

# **BYLAWS**

## **THE PORSCHE CLUB OF AMERICA, OREGON REGION**

Effective Date: December 5, 2018

### **Article I**

#### **Name**

The name of this club shall be The Porsche Club of America, Oregon Region (hereinafter referred to as the "Club" or the "Oregon Region.")

### **Article II**

#### **Purpose**

The purpose of the Club, as a regional organization actively affiliated with the Porsche Club of America, Inc. (hereinafter referred to as "PCA, shall be the furtherance and promotion within the Oregon Region of the general objectives of PCA, as they may be established from time to time. All members of PCA may participate in all Oregon Region events, whether or not they are Members of the Oregon Region.

### **Article III**

#### **Badge and Emblem**

Members may use and display such badges and emblems as shall, from time to time, be approved by the Club and PCA. This logo has been approved by the Club.



### **Article IV**

#### **Membership and Dues**

##### **1. Membership**

Membership in the Club is open to any member in good standing of PCA. Any classes of membership in the Club shall be designated in accordance with and shall correspond to those of PCA. All applications for PCA membership will be submitted to PCA for processing. Persons who PCA identifies as having the Oregon Region as their region of record shall automatically become members of the Club upon payment of Club dues. Other PCA members may become Club members upon approval of their application to the Club, payment of their Regional Dues, and compliance with any PCA procedures for dual membership. A member shall cease to be a Club member upon: (a) cessation of PCA membership (b) failure to pay Club dues or other reasons enumerated in Article IV.

Classes of Membership:

- **ACTIVE** — Any owner, lessee or co-owner of a Porsche acceptable to a Region, who is 18 years of age or older, having paid Club dues and fees as required.
- **FAMILY-ACTIVE** — Any individual requested by an active member as his or her family – active member, restricted to persons 18 years of age or older, whether otherwise qualified for active membership by ownership of a Porsche or not.
- **ASSOCIATE** — Any Active member who ceases to own, lease or co-own a Porsche while in good standing, or any person, employed by a Porsche-oriented business, interested in the Club and its objectives having paid Club dues and fees as required. A person of the associate member's family who has been a family-active member as described above, may continue as a Family-Associate member similarly.
- **HONORARY** — Any person who, on the affirmative vote of the Executive Council of PCA, is deemed to merit recognition for outstanding interest in or service to the Club. Such membership shall be limited to one year, but may, upon the affirmative vote of the Executive Council be renewed.
- **LIFE** — Any person who, on the affirmative vote of the Board of Directors of PCA, is deemed to have performed such extraordinary service to the Club as to warrant this signal honor. Each National President, upon termination of the President's elected term, shall automatically be a Life member without such vote. A Life member shall be considered as an Active member, may name a family member as described above and the Regional refund shall be made by PCA in the amount refunded for an Active member.
- **AFFILIATE MEMBER** — 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.
- **PRESIDENT EMERITUS** — Oregon Region past presidents shall remain as Active Members of the region regardless of their PCA Membership and do not have to pay the local membership dues.

## 2. Regional Dues

The Board of Directors of the Oregon Region may, from time to time, assess such Oregon Region dues as it deems appropriate ("Regional Dues"). Regional Dues shall be collected by the Treasurer of the Oregon Region.

## 3. Membership Year

For purposes of Regional Dues, the membership year shall coincide with the renewal month of PCA's membership.

## 4. Members

As used in these Bylaws, "Members" shall include all persons who meet the requirements of Section 1 and who have not ceased to be Members pursuant to Section 5 or 6.

## 5. Suspension or Expulsion of a Member

Any Member may be suspended by a two-thirds vote of the Board of Directors in office just prior to the meeting in accordance with the Club's bylaws for infractions of Regional or National rules or regulations or for action inimical to the general objectives or best interests of the National or Regional Clubs. Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by it for the purpose, concerning the alleged misconduct. The Board of

Directors may thereafter continue the suspension for a definite time, terminate the suspension, or expel the member, and its decision shall be final. Suspensions of active and associate members are also applicable to family-active, family-associate and affiliate members.

