

YOSEMITE REGION, PORSCHE CLUB OF AMERICA

Bylaws as Amended February 10, 2015

ARTICLE I. Name and Principal Office

Section 1. Name

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

Section 2. Principal Office

The principal office of this organization shall be located at the address of the President. The Board of Directors shall have complete power to change the principal office from time to time as It deems 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 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 marquee 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 marquee 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 non-profit 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 a form appropriate to its theme, inscribed with the name of the club and 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

- A. 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.
- B. Members must be in good standing with the National Club except as provided in Section 2 following.

Section 2. Class of Membership

There shall be six classes of membership: Active, Associate, Honorary, Life, Affiliate and Dual. For purposes of reference hereafter, Active, Affiliate, 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, and may include a Family-Active member, A Family-Active member designated by the Active member is one other person in the Active members family also 18years of age or older, and is restricted to wife, husband, brother, 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 in 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/their 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 al the designation of the Active member with written notification to be provided to the membership Coordinator.

- D. **HONORARY.** Any Region 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 Yosemite Region. Honorary Members shall not be required to pay annual Club dues.
- E. **LIFE.** Any person who is a member of Yosemite Region and who is voted by PCA as a Life Member may become, upon a vote of the Board of Directors of Yosemite Region, a Life member of Yosemite 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. Area of Membership.

- A. Membership applications shall be accepted from residents of the following listed counties of the State of California, comprising Yosemite Region as established by the PCA: Calaveras, Mariposa, Merced, San Joaquin, Stanislaus and Tuolumne.
- 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 the national Club 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 Yosemite Region. Fees and assessments by Yosemite Region shall be established by the Board of Directors and approved by a two-thirds majority of the Region 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 Dual, Associate and Honorary members shall not be entitled to vote or 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 office of Yosemite Region, with a 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 Yosemite 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 a 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 Yosemite 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 Yosemite Region shall be personally liable for any of the Region's debts, obligations or acts, except as specifically required by law or by 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 Meeting

An annual meeting of the members shall be held during in or near the month of December at a place to be determined by the Board of Directors for the purpose of considering reports of the affairs of the organization and the transaction of business as may be properly brought-before the membership. Notice of the annual meeting shall be mailed or emailed to the address as shown for each member on the membership roll and shall be mailed or emailed to give adequate notice prior to the date of the annual meeting.

Section 2. Regular Meetings

Regular meetings of the membership may be held at a time and place to be determined and announced to the membership by the Board of Directors.

Section 3. Special Meetings

The President may call special meetings of the members at any time. Special Meetings may be also 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 *or emailed* 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 membership shall consist of five 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 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 other member of the Board of Directors designated by the President, 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 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, a person appointed by the Board of Directors for that purpose. At the Annual and each regular meeting, the minutes of the previous meetings 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 the Articles of Incorporation of Yosemite Region in accordance with State laws governing such corporations.

Section 2. Number and Qualifications

The Board of Directors shall consist of up to eleven Regular members, in good standing and shall consist of a President, Vice President, Secretary, Treasurer, Events/Competition Director, Membership Coordinator, Newsletter Editor, Historian, Webmaster, Goodie Storekeeper, member at large and Immediate Past President.

Section 3. Method of Selection and Term of Office

- A.** The President, Vice President, Secretary, and Treasurer shall be nominated and elected by the membership according to provisions set forth in Sections 4 and 5 of this Article. The terms of the President and Vice president shall begin in even-numbered years, Terms of the Secretary and Treasurer shall begin in odd-numbered years.
- B.** The Events/ Competition Director, Membership Coordinator, Goodie Storekeeper, Newsletter Editor, member at large and Webmaster shall be appointed by the newly elected President, subject to the approval of the newly elected Board of Directors.
- C.** Elected directors shall serve for a term of two years from January 1 of the first year through December 31 of the second year, or until a successor is duly elected qualified, and installed. Appointed directors shall serve for a term of one year from January 1 through December 31, or until a successor is appointed. Any member appointed to fill a vacancy on the board shall serve only the unexpired term of the director who is replaced.
- D.** No elected director shall be eligible to serve more than two consecutive terms of office in the same position.

Section 4. Nomination

- A.** Not later than August 1 of each year, the Board of Directors shall select one of its members as chair of the Nominating Committee. The chair of the Nominating Committee shall select two Regular members in good standing to serve as the Nominating Committee.
- B.** The Nominating Committee shall submit the name of a candidate for each elective office to the Board of Directors by September 10. The Board shall inform the membership of the choices of the Nominating Committee during September.
- C.** Nominations from the general membership shall be solicited and any such nominations shall be given to the Secretary by October 1. A petition bearing the signatures of at least five Regular members shall accompany such nominations.

- D. All nominees must give consent to being nominated.
- E. Qualifications and candidate statements of nominees shall be submitted to the Newsletter Editor not later than October 15 and shall be published in the November edition of El Portal.

Section 5. Election of Directors

- A. Not later than November 5 of each year, the Secretary shall mail *or email* to each Regular member in good standing, a ballot containing the names of all nominees. *The Secretary may also choose to place a copy of the ballot in the El Portal.*
- 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 the acceptance of the ballots.
- C. On or before December 1, the Secretary shall open, count, and 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 Annual 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 successive or any three meetings of the Board of Directors. Vacancies upon the Board of Directors shall be filled by appointment according to 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 Board of Directors shall be held *as needed* 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 hours prior to the time set. The meeting site shall be published in the El Portal and on the region website.

