

Porsche Club of America, Inc.
Mid-Ohio Region
Bylaws

effective November 1, 1980
amended January 1, 2003

Article I
Name, Principal Office, Territory

Section 1 Name

The name of the Region shall be "Mid-Ohio Region Porsche Club of America, Inc."

Section 2 Principal Office

The principal office of the Region shall be the residence of its duly elected President, or their successor.

Section 3 Territory

The Region's territory shall be that established by the Porsche Club of America, Inc. hereafter referred to as PCA.

Article II
General Objectives

The purpose of the Region shall be to promote the social welfare of the community primarily by promoting an interest in owning and operating Porsche automobiles, encouraging safe driving, participating in competitive and noncompetitive driving events and cooperating with similar groups in the United States and foreign countries, and thereby, to further in some way the common good and general welfare of the people of the community. The corporation will also promote social welfare through fund-raising activities on behalf of charitable organizations recognized as tax-exempt under section 501(C)(3) of the Internal Revenue Code or as approved by the Board of Directors.

Article III
Powers, Obligations, Corporate Seal, and Badge

Section 1 Powers

The Region shall be empowered to do all things and conduct all business, not for profit, necessary to

carry out the stated purpose of this Region, as set forth in these Bylaws.

Section 2 Obligations

All obligations of the Region are incurred solely as corporate obligations. No personal liability whatsoever shall be attached to or be incurred by any member or officer of this Region by reason of any corporate obligation or liability. No person of the club may obligate funds or expenditures except as allowed herein. Elected Board Members and the Activities Chairperson may authorize expenditure of funds not to exceed \$100. This authorization is intended to cover near term requirements and minor expenses. Any other authorization, including all contracts regardless of dollar amount, must be reviewed by the Committee Chairperson, the Treasurer, and at least one other elected officer. Approval shall be by no less than a majority of elected and appointed officers.

Section 3 Corporate Seal

The Corporate Seal of the Region shall be circular in form, being inscribed with the name of the Region, and the year and place of incorporation.

Section 4 Badge

The official Badge of the Region shall be a geographic outline of the State of Ohio containing a Turbo Carrera atop the words "Mid-Ohio PCA".

Article IV
Members and Membership

Section 1 Membership

Membership in the Region shall be restricted to members in good standing of the Porsche Club of America, Inc.

Section 2 Application and Election to Membership

Application to both the Region and the Porsche Club of America, Inc. shall be made to the Region through an officer of the Region or directly through the National office of PCA Inc. If the applicant is admitted to membership in the Porsche Club of America, Inc., applicant shall concurrently be admitted to membership in the Region.

Section 3 Dues

Dues shall be set by the Porsche Club of America, Inc., and any financial needs in addition to the amount returned to the Region by the Porsche Club of America, Inc. shall be met by an assessment, the amount to be approved by a majority vote of the Regional membership.

Section 4 Privileges

- A. All members of whatever class as defined by PCA National shall be entitled to attend Region activities and social events and shall be entitled to any reduced entry or admission fees accorded to active members;
- B. Any member in good standing shall be entitled to hold elective office or appointive office;
- C. All members in good standing may vote for officers or upon issues as presented by the Board of Directors by mailed ballot, at an annual meeting, or at any special membership meeting as called in accordance with Article V Section 4 of these Bylaws.

Section 5 Termination of Membership

- A. Resignation submitted in writing to the Secretary. The resignation shall become effective upon receipt, and all club privileges shall terminate as of that date. All dues paid shall be forfeited;
- B. Expulsion for failure to pay assessments as provided in Article IV, Section 3; and
- C. Expulsion by a two-thirds vote of the Board of Directors, in accordance with these Bylaws for infraction of the Regional rules and regulations, or actions inimical to the best interests of the Region, provided that such member may be afforded a reasonable opportunity to be heard by its Board of Directors concerning the alleged misconduct; and
- D. Expulsion or resignation from the Porsche Club of America, Inc.

Section 6 Classes of Membership

Membership shall be classified according to the Bylaws of the Porsche Club of America, Inc.

Article V
Meeting of the Membership

Section 1 Annual Meeting

The Annual Meeting of the Region shall be held each year in the Fall at such time and place as the Board of Directors may determine after due consideration of the convenience of the members.

Section 2 Special Meetings

Special meetings of the Region for any purpose or purposes may be called by the President of the Region or the Board of Directors.

Section 3 Quorum

At any annual or special meeting of the membership, a quorum shall consist of no less than 5% of the members in good standing. All decisions of the members at any meeting shall be by a majority vote unless otherwise provided in these bylaws.

Section 4 Notice of Annual or Special Meetings

A notice stating the time, date, place, and purpose of any meeting of the members shall be mailed to the members or published in the Region newsletter not less than twenty one (21) days prior.

Article VI
Board of Directors

Section 1 Members

The Board of Directors shall consist of the elected officers of the Region, the chairpersons of the Standing Committees, and the immediate past President.

