

Porsche Club of America Green Mountain Region, Inc.

BYLAWS

ARTICLE I - Name and Principal Office

Section 1.01 Name. The name of this corporation shall be the Porsche Club of America, Green Mountain Region, Inc. (hereinafter may be referred to as the “Club”).

Section 1.02 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.

The Club may hold property, real and personal, incidental to the carrying out its purposes and subject to established legal requirements.

Section 1.03 Office. The principal office shall be located within the State of Vermont as designated by the Board of Directors.

Section 1.04 Seal. The seal shall be circular in form and bear on its outer edge “PCA Green Mtn. Region, Inc.”, and in the center “Vermont, Corporate Seal, 1987”. The Board of Directors may change the form or designation on the seal at any time.

Section 1.05 Relationship to PCA. The Club is a chartered Region of Porsche Club of America (“PCA”) consistent with the PCA Bylaws, but is an independent corporation.

ARTICLE II - Purpose

Section 2.01 Purpose. The objectives of the Club are:

- a. To bring together owners and enthusiasts of Porsche automobiles for the purpose of exchanging information, recreational activities and other lawful purposes.
- b. To promote the highest standards of courtesy and safety on the roads.
- c. 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.
- d. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- e. The establishment and maintenance of mutually beneficial relationships with the Porsche Works, Porsche Dealers, and other service sources.

- f. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
- g. The establishment of such mutually cooperative relationships with other Sports Car Clubs as may be desirable.
- h. Supporting charities as from time to time authorized by or pursuant to the authority of the Board of Directors.
- i. To sponsor educational events concerning Porsche automobiles and the safe operation of Porsche vehicles.
- j. The preservation of the independence of the Porsche Club of America (PCA) and the Green Mountain 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, Green Mountain Region is and shall remain a totally member-driven and primarily member-financed independent entity allowing neither inappropriate or undue influence, financial or material, from outside its domain, owing allegiance only to its members.

ARTICLE III - Membership

Section 3.01 Eligibility. Membership in the Club shall be restricted to owner, lessee or co-owner of a Porsche who is 18 years or older, and to other persons as provided for in Section 3.02, and who is a member in good standing of PCA. There shall be no discrimination with respect to race, creed, color, ethnic origin or gender.

Section 3.02 Classes of Membership.

- a. ACTIVE – Any owner, lessee or co-owner of a Porsche who is 18 years of age or older, having paid the required dues and fees.
- b. FAMILY ACTIVE MEMBER – 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. AFFILIATE – Any person 18 years of age or older, named by the Active member or Associate member in lieu of a Family Active member or Family Associate member.

Section 3.03 Membership Applications.

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

Section 3.04 Dues.

Dues are set by PCA and include an amount returnable to the Club. Fees and assessments by the Club shall be approved at a meeting of the Club members.

Section 3.05 Membership Year.

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

Section 3.06 Privileges.

Members in good standing shall be entitled to all the privileges of the Club, except that associate members and affiliate members shall be entitled neither to vote nor hold elective office. Further family active members, affiliate members, and family associate members shall not be entitled to receive any duplication of any mailing to the Members. Votes will be accepted from active members and family active members who may cast one vote each in any election or referendum.

Section 3.07 Suspension.

Any member may be suspended by a two-thirds vote of the Board of Directors of the Club in accordance with its bylaws, for infractions of National or Regional rules or regulations or for actions 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 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 3.08 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 3.09 Transfers.

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

Section 3.10 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 IV - Meetings of Members

Section 4.01 Annual Members Meeting.

The Annual Meeting of the members of the Club shall be held in October of each calendar year, within the Club's territory at a time and place determined by the Board of Directors. Notice of the Annual Meeting shall be communicated at least 30 days prior to such meeting by written notice, or by any means of electronic communication including but not limited to the Club website, Club newsletter, Club emails, or by other means as determined by the Board of Directors.

Section 4.02 Special Meetings.

Special meetings of the Club members may be called by the Board of Directors at any time. The Minutes of a Special meeting shall be distributed to all Club members within 10 business days via the Club website, Club newsletter, Club emails, or other means deemed appropriate by the Board of Directors.

Section 4.03 Quorum.

At any Annual or Special meeting of the Club, the active members and family active Members present shall constitute a quorum.

Section 4.04 Voting.

At all meetings of Club members, votes will be accepted from active members and family active members who may cast one vote each in any election or matters which may be properly brought before the membership. Voting may be by voice or by written ballot. There shall be no cumulative voting nor shall proxies be permitted.

Section 4.05 Conduct of Meetings.

All meetings shall be chaired by the President, or in his/her absence by the Vice President. If neither of them is present, the meeting shall be chaired by a member of the Board of Directors present excluding the Secretary.

ARTICLE V – Elected Officers

Section 5.01 Elected Officers.

The elected officers of the Club shall be a President, Vice President, Secretary and Treasurer. The elected officers shall be active or family active members of the Green Mountain Region and in good standing with PCA. No member may hold more than one elected office at a time.

Section 5.02 Term of Office and Term Limits.

