

PORSCHE CLUB OF AMERICA, GREEN MOUNTAIN REGION, INC.

BYLAWS

ARTICLE I – Name and Principle 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 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 at Shelburne, County of Chittenden, State of Vermont. Offices, including the principal may also be kept at other places, both within and outside of the State of Vermont, as the Board of Directors may from time to time determine or the purposes of the corporation may require.

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 national Porsche Club of America ("PCA") has chartered the Club as an authorized region. The Club is related to PCA as described in 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.
- i. To sponsor educational events concerning Porsche automobiles and the safe operation of Porsche vehicles.

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 – (designated by the Active Member) is limited to one other person in the Active Member's immediate family, also 18 years of age or older, and who is the spouse, domestic partner, or a brother, sister, son, daughter or parent of the Active member, or any other designee accepted by PCA.
- c. ASSOCIATE – Any Active member who ceases to own, lease or co-own a Porsche while a member in good standing, having paid the required dues and fees. A person of the Associate Member's family, who has been a Family Active member as defined in paragraph a. 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 shall be made upon such forms as prescribed by the National Club, and shall be accompanied by payment of appropriate dues, fees, and assessments, or evidence of payment thereof received from PCA. The Club retains the exclusive right to accept or reject any person, organization or any member, of National or other PCA club or any Club membership class, without justification or cause. Rejection by the Club is binding.

Section 3.04 Dues.

Dues are set by PCA and include an amount returnable to the Green Mountain Region. Fees and assessments by the Green Mountain Region shall be established by the Board of Directors, as necessary.

Section 3.05 Membership Year.

The Membership Year shall be consistent with PCA Membership and shall be for one year beginning with the date of acceptance by PCA of the original membership application and shall be renewable each year on the membership anniversary date upon notification by the National Office.

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 only, and a Member may cast only one vote 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 By Laws, 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 receipt of written notice of such suspension, the suspended member shall be afforded reasonable opportunity, 60 days, to be heard, in person or through a representative, by the Board of Directors of the Club or a committee appointed by it for the purpose, concerning the alleged misconduct. The Board of Directors of the Club 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 Active, Family Associate and Affiliate Members.

Section 3.08 Resignations.

Any member may resign by notifying the Board of Directors of the Club, in person or in writing, to include electronic communications, of that member's intent.

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 emails, or by other means as determined by the Board of Directors.

Section 4.02 Board of Directors 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. All Board of Directors Meetings shall be open to Members of the Club, unless otherwise designated by the President or Board of Directors. Minutes of the Board of Directors Meetings will be made available upon a member's request, with the exception of executive session minutes.

Section 4.03 Special Meetings.

Special Meetings of the Board of Directors may be called by the President or by the Board of Directors at any time. Special Meetings shall be open to Members of the Club, unless otherwise designated by the President or Board of Directors. Minutes of the Board of Directors Meetings will be made available upon a member's request, with the exception of executive session minutes.

Section 4.05 Quorum.

At any Annual or Special Meeting of the Club, the Active Members and Family Active Members present shall constitute a 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 4.06 Voting.

At all meetings of the members, each Active Member and Family Active Member in good standing shall be entitled to one vote on any matter 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 4.07 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 present excluding the Secretary. Except as unanimously agreed by the Board members present, all business meetings shall be conducted per Roberts Rules of Order.

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 of the corporation by death, resignation, removal or otherwise, shall be filled with an interim appointment by the Board of Directors for the balance of the unexpired term.

ARTICLE VI – Board of Directors

Section 6.01 Composition.

The Board of Directors shall be comprised of the Elected Officers, the most recent Past President continuing to be an active member of the Club, and two Board Members at Large appointed by the Elected Officers. The Board has the option to consider additional Board Members at Large as the Board sees fit. 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 made through consensus and/or rendered by a majority of the Board 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, and shall be staggered, as determined from time to time by the Board of Directors, to maintain continuity of the Board.

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 vacancy, other than the President, occurring on the Board by death, resignation, removal or otherwise, shall be filled with an interim appointment by the Board of Directors for the balance of the unexpired term.

Section 6.05 Notice of Meetings.

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

Section 6.06 Participation Through Telecommunications.

The Board of Directors may conduct a meeting by means of telecommunications. Any Director participating in a meeting by this means is deemed to be in person at the meeting.

Electronic mail may not be used as a substitute for a required meeting of the Board.

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.

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 for some reason unable to serve or fulfill his or her responsibilities.

Section 7.03 Secretary.

The Secretary shall be responsible for the 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 corporation. In the event the Secretary is not present at a meeting, the President shall appoint a member to act as Secretary for that meeting.

Section 7.04 Treasurer.

The treasurer shall have the care and custody of all the funds of the corporation, and shall deposit the same in such banks or other depositories as the Board of Directors, from time to time, direct or approve, and shall disburse the same under the direction of the board; and shall keep full and accurate account of all monies received and paid on account of the corporation 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 corporation, subject to the control of the Board of Directors.

ARTICLE VIII - Committees

Section 8.01 Committees.

The Board of Directors may create standing or ad-hoc committees as the need arises. The Board of Directors shall appoint chairpersons as needed.

Section 8.02 Standing Committees.

Standing Committees may include, but are not limited to, the following:

- Membership
- Communications
- Website
- Events | Tours

ARTICLE IX – Election of Officers

Section 9.01 Nominating Committee.

The Nominating 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. The current President shall not be a member of the Nominating Committee. The Committee shall be appointed by the Board of Directors a minimum of six weeks in advance of the Annual Members Meeting during any year in which the term of an Elected Officer will expire, and shall serve until such time as they are replaced by the Board of Directors.

Section 9.02 Election of Officers.

Nomination of persons to hold elected office will be made solely by the Nominating Committee and will be circulated to the membership prior to the Annual Meeting by mail, email, phone, written notice, or any other means available.

Voting will take place at the Annual Meeting, and will be by simple majority vote of eligible members.

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 corporation that is in the best interest of the Club. The Board 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 corporation. Any such authorization may be general or limited to specific contracts or instruments.

Section 10.2 Deposits.

Any funds of the corporation may deposited from time to time 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 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 corporation, 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 corporation 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, shareholders, directors, agents, volunteers and members who render services for the corporation shall be indemnified and held harmless by the corporation 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 corporation; provided, however, the the corporation 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 corporation, its Board of Directors, its shareholders or any other persons.

ARTICLE XI – Amendment

Section 11.1 Amendment to Bylaws

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

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 be communicated by written notice, or by any means of electronic communication, including but not limited to, the Club website, Club emails, or by other means as determined by the Board of Directors.