

**PORSCHE CLUB OF AMERICA
SHASTA REGION
BYLAWS**

As Amended April 2012

ARTICLE I

Name and Principal Office

Section 1: Name

The name of this organization shall be PORSCHE CLUB OF AMERICA, SHASTA REGION.

Section 2: Principal Office

The principal mailing address of this organization shall be P.O. Box 991564, Redding, CA, 96099-1564. The Board of Directors shall have complete power to change the principal office from time to time as they see fit, with such change being noted on the face of these Bylaws. Such change shall not be considered an amendment of these Bylaws.

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 Werks, Porsche Dealers, Porsche AG 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 such other 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 and Badge

Section 1: Powers

Subject to the Articles of Incorporation, these Bylaws, the general nonprofit law of the State of California, and all other applicable laws of the State of California or of the United States of America, all corporate powers shall be executed by and under the authority of, and the business and affairs of this organization shall be conducted by, the Board of Directors and the officers of this organization.

Section 2: Badge

The official regional badge shall be of a form appropriate to its theme, inscribed with the name of the club and such other appropriate inscriptions. The colors shall be appropriate to the symbolic design established for the insignia.

ARTICLE IV

Memberships, Membership Area, Dues, and Fees

Section 1: Eligibility

Membership in the club shall be restricted to persons over the age of 18 who are owners or co-owners of Porsches, and who reside in the geographical area defined in Section 3 of this Article, and to such other persons interested in the club and its objectives. There shall be no discrimination with respect to race, creed, color, ethnic origin or sex.

Section 2: Classes of Membership

There shall be six classes of membership: Active, Associate, Affiliate, Honorary, Life, and Dual. For purposes of reference hereafter, Active, Family-Active, and Life members shall be collectively referred to as "Regular Members."

a. Active

Any owner, co-owner, or lessee of a Porsche who is 18 years of age or older, having paid Club dues and fees as required, may include a Family-Active member. A Family-Active member (designated by the Active member) is one other person in the Active member's immediate family, also 18 years of age or older, restricted to wife, husband, sister, son, daughter, mother or father, whether or not otherwise qualified for active membership by owning or leasing a Porsche.

b. Associate

Any Active member who ceases to own, co-own, or lease a Porsche while in good standing, having paid all Club dues and fees as required. A person of the Associate member's family, who has been a Family-Active member as in a. above, may continue as a Family-Associate member similarly. Associate membership may be renewed only once with the approval of the Board of Directors; the Associate member must indicate in writing his/her intent to renew active membership within the next dues period.

c. Affiliate

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. Affiliate membership ceases at the designation of the Active Member, with written notification to be provided to the Membership Coordinator.

d. Honorary

Any Regular member or other person who has rendered exceptional service to the Club, and who supports its objectives and purposes may become an Honorary member upon a vote of the Board of Directors of the Shasta Region. Honorary Members shall not be required to pay annual club dues.

e. Life

Any person who is a member of the Shasta Region and who is voted by PCA as a Life member may become, upon a vote of the Board of Directors of the Shasta Region, a Life member of the Shasta Region, and may designate a Family-Active member as defined in "a" above.

f. Dual

A member in good standing of another PCA region who pays an annual fee set by the Board of Directors may apply for dual membership status.

Section 3: Areas of Membership

- a. Membership applications shall be accepted from residents of the following listed counties of the State of California, comprising the Shasta Region as established by the PCA: Butte, Glenn, Lassen, Modoc, Shasta, Siskiyou, Tehama, and Trinity.
- b. Applications for membership from residents of other counties shall be accepted at the discretion of the Board of Directors.

Section 4: Membership Applications

Applications for membership shall be made upon such forms as prescribed by PCA and shall be accompanied by payment of appropriate dues, fees, and assessments, or evidence of payment thereof received from PCA.

Section 5: Dues

Dues are set by PCA and include an amount returnable to the Shasta Region. Fees and assessments by the Shasta Region shall be established by the Board of Directors and approved by a two-thirds majority of the Regular Members who cast a ballot at a business meeting.

Section 6: Membership Year

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

Section 7: Privileges

Members in good standing shall be entitled to all the privileges of the Club, except that Associate and Honorary members shall not be entitled to vote nor hold elective office. Ballots shall be mailed only to Active and Life members with space for the vote of the Family-Active or Affiliate member.

