

Porsche Club of America - Sierra Nevada Region, Inc.

Bylaws – Updated 2008

ARTICLE I: Name and Boundary

Section 1 – Name

The name of the club shall be the Porsche Club of America - Sierra Nevada Region, Inc.

Section 2 – Boundary

The geographic boundaries will extend from the summit of the Sierra Nevada Mountains on the west to the borders of California and Nevada on the North to the borders of the state of Nevada on the east to the latitude approximately pass through Tonopah, Nevada, on the south. Includes the following counties: CA: Alpine, El Dorado (east of Carson Pass), Mono, Nevada (east of Donner Pass), Plumas, Sierra (east of Yuba Pass); NV: Churchill, Douglas, Elko, Eureka, Humboldt, Lander, Lyon, Mineral, Ormsby, Pershing, Storey, Washoe, White Pine.

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 standard 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 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 Sports Car Clubs as may be desirable.

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 Nevada, 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 - Badge

The badge of the Club shall be a rounded, square form with Sierra Nevada Region Porsche Club of America inscribed on the outside margin. The colors of the badge shall

be red, white, blue, brown, green and black and shall be of a design symbolic of the Sierra Nevada area of the United States of America.

ARTICLE IV: Membership. Dues and Fees

Section 1 - Membership

Membership in the Club shall be restricted to owners, lessees and 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. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designed as a Porsche automobile by 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.

Section 2 - Classes of Membership

A. ACTIVE - Any owner, lessee or co-owner of a Porsche, acceptable to the Club, who is 18 years of age or older, having paid Club dues and fees as required. An active member shall have the right to request a family - active member which shall be one other person of the active member's immediate family - also 18 years of age or older, with the restriction that this person be an active member's spouse, brother, sister, son, daughter, mother or father, whether otherwise qualified for active membership by ownership of a Porsche or not.

B. 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 who has paid Club dues and fees as required. A person of the associate member's family, who has been a family active member as in (A), may continue as a family associate member similarly.

C. HONORARY - Any person who, on the affirmative vote of the Board of Directors, 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 Board of Directors, be renewed.

D. LIFE - Any person who, upon the three-fourths vote of the Board of Directors, is deemed to have performed such extraordinary service to the Club as to warrant this signal Honor. A life member shall be considered as an active member with all the rights pertaining thereto.

E. AFFILIATE MEMBER - A person, 18 years of age or older, named by an active member at the time of joining or at any renewal of member in lieu of a family active member.

F. DEALER MEMBER - Any person employed by a Porsche dealer driving a Porsche supplied by the dealer or distributor, but not actively owned by an employee, who pays all required Club dues and fees.

G. DUAL MEMBER - Any owner, lessee or co-owner of a Porsche, who has met all

requirements of membership in the duly recognized region of his primary residence, who does not reside within the boundaries of the Club as specified in Article I, who desires to participate in the Club's activities on a equal consideration with a regular active member. No such person may hold membership in the Porsche Club of America - Sierra Nevada Region without being a member in good standing of the National Porsche Club of America.

Section 4 - Membership Application

All applications for membership shall be submitted to the Board of Directors of the Club, which shall accept or reject the application. Accepted applications will then be endorsed by the elected Regional official and forwarded to the National Executive Secretary for enrollment as a member. In case of rejection, the applicant or member on behalf of the applicant may appeal to the National Executive Council whose decision, unless overruled by a vote of at least two-thirds of the Club's members, shall be binding on the Club.

Section 5 - Badge Fee

A Region badge fee, which shall be optional, shall be determined from time to time by the Board of Directors.

Section 6 - Dues

The National Club shall set dues for all membership classifications with the exception of dual member. The fee for dual membership shall be determined from time to time by the Board of Directors.

Section 7 - Membership Year

The membership year shall begin the month of the member's initial application and shall be renewable on the anniversary date thereafter. Any member who has not paid the annual dues within forth-five (45) days after his anniversary date, shall be dropped from the membership rolls of the Club.

Section 8 - Privileges

A. All members of whatever membership class shall be entitled to attend Club activities and social events and shall be entitled to any reduced entry or admission fees accorded to active members.

B. Only active and active family members shall be entitled to hold elective office.

C. Only active and active family members shall be entitled to vote for Club officers and on issues brought before the Club membership.

D. All classes of membership may hold appointive office.

Section 9 - Suspension

Any member may be suspended by two-thirds vote of the Board of Directors of the Club, for infractions of National or Regional rules or regulations or for action inimical to the general objectives or best interests of the National or Regional Club. 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 Board of Directors or committee appointed by it for the purpose, concerning the alleged misconduct. The 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 and family associate members.

Section 10 - Resignation

Any member may resign by addressing a letter of resignation to the Secretary of the Club or to the Executive Secretary of the National Porsche Club of America. The recipient shall inform the other of the resignation. The resignation shall become effective upon receipt and all Club privileges terminate as of that date. An active member may terminate the membership of an affiliate member by written notification to the Executive Secretary of the National Porsche Club of America.

ARTICLE V: Elected Officers and Appointive Office

Section 1: Elective 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. These officers may be re-elected by a vote of the membership if these officers desire to serve an additional year. No member may hold more than one office at a time except when a critical office is vacant and must function until filled. The filling of that office may be appointed from within the Board of Directors by the president and ratified by a vote of the Board of Directors. ~~No member shall serve more than four consecutive years in an elected office.~~ No officer may continue in office if he or she shall move his/her residence beyond the boundaries of the Region as stated in Article 1.