## **6. Resignation of a Member**

Any member may resign by addressing a letter of resignation to the Secretary of the Regional Club or to the manager of the Executive Office. The recipient of the resignation shall inform the other of the resignation. The member's resignation shall be effective upon receipt and all Club privileges shall terminate as of that date. An active member may terminate the membership of the Family Active member or Affiliate member that had been named for membership by that Active member, by written notification to the Secretary of the Regional Club.

## **Article V**

### **Officers and Directors**

#### **1. Elected Officers**

The Elected Officers of the Club shall be the President, Vice President, Secretary, and Treasurer.

#### **2. Term of Office — Elected Officers**

The terms of office of the Elected Officers shall be one year, January through December. The Elected Officers shall serve on the Board for such time as they serve as Elected Officers.

#### **3. Term of Office — Board Members At-Large**

The terms of the Board Members At-Large shall be two years, and shall be staggered, as determined from time to time by the Board of Directors, so that no more than half of them stand for election at any time, except in cases where their number is increased.

#### **4. Term of Past President**

The term of the Past President shall be one year. Upon the election of a new President, the most-recent Past President shall serve as the Past President for one year. If the President serves more than one year, or if the most-recent Past President declines to serve, the Nominating Committee shall nominate a Member to serve in the Past President position. Such nominee shall be a Member who has previously served as President of a PCA region (including the most-recent Past President), unless the Nominating Committee determines that it is unable to identify a suitable former region President who is willing to serve. In such event, the Past President position shall be filled by a Board Member At-Large serving for a one-year term.

#### **5. Membership Requirement**

Status as a PCA and Oregon Region member is required to serve as an officer. Any officer who loses such status shall immediately cease to be an officer or Director.

#### **6. Duties of Officers**

- a. President. It shall be the duty of the President to preside at all meetings of the Board of Directors and of the Members, to exercise general executive authority over the affairs of the Club, and upon authorization of the Board of Directors to sign all documents made or entered into by or on behalf of the Club requiring acknowledgement for and on behalf of the Club. The

President shall have the power and authority to act for and on behalf of the Club in all matters relating to the authorized business of the Club upon authorization of the Board of Directors.

- b. Vice President. The Vice President shall assist the President in the conduct of the administrative affairs of the Club and perform such other duties as may be assigned by the Board of Directors. The Vice President shall assume the duties of the President in the absence of the President, or if the President is for some reason unable to serve or fulfill his or her responsibilities.
- c. Secretary. The Secretary shall issue all notices of Board of Directors' and Members' meetings, shall record and keep the minutes thereof, and shall have charge of the Club's business records. The Secretary shall record in the minutes, the vote for each topic voted. In the absence of the Secretary at any meeting of the Members or the Board of Directors, the minutes may be kept by a temporary secretary appointed by the President for that purpose.
- d. Treasurer. The Treasurer shall have the duty and responsibility to keep full and complete accounts of the receipts and disbursements of the Club, and shall have custody of all funds, securities and other valuables of the Club that may come into possession of the Treasurer, and deposit them to the credit of the Club in such banks or depositories as the Board of Directors may designate. The Treasurer shall disburse the funds of the Club in such manner as may be ordered by the Board of Directors. The Treasurer shall render a statement of the accounts of the Club to the Board of Directors as of the end of each month, and to the Members as of the end of each year.

## **Article VI**

### **Board of Directors — Guidelines for Operations**

#### **1. Management and Control**

The business and affairs of the Club shall be managed by its Board of Directors, which may exercise all corporate powers of the Club and do all such lawful acts and things as are not prohibited by statute, the Articles of Incorporation or these Bylaws.

#### **2. Composition**

The Board of Directors shall be comprised of the Elected Officers, the Past President (as provided in Article V, Section 4), and at least two Board Members At-Large. The Board of Directors may from time to time establish the precise number of Board Members At-Large prior to club elections and ask the nominating committee to provide the appropriate number of candidates to fill the future vacancies.

