

CONSTITUTION AND BY-LAWS OF THE SHENANDOAH REGION

PORSCHE CLUB OF AMERICA, INC.

A. CONSTITUTION

ARTICLE I. Name and Headquarters

The name of the club shall be the Shenandoah Region, Porsche Club of America, Inc. with its principal office at the residence of its duly elected President.

ARTICLE II. Objectives

The members of the Club are joined together and are mutually pledged to 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 and other events as may be agreeable to the membership.
- c. The maintenance of the highest standards of operation, performance, and preservation of the Marque by sharing technical, mechanical, and original restoration information.
- d. The establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche dealers and service sources to the end that the Marque shall prosper and continue to enjoy its unique leadership position in sports car history.
- e. The interchange of ideas and suggestions with other Porsche clubs throughout the world and in such cooperation as may be mutually desirable.
- f. The establishment of such mutually cooperative relationships as may be desirable with other sports car clubs.

ARTICLE III. Policy

- a. This club shall be politically non-partisan.
- b. This club is empowered to do all things and conduct all business, not for profit, necessary to carry out the general purposes set forth in the Articles and Certificate of Incorporation and in this Constitution.
- c. All obligations incurred by the club are incurred solely as corporate obligations. No personal liability whatsoever shall be attached to or incurred by any member or officer of this club by reason of any corporate obligation or liability.

ARTICLE IV. **Membership**

a. Any Porsche owner or co-owner is eligible for membership as prescribed in the Bylaws.

b. In accordance with the Bylaws, membership of a member may be revoked for conduct inconsistent with the objectives or policies of the Club, or prejudicial to the good order and repute of the Club.

c. All members must be active members in good standing in the Porsche Club of America, Inc.

ARTICLE V. **Officers and Directors**

a. Board of Directors. The leadership of the Club shall be vested in the Board of Directors consisting of a President, Vice President, Secretary and Treasurer. The immediate Past President shall serve as an ex officio member of the Board of Directors.

b. Term of Office. The members of the Board of Directors will hold office for one year, or until their successors for the following year are elected. No member will serve continuously for more than two consecutive terms in the same office.

c. Election of Officers. As established by the bylaws, results of the election shall be announced at the Annual Meeting of the Club. Such Annual Meeting will be held each year at a time and place to be determined by the Board of Directors. Publication in the club newsletter of the time and place of the Annual Meeting at least 30 days prior to such meeting shall be deemed sufficient notice to the membership.

d. Vacancies. In the event that any officer is unable to complete his term in office between elections, the following succession will prevail:

For President: Vice President will succeed;

For other offices: The President will appoint a successor with the advice and consent of the Board of Directors.

e. Procedures. All meetings for the conduct of Club business shall be conducted with usual parliamentary procedure as specified in Roberts Rules of Order. Meetings will be limited to one hour in duration, unless Club business dictates additional time as necessary.

ARTICLE VI. **Amendments**

This Constitution may be amended as prescribed in the Bylaws.

B. BYLAWS OF THE SHENANDOAH REGION, PORSCHE CLUB OF AMERICA, INC.

ARTICLE I. Membership

a. Active Members. Any person 18 years of age or older who owns, co-owns or leases a Porsche may become a member of the Shenandoah Region, Porsche Club of America, Inc. provided he is also a member in good standing of the Porsche Club of America, Inc., and also provided he makes an application for membership and is approved by the Membership Committee of the region. Membership may include a Family-Active Member or Affiliate Member, if requested by the Active Member.

b. Family-Active Members. A Family-Active Member must be 18 years of age or older, and be a wife, husband, brother, sister, daughter, son, mother or father, of the Active Member, and shall be subject to approval by the Membership Committee.

c. Affiliate Membership. Any person 18 years of age or over, named by the Active Member at time of joining or at renewal of membership, in lieu of a Family-Active member, subject to approval by the Membership Committee.

d. Associate Membership. Any Active member who ceases to own, co-own or lease a Porsche while in good standing, or any person employed by a Porsche-oriented business, interested in the club and its objectives and having paid Club dues and fees as as required, subject to approval by the Membership Committee.

e. Honorary Members. Any person who merits recognition for outstanding interest in or service to the club, may be elected to Honorary membership by a two-thirds vote of the Board of Directors. Such membership shall be limited to one year but may be renewed at the option of the Board of Directors.

f. Lifetime Membership. Any person who is deemed to have performed extraordinary service to the club may be honored by a two-thirds vote of the board of directors. Lifetime memberships shall provide for a waive of regional dues and shall accord such members the full benefits and privileges available to Active Members as long as the designated Lifetime Member shall maintain membership in good standing with the Porsche Club of America, Inc.

g. Termination of Membership. A member may be expelled by a two-thirds vote of the Board of Directors for conduct detrimental to the organization. An expelled member shall have the right to appeal to the membership of the club at any regular meeting. The decision by a majority of the members assembled at this meeting will be final as to the particular facts and circumstances giving rise to such action by the Board of Directors. Termination may again be considered as to any future conduct of the affected member.