Section 9. Quorum

Four directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. Any Board member serving

in more than one board position shall have only one vote. There shall be no proxy voting by any director. Any action taken by the Board of Directors shall require the affirmative vote of any four directors. The immediate Past President may cast a vote only in the case of a tie. Any action approved by the Board of Directors at a meeting at which a quorum is present shall 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 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 and 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 Board of Directors and to present and read such minutes at each meeting; to record and preserve minutes of all membership meetings and read such minutes upon demand; to receive, tally, and certify all ballots and forward results of the elections to the President; in the absence of an appointed Club Historian, the Secretary will assume the duties of that officer; and to perform all other duties as may be set forth in any Standing rules or as directed by the Board of Directors.

Section 4. Treasurer

The Treasurer shall keep records and books of account 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, receive all monies owed and pay all obligations of the club, provide an accounting of the finances of the club to the Board of Directors, prepare a budget of anticipated income and expenses for approval by the Board of Directors in the month of January, and perform all other duties as may be set forth in the standing rules or as directed by the Board of Directors. *The Treasurer and one board member shall have authority to sign*

checks for the region's expenses. Said board member shall be determined by a vote of the Board of Directors. A board member may be appointed/directed to perform particular or all duties of the treasurer should the treasurer become unavailable to fulfill the duties as prescribed herein or for a short term emergency. The treasurer will be deemed unavailable *if* (1) by admission or (2) by action of the Board of Directors. The board member would assume any or all of the treasurer duties unless criteria (1) or (2) have been met, and then is so directed by the President or acting agent.

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. Events/Competition Chair

The *Events/Competition Chair* shall be responsible for developing, planning and coordinating a suitable schedule of events that will provide a broad range of such events for all members; these events to include driving events, rallies, tech sessions, *social* and other events deemed appropriate. The *Events/Competition Chair* shall also be responsible for compiling and enforcing competition rules under which events are conducted, scheduling events, subject to approval by the Board of Directors, negotiating for and procuring suitable sites for competition *and social* events, coordinating with other organizations in connection with conducting and participating in competition events, issuing press releases concerning competition events, procuring competition awards, appointing, with approval of the Board of Directors, such Special Committees as to carry out the above, maintaining current records of equipment and materials, manage matters pertaining to events insurance, coordinate duties of the events committed, and carrying out all other duties which may be required for competition events or as set forth in the standing rules.

Section 7. Newsletter Editor

The Newsletter Editor shall be responsible for the monthly publication of El Portal and for its distribution to all members and prospective members, and to perform all other duties in connection with El Portal as set forth in any standing rules or as directed by the Board of Directors.

Section 8. Goodie Storekeeper

The President may appoint a Goodie Store Keeper. In that event, the Goodie Storekeeper shall be responsible for maintaining an inventory of cloth and

ceramic badges and decals associated with Yosemite Region, Zone 7, Porsche Club of America, and/or the marquee and shall offer items from such inventory for sale at region events and gatherings. He or she shall also recommend the purchase of new items for inclusion in the goodie store inventory, sell items from the inventory and keep records of sales.

Section 9. Historian

The President may appoint a historian who shall be responsible for maintaining a record and photographs of all activities, events, and achievements of the club and any of its members, the marquee, Porsche Club of America, Yosemite Region, or related activities. Such record shall be organized and displayed in a scrapbook and put on view at membership meetings and the Annual Meeting. Any member of Yosemite Region, including board members, is eligible for appointment as Historian. The Historian shall serve at the pleasure of the President, subject to approval by the Board of Directors.

Section 10. Immediate Past President

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

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 by the entire 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

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

Section 2. Use of Property

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

ARTICLE X. 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 1. Authority to Incur Obligations or Indebtedness

Only the Board of Directors or persons authorized by the Board to act on behalf of Yosemite Region shall incur any obligations or indebtedness in the name of Yosemite 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 2. Authorized Obligations

No obligation or indebtedness except budgeted items of more than *\$100.00* shall be incurred in the name of Yosemite Region without prior approval of the Board of Directors, nor shall any reimbursement be made by the treasurer to any person for any previously approved expenditure of more than *\$100.000* except:

- A. Printing and postage expenses of El Portal as provided for in the adopted budget.
- B. Reimbursement of the President's expenses as provided for in the standing rules and as budgeted.
- C. Expenditures for printing and mailing of ballots for the annual election of officers.

Section 3. Personal Liability for Unauthorized Obligations

Any obligations or indebtedness incurred in the name of Yosemite 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 El Portal and shall be published and distributed monthly to the membership and to others 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 directors or by a written petition signed by at least fifteen voting members in good standing. The Secretary shall prepare the suggested amendment(s) in a manner and form appropriate for incorporation into these bylaws.

Section 2. Approval of Proposed Amendments

- A.** The essence of the proposed amendment(s) shall be printed in El Portal together with a statement announcing the availability of the exact wording of such amendments .
- 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 results shall be read into the minutes of the next meeting of the Board of Directors and published in the next edition of El Portal.