#### **3. Removal**

Any member of the Board (including an Officer) may be removed with or without cause by the unanimous vote of all of the other Directors then in office at a regular or special meeting; provided, however, the notice for the meeting must state that the purpose (or a purpose) of the meeting is removal of the Director.

#### **4. Vacancies**

If any vacancy occurs in the Board of Directors, the vacancy may be filled by the Board of Directors. If the Directors remaining in office constitute fewer than a quorum of the board, the Directors may fill the

vacancy by the affirmative vote of a majority of all Directors remaining in office. A Director appointed to fill a vacancy shall be appointed for the unexpired portion of the term of the Director's predecessor in office.

#### **5. Monthly Meetings**

Monthly meetings of the Board of Directors shall be held at the times and places determined by the Board of Directors. Advance notice of such meetings shall be given to the Directors and to the Members, in such form as is determined by the Board of Directors. In no case shall the notice be less than one week.

#### **6. Special Meetings**

Special meetings of the Board of Directors may be called by the President or at least 20% of the Directors then in office. Notice of the date, time and place of special meetings of the Board of Directors shall be given to each director individually, by telephone, by mail or by email not less than two days prior to the meeting.

#### **7. Participation Through Telecommunications**

Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

#### **8. Quorum and Voting**

A quorum of the Board of Directors shall consist of a majority of the number in office immediately before the meeting begins. If a quorum is present when a vote is taken, the vote of a majority of a quorum of the Directors shall be the act of the Board of Directors, unless otherwise stated in these bylaws. A Director who is present at a meeting of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- a. The Director objects, at the beginning of the meeting or promptly upon the Director's arrival, to holding the meeting or transacting business at the meeting; or
- b. The Director's dissent or abstention from the action taken is recorded in the meeting minutes when a vote is taken; or
- c. The Director delivers written notice of dissent or abstention to the President or the presiding officer of the meeting before its adjournment or to the Club immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

#### **9. Action Without Meeting**

Except as may be specifically prohibited by law, any action by the Board of Directors may be taken without a meeting by any means suitable to the Board if at least 2/3 of the Directors consent in writing (including by email) to the action.

## **Article VII**

### **Committees**

#### **1. The Nominating Committee**

The Nominating Committee shall consist of three to five Members, as determined by the Board of Directors. The Nominating Committee shall be a standing committee, and its members shall serve until such time as they are replaced by the Board of Directors subject to the qualifications below. The Board of Directors shall review the qualifications of all members and proposed members of the committee by March of each year. The Board of Directors shall appoint a chair and members of the committee by May of each year. At least one of the members of the committee must be a Past President of the Club. Another member can be any former member of the Board of Directors. Because it is to the advantage of the Club to have a Nominating Committee that knows many members, the members of the committee should have attended in the last calendar year either: at least 20% of scheduled Club events, or been a chair for an event and attended at least 10% of scheduled Club events. If an event spans multiple days, it only counts for one event. ORPCA Board of Directors meetings do not qualify as Club events for the purposes of this qualification.

The Nominating Committee will take into consideration the following qualifications for nominees to open positions for Elected Officers:

- a. President. The nominees for President should have at least two years of experience within the last five years on the Club's Board of Directors.
- b. Vice President. The nominees for Vice President should have at least one year of experience within the last five years on the Club's Board of Directors.
- c. Treasurer. The nominees for Treasurer should have at least one year of experience on the Club's Board of Directors and have accounting experience.
- d. Secretary. The nominees for Secretary should be members with at least one year of experience in Club activities.

#### **2. Other Committees**

The Board of Directors may create such other committees (including committees of the Board of Directors) from time to time as it shall deem desirable and necessary.

## **Article VIII**

### **Election of Officers and Directors**

#### **1. Nominations by Committee**

The Nominating Committee shall nominate at least one candidate for each open position on the Board of Directors by November 1.

The selection of the nominees shall be within the discretion of the Nominating Committee, subject to the following:

- a. In furtherance of the Club's policy goal of maintaining continuity of management, when selecting candidates for Elected Officer positions the Nominating Committee shall give first consideration to Members with current or past Board experience. However, the preceding shall not obligate the Nominating Committee to nominate any specific person to any

candidacy position, and the Nominating Committee may deviate from the preceding if it determines that it is appropriate to do so.