ARTICLE II. Dues

a. Annual Regional Dues. Each Active member of the Club shall pay such annual regional dues as may be recommended by the Board of Directors. Any change in dues amount must be approved by a majority of the membership actually present at a regular meeting. Notice of the proposed dues change must be published in the club newsletter prior to the regular meeting at which the membership will vote on the change.

b. Payment of Dues. The annual regional dues are payable with submission of application for membership. Thereafter, the dues become due and payable by each Active Member and Associate Member within 30 days from date of issuance of the dues notice.

ARTICLE III. Officers and Committees

a. The management of the Shenandoah Region, Porsche Club of America, Inc. shall be vested in its Board of Directors, as described in the Constitution, hereinabove. The President shall determine the duties and responsibilities of the officers in accordance with parliamentary practices, and with the advice and consent of the other board members.

b. Such committees as are necessary or convenient for the performance of the Club's purposes shall be established by the President, who shall name the chairperson, who shall in turn appoint the committee members for such committee.

ARTICLE IV. Accounts and Records

a. Fiscal year. The fiscal year of the club shall be from January 1 through December 31 of each year.

b. Records. Records shall be properly maintained to reflect all financial activity of the Club and such records shall be audited at least annually by a committee appointed by the President and approved by the Board of Directors. An independent auditor or accountant may be employed if approved by the Board of Directors.

c. Reports. The treasurer shall submit regular reports to the Board of Directors, and the Board of Directors shall publish, at least annually, in the newsletter, a summary of the financial condition of the Club.

ARTICLE V. Elections

a. Nominating Committee. The President, the Past President, and one or more other Active Members appointed by the board of directors each year, shall constitute the Nominating Committee responsible for nomination of a slate of officers to serve the following year. The nominating committee shall be appointed no later than 90 days prior to the Annual Meeting and

shall report at a regular monthly meeting at least 30 days prior to the Annual meeting.

b. Additional Nominations. Additional nominations may be made by the membership from the floor in accordance with usual parliamentary procedure.

c. Candidates. For the information of the membership, a summary of PCA activity, qualifications, and general information written by or for each candidate may be published in the newsletter prior to the Annual meeting.

d. Ballot. An election ballot, similar to the sample appended to these bylaws, shall be mailed to each Active Member, Family-Active Member, and Associate Member not later than 14 days prior to the Annual meeting of the membership. Such ballot may be mailed with, or printed as a part of, the regular newsletter.

e. Balloting. Eligible voters must be in good standing and be either an Active Member, Family-Active Member, or Associate Member.

Signed ballots shall be returned by mail to the election Chairman appointed by the Board of Directors who, along with two other Active Members appointed by the Board of Directors, shall function as a Ballot Committee to certify the validity of the ballots and report the election results to the membership at the Annual Meeting.

Only ballots actually received by the Ballot Committee prior to the scheduled time of the Annual meeting shall be counted. Should there be a tie among candidates, a vote will be taken by written ballot of the members eligible to vote who are actually present at the Annual meeting.

ARTICLE VI. **Amendments**

The Constitution and the Bylaws may be amended by majority vote of the membership actually present at a regularly scheduled meeting, but notice of such proposed amendment must be presented in writing to the membership at least twenty days prior to such meeting.

WE CERTIFY THAT THE FOREGOING CONSTITUTION AND BYLAWS WERE DULY APPROVED THIS ____ DAY OF _____, 1995:

PRESIDENT

SECRETARY

SAMPLE BALLOT

BALLOT FOR _____ (YEAR) OFFICERS
SHENANDOAH REGION, PORSCHE CLUB OF AMERICA, INC.

| CANDIDATES | ACTIVE | FAMILY-ACTIVE | ASSOCIATE | AFFILIATE |
|-----------------|--------|---------------|-----------|-----------|
| President: | | | | |
| a) | --- | --- | --- | --- |
| b) | --- | --- | --- | --- |
| Vice-President: | | | | |
| a) | --- | --- | --- | --- |
| b) | --- | --- | --- | --- |
| Secretary: | | | | |
| a) | --- | --- | --- | --- |
| b) | --- | --- | --- | --- |
| Treasurer: | | | | |
| a) | --- | --- | --- | --- |
| b) | --- | --- | --- | --- |

Please indicate your choice and mail the ballot to the Election Chairman at the following address:

Note that, pursuant to the Club bylaws, only ballots actually received by the Ballot Committee prior to the scheduled time of the Annual meeting shall be counted. Should there be a tie among candidates, a vote will be taken by written ballot of the members eligible to vote who are actually present at the Annual meeting.

SIGNATURES:

_____ Active Member

_____ Family Active Member

_____ Associate Member

_____ Affiliate Member

Date: _____