Section 8: Termination

Membership in the organization may be terminated by:

- a. Resignation, submitted in writing to the principal officer of Shasta Region, with the forfeit of all dues, fees, and assessments paid.
- b. Suspension. Upon a two-thirds vote of the Board of Directors after a hearing, a member whose conduct is believed detrimental to the best interests of the Shasta Region may be suspended. Such conduct may include, but is not limited to cheating or dishonesty in a competitive event, improper use of the Club name, misrepresentation of the Club, driving in an unsafe manner, failure to maintain a car in safe condition, and conviction of a moving traffic violation while participating in, or driving to or from a sanctioned event. No activity that does not directly involve the Shasta Region, its activities, or those of another region of PCA shall be cause for suspension.
- c. Designation in writing to the Membership Coordinator by an Active Member of the termination of membership for an Affiliate or Family-Active Member.

Section 9: Liabilities of Membership

No officer, director or member of the Shasta Region shall be personally liable for any of the Region's debts, obligations, or acts, except as specifically required by law or other section(s) of these Bylaws. Any and all creditors shall look only to the Corporation's assets for payment.

ARTICLE V

Meetings of the Members

Section 1: Annual Business Meeting

An annual business meeting will take place during the November Regular meeting, wherein the affairs of the chapter will be discussed and election of officers will take place.

Section 2: Regular Meetings

Regular meetings of the members shall be held at such time and place to be determined and announced to the membership by the Board of Directors.

Section 3: Special Meetings

Special meetings of the members may be called at anytime by the President. Special Meetings may also be called by a majority of the Board of Directors, or any ten voting Members in good standing. Notice of special meetings shall be given in the manner prescribed for annual meetings, except that notice of special meetings must be mailed not less than seven days prior to the date set for the special meeting, and shall include the purpose for which the meeting is called.

Section 4: Quorum

A quorum for any meeting of the members shall consist of ten percent of the total voting 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.

Section 5: Voting

At all meetings of the members, each voting 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 6: Conduct of Meetings

The President, or in his/her absence, the Vice President, or any such other member of the Board of Directors as the President may appoint, shall preside at all meetings. An exception may be made in the case of a special meeting called by the members. Robert's Rules of Order in its most recent edition shall be the rules for the conduct of all meetings.

Section 7: Minutes

Minutes of all business meetings shall be recorded by the Secretary, or in his/her absence, such person as may be appointed by the Board of Directors for that purpose. At the annual and each regular meeting, the minutes for the previous meeting shall be present and available for inspection by any member. Reading of minutes of meetings shall not be required unless voted for by a majority of eligible voting members present and voting.

Section 8: Guests

Guests shall be permitted at the annual and all regular meetings unless a closed meeting is declared by a majority vote of the Board of Directors.

ARTICLE VI

Directors

Section 1: Board of Directors

The elected Board of Directors shall constitute the officials of the Club. The Board shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of any committees, and shall ensure compliance with these Bylaws and Articles of Incorporation of the Shasta Region in accordance with the State laws governing such corporations.

Section 2: Number and Qualifications

The Board of Directors shall consist of eleven regular or affiliate members in good standing, and shall consist of the President, Vice President, Secretary, Treasurer, Membership Coordinator, Newsletter Editor, Web Master, Competition Chairman, Historian, Immediate Past President, and President Emeritus.

Section 3: Method of Selection and Term of Office

The President, Vice President, Secretary, and Treasurer, shall be nominated and elected by the membership according to provisions set forth in Section 4 and 5 of this Article. The Competition Chairman, Membership Coordinator, Newsletter Editor, Web Master, Historian, and President Emeritus shall be appointed by the newly-elected President, subject to the approval of the newly-elected Board of Directors. The immediate Past President is an ex-officio officer. The term of office of each director shall be January 1 to December 31. All directors shall serve for a term of two years or until a successor is duly elected, qualified, and installed, except that any member appointed to fill a vacancy on the Board shall serve only the unexpired term of the Director who is replaced. No Director should serve more than two consecutive terms of office in the same position.

Section 4: Nomination

- a. Not later than October 1 of each year, the Secretary shall forward to the membership by mail or electronic mail (e-mail) a nomination form whereby the general membership may nominate members for each elective office. The duties of each office will be included on this form. Members making a nomination shall ensure that the person being nominated gives consent to the nomination. The Secretary will likewise ensure that each nominee has provided consent for nomination.
- b. During the October meeting, nominations received will be announced and additional nominations will be taken from those members present.
- c. Upon completion of the October meeting, nominations will be closed.

