year.

ARTICLE X: FISCAL YEAR

The fiscal year of the Club shall be the calendar year.

ARTICLE XI: OBLIGATIONS AND INDEBTEDNESS

Section 1 – Authority to Incur Obligations or Indebtedness

Only persons authorized by the Executive Committee to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. 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 Club by reason of any such corporate obligation or liability.

No elected officer or any other person authorized to act on behalf of the Club shall incur any obligations or indebtedness in the name of the Club in excess of the sum of \$250.00 without prior approval of a majority of the Executive Committee, except for the following purposes:

- * Printing, mailing, postage and stenographic expenses of the Club's official publications.
- * Stationary and postage for ordinary administrative use.

All obligations incurred by the Club will be incurred solely as corporate obligations. No personal liability whatsoever will be attached to or be incurred by any officer or member of the Club, by reason of any corporate obligation or liability.

Section 2 – Unauthorized Obligations

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

Section 3 – 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 act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligations or indebtedness which the Club may be required to pay.

Section 4- Financial Oversight

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

The Treasurer shall submit and the Executive Committee shall internally review and audit quarterly reports on the Club's finances.

The Treasurer shall give a full and correct report on the financial status of the Club at any meeting of the Executive Committee.

The Treasurer shall cause to be published in the Club's official website a full and correct report semi-annually on the financial status of the Club.

The Treasurer may submit the Club's financial records to an independent certified public accountant, at the Club's expense and at the close of the fiscal year, for audit if directed by the Executive Committee.

ARTICLE XII: EXECUTIVE COMMITTEE MEETINGS

Section 1 – Executive Committee Meetings

Meetings of the Executive Committee may be called at any time, but at least every other month, by the President or by a majority of the Executive Committee members. Each Executive Committee 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 Committee is required to pass a voting issue with a quorum of three officers.

Meeting attendance may be in person or electronically.

Section 2 – Club General Membership Meetings

Meetings of the members shall be at such time and place as designated by the Executive Committee. Due notice of any Club Member Meetings shall be given by publishing in the official publication, on the club'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 Committee, or by a petition signed by five (5) percent of the members in good standing. 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 five (5) percent of the members in good standing, or ten (10) members in good standing whichever is larger.

Voting – At all meetings of the members, each 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, shall preside at all meetings and will manage the agenda, discussion and voting.

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

ARTICLE XIII – OFFICIAL PUBLICATION

The Club will publish in an official publication to announce upcoming events, official notifications, stories about activities, etc. Official publications may include the Clubs Website, the clubs Facebook page, or emails from any of the Executive Committee to all members.

ARTICLE XIV: AMENDMENT OF BYLAWS

Section 1 – Review

Bylaws will be reviewed for understanding annually by the Board of Directors in January.

Section 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 twenty (20) members in good standing. The Secretary shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws.

Section 3 – Approval of Proposed Amendments

The proposed amendment(s) shall be printed in the official publication of the Club 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.

Section 4 – Ballots

Voting upon amendments to these Bylaws shall be by ballot, as described in Article IX Section IV, and approved by a majority of the votes cast by the membership. A 10% quorum of the total membership in ballots 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 Club or on the Club's website at the time of publication of the proposed amendment(s).

Section 5 – Tellers

The Secretary and two voting members appointed by the Executive Committee shall open, count and tally all ballots, and certify the results.

Section 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 Club or published on the Club's website within seven (7) days.