The term of office for the elected officers shall be two calendar years, and shall end on December 31 of the second year. The term limit for President is two consecutive terms. There are no term limits for Vice President, Secretary, and Treasurer. A period of one term must elapse before a President may hold office as President again. The Board of Directors may waive term limits if it is deemed necessary to maintain continuous executive management of the Club.

Section 5.03 Removal and Resignation.

Any officer may be removed for actions detrimental to the Club at any time by a two-thirds vote of the Board of Directors. Any officer may resign at any time by delivering a written notice to the Board of Directors; unless otherwise specified therein, such resignation shall take effect upon delivery. Any vacancy occurring in any Office, except the President, of the Club by death, resignation, removal or otherwise, may be filled with an interim appointment by the Board of Directors for the balance of the unexpired term. A vacancy created by death, resignation, removal or otherwise of the President shall be filled by the Vice-President.

ARTICLE VI – Board of Directors

Section 6.01 Composition.

The Board of Directors shall number not less than nine (9) nor more than eleven (11) members.

At a minimum, the Board of Directors shall be comprised of the following members

- President
- Vice President
- Secretary
- Treasurer
- Most recent Past President continuing to be an Active member of the Club
- Chair of the Communication Committee
- Chair of the Events Committee
- Webmeister, and
- At least one (1) Member at Large appointed by the Elected Officers.

All Directors shall be Active or Family Active Members of the Region in good standing.

Section 6.02 Management and Control.

The Board of Directors shall have the supervision of all matters pertaining to the Club, activities and events, and shall manage and conduct Club affairs in accordance with the Bylaws. Decisions of the Board of Directors shall be rendered by a majority of the Board of Directors present at the meeting.

Section 6.03 Terms of Office.

The Elected Officers shall serve on the Board of Directors for such time as they serve as Elected Officers. The term of the most recent Past President shall coincide with the term of the current President. The term of Board Members at Large shall be two years, as determined from time to time by the Board of Directors, to maintain continuity of the Board of Directors.

Section 6.04 Removal and Resignation.

Any Director may be removed for actions detrimental to the Club at any time by a two-thirds vote of the Board of Directors. Any Director may resign at any time by delivering a written notice to the Board of Directors; unless otherwise specified therein, such resignation shall take effect upon delivery. Any non-officer vacancy on the Board of Directors occurring by death, resignation, removal or otherwise, may be filled with an interim appointment by the Board of Directors for the balance of the unexpired term.

Section 6.05 Meetings.

The Board of Directors may meet as the need arises, but shall meet at least once every calendar year prior to the Annual Meeting.

No Board of Directors meeting, or part thereof, shall take place in closed session unless designated, in advance, by a majority vote of the Board of Directors present at the meeting.

Each Director shall be notified of such meeting(s) at least forty-eight (48) hours prior to the time set by mail, email, phone, written notice, or any other means available.

Minutes of Board of Directors meetings shall be available to all members via the Club website, newsletter, or other means deemed appropriate by the Board of Directors. The minutes shall note the occurrence of any closed session during a Board meeting.

Section 6.06 Quorum

For meetings of the Board of Directors, a quorum shall be more than one-half of the members of the Board of Directors.

Section 6.07 Special Meetings

Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors at any time. No special meeting of the Board of Directors, or part thereof, shall take place in closed session unless designated, in advance, by a majority vote of the Board of Directors present at the meeting.

Section 6.08 Participation Through Electronic Means.

The Board of Directors may conduct meetings by electronic means. Any Director participating in a meeting via electronic means is deemed to be present at the meeting. Electronic mail may not be used as a substitute for a meeting of the Board of Directors.

Section 6.09 Conflict of Interest.

No Director shall engage in any transaction that could create a conflict of interest with the Club. Directors shall disclose to the Board of Directors any potential conflicts between their personal or business interests and the Club's. No Director shall vote on any matter in which they have a material financial interest or conflict of interest.

At the first Board meeting of each calendar year the Secretary shall review Section 6.09 as a standing agenda item.

ARTICLE VII – Duties of Officers

Section 7.01 President.

It shall be the duty of the President to preside at all meetings of the Board of Directors and of the members, prepare the agenda and direct the discussion thereof, and upon authorization of the Board of Directors to sign all documents made or entered into by or on behalf of the Club requiring acknowledgement for and on behalf of the Club. The President shall have the power and authority to act for and on behalf of the Club in all matters relating to the authorized business of the Club upon authorization of the Board of Directors.

The President is a voting member of the National Board of Directors and will participate in all required meetings of the National Board of Directors. Reasonable expenses incurred by the President for National Board of Directors participation may be reimbursed by the Club.

Section 7.02 Vice President.

The Vice President shall assist the President in the conduct of the administrative affairs of the club and perform other duties as may be assigned by the Board of Directors. The Vice President shall assume the duties of President in the absence of the President, or if the President is unable to serve or fulfill his or her responsibilities.

Section 7.03 Secretary.

The Secretary shall be responsible for the preparation and maintenance of minutes and records of the meetings of the members, and meetings of the Board of Directors; record all votes of the members and the Board of Directors; and issue all notices of the Club. In the event the Secretary is not present at a meeting, the President shall appoint a member to act as Secretary for that meeting.