- b. While the Nominating Committee may nominate more than one candidate for a position, it is not required to do so.
- c. Member Petition for Open Position: The Nominating Committee must nominate a Member for an open position by November 1 if the Member or a representative submits a qualified petition to the Nominating Committee requesting that the Member be nominated for election to the position by September 20, and the petition is signed by at least 5% of the Voting Members (10% in the case of nomination for open position of President) as of the date the petition is submitted. The member must meet the requirements listed above under Article VII, Section I.
  - i. A paper petition consists of a statement that clearly explains what the signatory is supporting. Must include the signature of the member as well as their membership number and date signed on the same page as the statement. Multiple signatures can be present on the petition provided they meet the single page limit. The membership name and number must match the membership database for each signatory or that signature will be disqualified.
  - ii. Petition signatures may be collected via electronic means that have prior approval of the board of directors. A valid petition will consist of a statement that clearly explains what the signatory is supporting. Each signed electronic petition can only include the name and membership number of at most two members and the signatures must match the membership database for each signatory or that signature will be disqualified.
  - iii. A qualified petition is any petition that meets the requirements of VIII.1.c.1 and 2 and has at least one qualified signature on it.
- d. Membership on the Nominating Committee shall not disqualify a nominee, but if a candidate is chosen from the members of the Nominating Committee for any position on the Board of Directors that person must abstain from voting to nominate for that position.
- e. The Nominating Committee shall cause to be published by August in the Club's preferred communication media a notice informing the Members that nominations are open, identifying the positions that are open, and identifying appropriate Nominating Committee contact information for any Members interested in being considered for nomination or wishing to identify others for consideration. If a Member expresses an interest in being considered for nomination to a position, but the Nominating Committee does not expect to nominate the Member, the Nominating Committee shall so inform the Member by September 1.
- f. Failure to meet the preceding time deadlines, if it occurs in good faith, will not invalidate an election.

## **2. Method of Election**

If the Nominating Committee nominates only one person for an open position, that person shall automatically be elected to the open position without further action. If two or more people are

nominated for an open position, the Board of Directors shall conduct an election among the Voting Members with respect to such open position.

### **3. Conduct of Election**

The election shall be conducted by U.S. Mail, by email, or by other electronic means, as determined by the Board of Directors, subject to the following procedures:

- a. If the election is conducted by email, ballots shall be sent by email to all Voting Members whose email addresses are known to the Club by no later than November 15. In addition, notice that the election will be held by email shall be published by November 15 in the Club's preferred method of communication, with instructions as to how to request a paper ballot that can be completed and sent to the Teller by U.S. Mail.
- b. If the election is conducted by U.S. Mail, ballots shall be sent to all Voting Members by no later than November 10.
- c. If the election is conducted by some other suitable electronic means (such as web site voting), the methods and controls must be such that the Board of Directors determines that there is sufficient assurance that votes will be cast only by Voting Members entitled to vote, without duplication, and that the results will be correctly tallied.
- d. All votes must be submitted by November 30.

### **4. Teller**

The Teller shall be the Secretary, or such other person as may be designated by the Board of Directors.

### **5. Voting Members**

Member classes approved to vote in Club elections are: Active, Family-Active, and Life members, provided that they qualify as Club members in good standing pursuant to Article IV.

### **6. Publication of Election Results**

The results of the election shall be announced at the annual meeting, and published by January 1 in the Club's preferred communication media.

## **Article IX**

### **Meetings of Members**

#### **1. Annual Meeting**

The annual meeting of the Members shall be held at such time, date and place during December or January of each year as the Board of Directors may determine after due consideration of the convenience of the Members. Notice thereof shall be published at least 30 days prior to the meeting.

#### **2. Special Meetings**

Special meetings of the Members may be called by the Board of Directors.

