

# CONSTITUTION AND BY-LAWS OF THE SHENANDOAH REGION

## PORSCHE CLUB OF AMERICA, INC.

*As amended on January 12, 2008*

### A. CONSTITUTION

#### ARTICLE I. **Name and Headquarters**

The name of the club shall be the Shenandoah Region, Porsche Club of America, Inc. Its principal office shall be 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 relations 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 nonpartisan.
- 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 obligation. 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, co-owner, or lessor is eligible for membership as prescribed in the bylaws.

- b. In accordance with the bylaws, membership 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 or affiliate 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 the 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 shall hold office for two years beginning January 1, or until their successors for the following term are elected. No member shall serve 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. The annual meeting shall 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 the 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 shall prevail:
  - For President: The vice president shall succeed.
  - For other offices: The president shall 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 is necessary.

#### ARTICLE VI. **Amendments**

This constitution may be amended as prescribed in the bylaws.

## **B. BYLAWS**

### **ARTICLE I. Membership**

- a. Active membership: Any person 18 years of age or older who owns, co-owns, or leases a Porsche may become an active 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 membership: 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: An affiliate member must be 18 years of age or older and be named by the active member at time of joining or membership renewal, in lieu of a family active member, and shall be 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 required, may become an associate member subject to approval by the membership committee.
- e. Honorary membership: 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 as a lifetime member by a two-thirds vote of the board of directors. Lifetime membership shall provide for a waiver of regional dues and shall accord the lifetime member the full benefits and privileges available to active members so long as the designated lifetime member maintains 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 for any future conduct of the affected member.

### **ARTICLE II. Dues**

- a. Annual regional dues: Each active member and associate 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 the 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 above. 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 chairpersons, who shall in turn appoint their committee members.

### 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. The 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. 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 term shall constitute the nominating committee responsible for nominating a slate of officers to serve the following two years. The nominating committee shall be appointed at least 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, affiliate members, associate member, and lifetime member not later than 14 days prior to the annual meeting of the membership. Such ballot may be mailed with, or printed as part of, the regular newsletter.
- e. Balloting: Each voter must be in good standing as an active member, a family active member, an associate member, or a lifetime 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 shall be taken by written ballot of the members who are eligible to vote and 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 12th DAY OF January, 2008:



PRESIDENT

HERB DISTEFANO



SECRETARY

DAVE LASCH