The Secretary shall cause to be published, no more than thirty (30) days following the election of Officers, the election results in the Club's newsletter and on the Club website.

Upon the election of a new Secretary the incumbent shall transfer all Club documents and related materials to the new Secretary within 30 days following the commencement of the new term of office.

Section 7.04 Treasurer.

The treasurer shall have the care and custody of all the financial records and funds of the Club, and shall deposit the same in such banks insured by the Federal Deposit Insurance Corporation as the Board of Directors, from time to time, direct or approve, and shall disburse the same under the direction of the Board of Directors; and shall keep full and accurate account of all monies received and paid on account of the Club and shall render a statement of accounts whenever the Board of Directors shall require. The treasurer shall perform all other necessary actions and duties in connection with the administration of the

financial affairs of the Club, including any required tax filings, subject to the control of the Board of Directors.

The Treasurer shall be responsible for all requisite filings with the State of Vermont including any amendments necessary to maintain compliance under Vermont Corporate Law

ARTICLE VIII - Committees

Section 8.01 Committees.

There shall be four standing committees of the Club, as follows:

- a. Membership
- b. Communications
- c. Events
- d. Nominations

Section 8.02 Standing Committee Chairs and Membership

Standing Committee chairs shall be appointed by the President in consultation with the Board of Directors. Each Chair must be a Club member in good standing

Standing Committee members must be Club members in good standing and may vary in number as required to accomplish the work of each committee. Committee members may be appointed by Standing Committee Chairs in consultation with the President. Committee members may be dismissed or replaced by a majority consent of the Club's Board of Directors.

The Board of Directors may create ad-hoc committees as the need arises. The Board of Directors shall appoint chairpersons as needed. Ad-hoc committees shall expire on the last day of December each year unless re-authorized by the Board of Directors.

ARTICLE IX – Election of Officers

Section 9.01 Nominations Committee.

The Nominations Committee shall consist of five Members, as determined by the Board of Directors and chaired by the Immediate Past President, or if unavailable a Past President designated by the Board of Directors. No current officer shall serve as a member of the Nominations Committee.

The Committee shall, at least six weeks in advance of the Annual Meeting during any year in which the term of an Elected Officer will expire, prepare a slate of officers for consideration by the membership at the Annual Meeting.

Section 9.02 Election of Officers.

Additional nominations may be made and seconded during the Annual Members Meeting. Candidates and nominators must be voting members in good standing in the PCA and Region.

The election of each officer shall take place at the Annual Meeting and will be determined by majority vote of eligible members present.

ARTICLE X – General Provisions

Section 10.1 Execution of Instruments.

Subject to the approval of the Board of Directors, the President may enter into any contract or execute and deliver any instrument in the name and on behalf of the Club that is in the best interest of the Club. The Board of Directors may authorize any other officer or agent to enter into any contract or execute and deliver any instrument in the name and on behalf of the Club. Any such authorization may be general or limited to specific contracts or instruments.

Section 10.2 Deposits.

Any funds of the Club shall be deposited in such banks, trust companies or other depositories as may be determined by the Board of Directors, or by such officers or agents as may be authorized by the Board of Directors from time to time to make such determination.

Section 10.3 Checks, Drafts, etc.

All notes, drafts, bills of exchange, acceptances, checks, endorsements and other evidences of indebtedness of the Club, and orders for the payment of money shall be signed by the President, Vice President or Treasurer.

Section 10.4 Fiscal Year.

The fiscal year of the Club shall commence on the first day of January and terminate on the last day of December.

Section 10.5 Indemnification of Corporate Employees.

Each of the officers, directors, agents, volunteers and members who render services for the Club shall be indemnified and held harmless by the Club from and against any and all

liability, claims, losses, demands, and expenses, whatsoever arising out of or by reason of any neglect or wrongful acts of misconduct conducted by him or her, or by any persons under his/her direct supervision and control, while rendering such services on behalf of the Club; provided, however, the Club shall not be so liable with respect to any matter in which such person has been found guilty of fraud or material misrepresentation to the Club, its Board of Directors, or any other persons.

Section 10.6 Unauthorized Obligations

No elected Officer or any other person authorized to act on 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 the Board of Directors approve the incurring of any such obligation or indebtedness.

Section 10.7 – 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 deemed to be beyond one's legal powers. 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 10.8 - Financial Reporting

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

The Treasurer shall present a full and correct report of financial condition to the membership at each Annual Meeting.

ARTICLE XI – Amendment

Section 11.1 Amendment to Bylaws.

The Club members entitled to vote shall have the power to propose adoptions or amendments to the Club Bylaws.

These bylaws may be amended by at least two-thirds simple majority vote of the members present at any scheduled meeting of the Club, provided all members have been notified of the proposed amendment at least thirty days prior to the meeting. Notice of the meeting shall be communicated by written notice, or by any means of electronic communication, including but not limited to the Club newsletter, website, email, or other means as determined by the Board of Directors.