Section 2: Appointive Office

The elected officers of the Club, following the annual election, shall appoint the Activities Chairman, Newsletter Editor, Membership Chairman, Technical Chairman, Web Master, Competition Chairman and Member at Large, who shall administer the Goodie Store and each shall serve a one year term coinciding with the elected officers' terms.

Section 3: Board of Directors

The Board of Directors shall consist of five members, all of whom must be active or family members in good standing. All members of the Board of Directors shall have a full vote in Club matters. The members of the Board of Directors shall include the following elected officers: President, Vice-President, Secretary, Treasurer the immediate past President.

Section 4: Chairman of the Board of Directors

The Chairman of the Board of Directors shall be the duly elected Club President.

ARTICLE VI: Quorum and Voting:

Section I – Quorum: A majority of the authorized number of the Directors constitutes a quorum. Of those present, a majority of those Directors present is required to carry a motion.

Section II – Voting by proxy: Members of the Board may participate in a meeting through the use of conference telephone or similar communication equipment so long as all members that participate in such a meeting can hear one another.

ARTICLE VII: Duties of Officers

Section 1 - Duties of the President

The President shall preside at all meetings of the Board of Directors and shall perform the duties usually pertaining to his office. He shall call a meeting of the Board of Directors once monthly and may call special meetings of the Board as he may see fit. The President shall cause to be published in the Club's newsletter an ongoing report on the status of the Club its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Club. 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.

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 to him by the President.

Section 3 - Duties of the Secretary

The Secretary shall attend all meetings of the Board of Directors and shall keep full and complete minutes of the proceedings of all votes cast. The Secretary shall cause to be published in the Club's newsletter, notices of proposed and adopted amendments to the Bylaws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of the corporate seal at all times as well as the Club's records. The Secretary shall perform all duties incident to this office required by law.

Section 4 - Duties of the Treasurer

The Treasurer shall have custody of all monies, debts, obligations and assets belonging to the Club. The Treasurer shall receive all monies of the Club and deposit them in the Club account in a bank 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 newsletter, a monthly report of the Club's expenses and a full and correct report semi-annually on the financial status of the Club. The Treasurer shall also give a full and correct report of the financial status of the Club at any meeting of the Board of Directors. The Treasurer shall sign all checks and other orders for payment of monies in the name of the Club.

Section 5 - Interim Appointments

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

ARTICLE VII: Election of Officers

Section 1 - Nominating Committee

A Nominating Committee, which shall consist of three active members or active family members in good standing with the Club, shall be appointed by the Board of Directors in September each year. This committee shall select a slate of officers consisting of one or more nominees for each of the elected offices of the Club. The slate of nominees so selected will be printed in the September issue of the Club's newsletter for distribution to each member of the Club.

Section 2 - Nominations by the Members

Active members in good standing may nominate any other eligible member of the Club who may serve in the capacity of an elected office within 30 days following the publication of the nominees selected by the nominating committee. Such nominations must be submitted in writing to the Secretary of the Club prior to being accepted for publication in the Club's newsletter.

Section 3 - Notice of Elections

The Secretary shall cause to be published in October of each calendar year in the Club's official newsletter publication a notice of election and the names of all nominees for office and with a ballot. The notice of election shall set a return date for the ballot, which shall be at least 30 days before the end of the calendar year.

Section 4 - Ballots

All balloting shall be by mail. Votes shall be cast on standard size postcards indicating the member's choice of candidates and offices for which they stand and must be signed by the member. Any member shall be entitled to write in the name of any member in good standing as his choice for any office. All ballots shall be mailed to the Secretary of the Club no later than the specified date set forth in the notice of election. Unsigned ballots or ballots mailed subsequent to the return date shall be invalid.

Section 5 - Tellers

Three active or active family members in good standing with the Club shall be appointed by the Secretary to tabulate the votes cast within ten days of the return date and shall certify the results of the election to the Secretary. The member who receives the greatest number of votes cast for the office for which he is a candidate shall be declared elected.

Section 6 - Notice of Election Results

The Secretary shall cause to be published the results of the election in the Club's official newsletter.

ARTICLE VIII: Fiscal Year

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

ARTICLE IX: Obligations and Indebtedness

Section I - Authority to Incur Obligations or Indebtedness

Only the elected officers or persons authorized by the Board of Directors to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations and indebtedness incurred in accordance with the provisions of these Bylaws

shall be incurred solely as corporate obligations. NO personal liability whatever shall attached 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 is authorized to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club in excess of \$100 without prior approval of the majority of the Board of Directors, except for the following obligations:

- A. Printing, mailing, postage and stenographic expenses of the Club's official publication.
- B. Stationery and postage for ordinary administrative use. No obligation shall be incurred in the name of the Club in excess of \$100 other than for the purposes enumerated above without the prior approval of the majority of the Board of Directors.

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 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 any ultra vires act. The person or persons responsible for such act or acts shall be personally liable, individually or collectively, to the Club in any amount equal to the obligations and indebtedness which the Club may be required to pay.

ARTICLE X: Amendment of the Bvlaws

These Bylaws may be amended by a majority of the votes cast in a referendum by the membership, which shall be conducted by mail or email. The posting of proposed changes to the clubs membership maybe accomplished through publishing in the newsletter or in the clubs official website with notification by email or clubs newsletter.