The elected officers of the Region shall be a President, Vice-President, Treasurer, and Secretary and will serve a term of office from January 1st to December 31st of that calendar year.

Section 2 Function

The Board of Directors shall determine all matters of Region policy not otherwise determined by the members at an annual or special meeting. The Board of Directors shall be responsible for the proper conduct of the administrative affairs of the Region,

the fulfillment of duties by its officers and committees, and compliance with these Bylaws. All of the decisions of the Board of Directors shall be by majority vote (no one individual shall have more than one vote) unless otherwise provided in these Bylaws.

Section 3 Duties of Officers

- A. President - The President shall be the chief executive office of the Region and shall have direct charge of the business of the Region subject to the general approval of the Board of Directors. The President shall: preside at all meetings of the Board of Directors and of the Region; execute all documents and correspondence as authorized by the Board of Directors; be an ex-officio member of the Standing Committees; maintain coordination of the other officers and chairpersons of the Standing Committees; appoint the chairpersons of the Standing Committees, as provided in Article VI, Section 4, and other such committees as shall be appropriate; and in the absence of the Treasurer, shall sign all drafts upon the accounts of the Region.
- B. Vice-President - The Vice-President shall preside at meetings of the Board of Directors and of the Region in the absence of the President or when ordered to do so by the President. The Vice-President shall assist the President and/or the Board of Directors in any manner that he or she may be directed. The Vice-President shall study these Bylaws and recommend to the Board of Directors amendments which may be requested by any substantial group of the membership of the Region. The Vice-President shall assume the duties and responsibilities of the President in the event of the President's absence, resignation, or death.
- C. Treasurer - The Treasurer shall maintain proper books of account reflecting the financial operation and condition of the Region; shall sign all drafts upon the accounts of the Region and all documents financially obligating the Region; shall receive all moneys paid to the Region and deposit same to its credit in a bank approved by the Board of Directors. All disbursements of Region funds are subject to the approval of the Board of Directors. Books of account are subject to audit at the request of, and as directed by, the Board of Directors. The Treasurer shall maintain record of,

and prepare all invoices for, all advertisers of the region newsletter.

- D. Secretary - The Secretary shall record and preserve the minutes of all the meetings of the members and of the Board of Directors; shall distribute or cause to be distributed to the members in good standing ballots for election of officers; perform all duties incident to the office of the Secretary; cause the membership to be notified of all meetings of the membership; and notify the Porsche Club of America, Inc. of all terminations of Regional membership.

Section 4 Standing Committees

The Standing Committees shall be:

- A. Activities
- B. Driving Events
- C. Newsletter
- D. Technical
- E. Membership
- F. Charitable Giving
- G. Webmaster

The Chairpersons of the Standing Committees shall be appointed by the President of the Region (subject to the approval of at least two of the other three elected officers).

The President may, from time to time, appoint additional special Chairpersons as the need arises. The President may also name coordinators for Special Interest Groups who shall come under the direction of the Technical Chairperson.

Section 5 Vacancies

A vacancy or vacancies shall be deemed to exist in the case of death, resignation, or disqualification of any member of the Board of Directors. Vacancies so occurring shall be filled by election of the Board of Directors at its next succeeding meeting. The officer so elected shall hold office until the next election/Annual Meeting.

Article VII
Election of Officers

Section 1 Nomination of Officers

The Board of Directors shall nominate one or more candidates for each office from a list of potential

candidate provided by a Nominating Committee.

At the September Board of Directors meeting, one member of said board shall be elected Chairperson of the Nominating Committee. The Chairperson shall select members in good standing, who are not members of the Board of Directors, to serve on the Nominating Committee.

The Nominating Committee shall personally contact the membership at large to arrive at a list of potential candidates. No member may be nominated for an office without prior consent.

The Chairperson shall present the list of potential candidates to the Board of Directors at the October Board of Directors meeting.

Section 2 Method of Election

The election of officers shall take place by mailed secret ballot prior to the annual meeting. There shall be space provided on the ballot for write-in candidates for all offices. The ballots shall be mailed to a member designated by the Board of Directors. There shall be no nominations or ballots accepted from the floor at the annual meeting. Elections will be by majority of votes cast. In the event of a tie, balloting will be repeated for that office by written secret vote at the annual meeting. The new officers shall be announced at the annual meeting.

Section 3 Ballots

Ballots shall be mailed to each active member in good standing with space for the vote of the family-active member prior to the annual meeting. Each member in good standing (active and family-active) shall be entitled to one vote for each office.

Article VIII
Amendment of Bylaws

Section 1 Amendment

These Bylaws may be amended by a majority of the votes cast in a referendum of the membership, which shall be conducted by mail, or by a two-thirds vote of the members assembled at any annual or special meeting.

Section 2 Proposed Amendments

The Board of Directors or the Vice-President may propose an amendment to these Bylaws. Upon such proposal being made, a copy thereof shall be sent to the members in good standing and a vote thereon scheduled.

Section 3 Conflict

No amendment shall be valid which is in conflict with the Bylaws of the Porsche Club of America, Inc.