Section 5: Election of Directors

- a. Not later than November 1 of each year, the Secretary shall mail or e-mail to each Regular Member in good standing a ballot which contains the names of all nominees.
- b. The ballot shall contain a space for the Active or Life Member's vote and a space for the Family-Active or Affiliate Member's vote. It shall also contain a statement noting the calendar date deadline for the postmark of the ballots as well as the final date for acceptance of the ballots.
- c. All ballots must be received by the Secretary no later than the November meeting date.
- d. During the November meeting, additional votes may be taken by the Secretary and added to those taken via mail or e-mail.
- e. Prior to the end of the November meeting, the Secretary and any other member will count, tally all ballots, and certify the results. The Secretary shall notify the President who shall inform the membership of the results of the election at the end of the November meeting.

Section 6: Appointments

All appointments of members of the Board of Directors shall be made by the President subject to the approval of a majority of the Board of Directors.

Section 7: Vacancies

A vacancy on the Board of Directors shall exist upon the death, suspension, resignation, or termination of a Director. The Board of Directors may declare vacant the seat of any Director who is absent from two (2) successive or any three meetings of the Board of Directors. Vacancies upon the Board of Directors shall be filled by appointment according to the provisions

of Section 6 of this Article. Any Director so named shall hold office until the expiration of the term of the Director replaced.

Section 8: Meetings

Meetings of the Directors shall be held quarterly and may also be called at any time by the President, or by a majority of the Directors. Each Director shall be notified of such meeting at least forty-eight (48) hours prior to the time set.

Section 9: Quorum

Five Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. There should be no proxy voting by any Director. Any action taken by the Board of Directors shall require the affirmative vote of any five Directors. The immediate Past President may cast a vote only in case of a tie. Any action approved by the Board of Directors at a meeting held at which a quorum is present shall be required to constitute an act of the entire Board of Directors.

ARTICLE VII

Directors' Duties

Section 1: President

The President shall preside at all meetings, serve as an ex-officio member of all committees except the Nominating Committee, execute all documents and correspondence in the name of the organization as authorized by the Board of Directors and/or the Membership, appoint Directors as provided by for by these Bylaws, and perform all other duties as may be set forth in any standing rules, or as directed by the Board of Directors.

Section 2: Vice President

The Vice President shall preside at all meetings in the absence of the President, act as parliamentarian, coordinate the date of all social and competitive events sponsored by the Shasta Region, be responsible for arrangements for social events, dinner meetings and membership meetings, and to perform all other duties as may be set forth in any standing rules, or as directed by the Board of Directors. The Vice President also shall become President upon the death, resignation, or disqualification of the President.

Section 3: Secretary

The Secretary shall be responsible for recording and preserving the minutes of the meetings of the Board of Directors and to present and read such minutes at each meeting; to record and preserve minutes of all other membership meetings and read such minutes upon demand, to receive, tally and certify all ballots and forward results of elections to the President, and to perform all other duties as may be set forth in any standing rules, or as directed by the Board of

Directors. The Secretary shall preside at all meetings in the absence of both the President and Vice President.

Section 4: Treasurer

The Treasurer shall keep records and books of accounts reflecting the financial condition and operation of the organization and to file any necessary reports as required by law and/or the Board of Directors, shall receive all monies owed, pay all obligations of the organization, provide an accounting of the finances of the organization to the Board of Directors, shall prepare a budget of anticipated income and expense for approval by the Board of Directors in the month of January, and shall perform all other duties as may be set forth in the standing rules, or as directed by the Board of Directors.

Section 5: Membership Coordinator

The Membership Coordinator shall distribute all application blanks to prospective members and process and record completed applications and necessary membership data, maintain a master list of all Members, greet new Members and guests at all Club functions, and perform all other duties as may be set forth in any standing rules, or as directed by the Board of Directors.

Section 6: Competition Chairman

The Competition Chairman shall be responsible for over-seeing all activities including safety, autocrosses, rallies, tours, etc. This will include filing of insurance forms, and making sure that the event is conducted in a safe manner at all times. The Competition Chairman will be responsible for the maintenance of equipment for events, and the establishment of rules and regulations in accordance with Zone 7 and National rules and regulations, and act as the club's Safety Chair.

Section 7: Newsletter Editor

The Newsletter Editor shall be responsible for the publication of the newsletter and for its distribution to all members and prospective members.

Section 8: Web Master/Mistress

The Web Master is responsible for updating, maintaining, and troubleshooting the Shasta Region website. This member should possess technical skills and expertise necessary to sustain an effective, informative, efficient, and attractive website. The website should attract Porsche owners and introduce them to PCA and Shasta Region. It should also serve as a showcase of past Shasta Region activities and upcoming events.