### **3. Quorum**

At any Special Meeting of the Members, 10% of the Voting Members just prior to the vote shall constitute a quorum. All decisions of the Voting Members at any Special Meeting shall be by a majority vote unless otherwise provided by these Bylaws. If a quorum is present when a vote is taken, the vote of the majority of the Members present shall be the act of the Members.

### **4. Notices of Meetings**

A notice, stating the time, date, place and purpose of any meeting of the Members shall be mailed to the Members not less than 10 days prior to such meeting.

## **Article X**

### **Miscellaneous**

#### **1. Fiscal Year**

The fiscal year of the Club shall be the calendar year.

#### **2. Written Notices and Communications**

For purposes of these Bylaws, all notices, communications, consents and the like, given by fax, e mail, or other electronic methods of communication, but not by recordings (such as voicemail) shall be deemed to have been given in writing if: (a) the sender is properly identified; (b) the communication is either actually received by the recipient or properly sent to the last known pertinent contact point for the recipient; and (c) in the case of a fax, it is signed by the sender.

## **Article XI**

### **Obligations and Indebtedness**

#### **1. Overall Limitation**

Subject to any additional limitations set forth in these Bylaws, no person shall incur any obligation or indebtedness in the name of the Club except as may be within the scope of such person's responsibility, as provided in these Bylaws or as authorized by the Board of Directors. Any unplanned expenditure or obligation of the Club above \$100 shall require an affirmative vote by a majority of the Board of directors, unless otherwise authorized in this section, except where the expenditure is specifically itemized by a budget with prior approval of the Board of Directors.

#### **2. Specific Limitations**

- a. President. Except in the case of emergency, the President shall not incur any obligation or indebtedness in the name of the Club in excess of \$100 without the prior authorization of the Board of Directors.
- b. Board Members. Except in the case of emergency, other members of the Board of Directors shall not incur any obligation or indebtedness in the name of the Club in excess of \$ 100 without the prior authorization of the Board of Directors.
- c. Event Organizers. Except in the case of emergency, persons who are in charge of organizing Club events shall not incur any unplanned obligation or indebtedness in the name of the Club in excess of \$50 without the prior authorization of the Board of Directors.

- d. Adjustment by Board. The Board of Directors may, from time to time, adjust any of the foregoing specific dollar limitations by amending the Bylaws.

### **3. Reserve Funds**

The Board of Directors shall review the funds available to the Club no later than the end of each fiscal year during the budget process to determine whether those funds approximately match the foreseeable requirements for funds in future years.

### **4. Liability for Unauthorized Actions**

Any person whose actions subject the Club to any obligation or indebtedness in violation of these Bylaws shall be personally responsible for such act or acts, individually and collectively with other actors, and shall indemnify and hold the Club harmless therefrom.

## **Article XII**

### **Amendment of Bylaws**

#### **1. The Board of Directors Amendment**

The Board of Directors may amend these Bylaws at any time by a two-thirds vote of a quorum of the Board. Upon doing so, notice of such amendment (and Members' right to object thereto) shall be published via the Club's preferred method of communication. Such amendment shall be effective 30 days after such publication unless, before such date, the Secretary receives written objections thereto by at least 10% of the voting Members as of the date of the communication. In such event of sufficient Voting Member objection, the amendment shall not be effective until approved by the Voting Members as provided in Article XII Section 2.

#### **2. Amendment by Voting Members**

The Voting Members may approve Bylaw changes as proposed by the Board of Directors in an election conducted in the same manner as the election of Officers and Directors pursuant to Article VIII Sections 3,4,5,6.

## **Article XIII**

### **Indemnification**

The Club shall indemnify to the fullest extent permitted by law any person who has been made, or is threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the name of the Club) by reason of the fact that the person is or was a director, officer, employee or agent of the Club. The right to and the amount of indemnification shall be determined in accordance with the provisions of law in effect at the time of the determination. Notwithstanding the preceding, the Club's obligation to indemnify any person shall not apply in the case of any intentional or grossly negligent: (i) violation of these Bylaws; (ii) breach of any duty to the Club; or (iii) exceeding of such person's scope of authority.

End of Bylaws