Section 9: Historian

It is the duty of the historian to keep a record or history of the Club's activities and achievements throughout the year. Records should include copies of the monthly newsletter, photos, event

flyers, and other things of historical importance. The Historian shall be included in all meetings, including Board meetings in a nonvoting capacity.

Section 10: Immediate Past President

The immediate Past President shall act in an advisory capacity to the Board of Directors and shall cast a vote as a member of the Board only in the event of a tie.

Section 11: President Emeritus

An Active or Life member may be identified as President Emeritus upon nomination by the President and a vote of the Board of Directors. The President should consider a candidate for this position who is a Past President, who has lengthy service to Shasta Region, and whose advice and guidance is key to the continuity of the region. The President Emeritus serves as an advisor to the Board of Directors and retains voting privileges as a member of the Board of Directors.

ARTICLE VIII

Special Committees

Section 1: Appointments

There shall be as many Special Committees appointed as required to carry out the activities and objectives of the Region. Any member of the Region may be appointed coordinator of a Special Committee by the President, subject to the approval of the Board of Directors.

Section 2: Duties and Responsibilities

Special Committee Coordinators shall be responsible to the Board of Directors and shall submit a written budget of all anticipated expenses and income in connection with their function. Such Coordinators shall also submit to the Treasurer a written accounting of all receipts and disbursements relating to their function, together with all invoices and other supporting documentation as may be required by the Treasurer or the Board of Directors.

Section 3: Recall

A Special Committee Coordinator may be removed at any time by a majority vote of the Board of Directors.

ARTICLE IX

Club Property

Section 1: Acquisition of Property

Shasta Region may maintain and acquire certain non-real property for use in its club functions upon approval of a majority of the Board of Directors.

Section 2: Use of Property

Such property shall remain the property of the Shasta Region and may be used only with prior authorization of the Board of Directors.

ARTICLE X

Obligations and Indebtedness

Section 1: Budget

The Board of Directors shall adopt a budget for the fiscal year from January 1 to December 31 no later than January 30 of each year.

Section 2: Authority to Incur Obligations or Indebtedness

Only the Board of Directors or persons authorized by the Board to act on behalf of the Shasta Region shall incur any obligations or indebtedness in the name of the Shasta Region. All obligations or indebtedness incurred in accordance with these Bylaws shall be incurred solely as corporate obligations, no personal liability shall attach to, or be incurred by any member or officer by reason of such corporate obligation or liability.

Section 3: Authorized Obligations

No obligation or indebtedness shall be incurred in the name of the Shasta Region without prior approval of a majority of the Board of Directors except:

- a. Budgeted items of \$50.00 or less
- b. Printing and postage expense of the newsletter as approved for in the adopted budget.
- c. Reimbursement of the President's expenses as provided for in the standing rules, and as budgeted.

Section 4: Personal Liability for Unauthorized Obligations

Any obligations or indebtedness incurred in the name of the Shasta Region by any Director or Member contrary to these Bylaws shall be considered beyond the authority of any such Director or Member. The person or persons responsible for such acts shall be held personally liable, individually, and collectively for these obligations.

ARTICLE XI

Official Publication

The official publication shall be known as *Shasta Northwinds*. Ten issues of the newsletter will be published and distributed annually to the membership and to such others as approved by the Board of Directors.

ARTICLE XII

Amendments to Bylaws

Section 1: Proposed Amendments

Proposed amendments to these Bylaws shall be considered at any time upon either recommendation by not fewer than four (4) Directors or by a written petition signed by at least fifteen (15) voting members in good standing. The Secretary shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation into these Bylaws.

Section 2: Approval of Proposed Amendments

- a. A summary of the proposed amendment(s) shall be printed in the ensuing issue of the newsletter together with a statement announcing the availability of the exact wording of such amendment(s).
- b. An election on the proposed amendment(s) shall be held at the next business meeting of the Membership. Such meeting shall be held not less than fifteen nor more than forty-five days after notification of the Membership of the proposed amendment(s).
- c. The exact wording of the proposed amendment(s) shall be read and/or made available to each voting Member in attendance at the Membership meeting where a vote on the proposed amendment(s) shall be held.
- d. Amendment(s) shall be adopted upon a majority vote of all eligible voting Members in attendance and voting at such a meeting.
- e. The result shall be read into the minutes of the next meeting of the Board of Directors, and published in the next edition of the newsletter.