

Porsche Club of America
Arizona Region

BYLAWS

(As approved by the Board of Directors August 28, 2004 to supersede all previous Bylaws
and as amended December 6, 2006)

Article I - Name and Principal Office

- 1.1 Name - The name of the Club shall be the Porsche Club of America - Arizona Region (PCA-AZR or AZR). The Club is a regional chapter of the Porsche Club of America (PCA).
- 1.2 Principal Office - The Club's principal office shall be at the residence of the President.
- 1.3 Boundaries - The boundaries of the Club shall be the State of Arizona, excepting the counties of Cochise, Pima, and Santa Cruz.

Article II - General Objectives

2.1 The general objectives of the Club shall be to encourage the highest standard of safety and courtesy on the highways, to increase the enjoyment of Porsche ownership by exchanging technical information and to participate in such automotive and social events as may be agreeable to the members.

Article III - Powers, Corporate Seal, and Badge

- 3.1 Powers - The Club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of the State of Arizona and in these Bylaws.
- 3.2 Corporate Seal - the corporate seal of the Club shall be circular in form, being inscribed with the name of the Club and the year and place of its incorporation.
- 3.3 Badge - The corporate badge of the Club shall be circular in form, being inscribed with the name of the Club around the circumference with a yellow background. The center shall be a drawing of a golden phoenix arising out of red flames.

Article IV - Membership, Dues, and Privileges

- 4.1 Membership - An individual who meets the qualifications for membership in the Porsche Club of America, and who is of good moral and social character, may apply for membership in one of the classes defined in 4.2 below. Membership in the Club shall be restricted to owners, lessees or co-owners of a Porsche who are 18 years of age or older, and who are interested in the Club and its objectives as provided in Article II. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designated as a Porsche automobile by Porsche AG, or its successor, which is powered by an engine which was installed in such bodies by Porsche AG, although not in the body concerned. The word "co-owner", in addition to its usual meaning, shall include a person who holds a substantial stock ownership in a franchised Porsche dealership or distributorship.
- 4.2 Classes of Membership - There shall be four classes of membership: Active, Family Active, Affiliate, and Dual. For purposes of reference hereafter, Active, and Family Active members shall be collectively referred to as "Regular Members."
 - a. ACTIVE - An owner, co-owner, or lessee of a Porsche, who is 18 years or older, having paid Club dues and fees as required, and who may include a Family Active member.
 - b. FAMILY ACTIVE - If requested by the Active member, is one other person of the Active member's immediate family, also 18 years or older, restricted to wife, husband, sister, brother, daughter, son, mother, or father, whether or not otherwise qualified for active membership by owning or leasing a Porsche.
 - c. AFFILIATE - A person, 18 years 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.
 - d. DUAL - A member in good standing of another PCA region who pays the AZR dues.
- 4.3 Membership Application - Application for membership shall be made upon such forms as are prescribed by PCA, and shall be accompanied by payment of all appropriate dues and fees.
- 4.4 Dues - National dues are set and billed by PCA on the anniversary of joining. Regional dues and assessments shall be established by the Board of Directors.
- 4.5 Membership Year - The membership year for PCA shall be for one year beginning with the date of acceptance of original application and shall be renewable each year on the membership anniversary date.

The National Executive Secretary shall send each member one billing notice for renewal dues on or about the due date. If dues are not paid before becoming delinquent, as determined by the National Office, membership shall thereby be terminated without further notice. Regional dues are based on the calendar year and become due on January 1. Regional dues are prorated by quarters for those joining later in the year.

4.6 Privileges - Members in good standing, and whose dues are current, shall be entitled to all the privileges of PCA-AZR, except that Affiliate and Dual members shall not be entitled to vote nor hold elective office. To allow for mail delays, lapsed members whose dues have expired not more than 30 days before the ballot deadline shall be considered eligible, as shall prospective members whose applications and dues are received before ballots are mailed, even though PCA has not yet acknowledged them. Active and Family Active members are each entitled to (1) vote on any and each issue arising.

4.7 Termination of Membership - Membership in the PCA-AZR may be terminated by:

- a. Resignation.
- b. Suspension by a two-thirds vote of the Board of Directors of either National or the Region for infractions of National or Regional rules or regulations, or for actions inimical to the general objectives of best interests of the National or Regional clubs. The Board shall determine the duration of any suspension. Suspension of any member is applicable to their respective Family or Affiliate member.
- c. Request for transfer to another region within PCA submitted in writing to to the National Executive Secretary.
- d. An Active member may terminate the membership of an Affiliate member by written notification to the National Executive Secretary.

Article V - Directors

5.1 Board of Directors - the elected Board of Directors shall constitute the ruling official of AZR and shall be responsible for the proper conduct of the administrative affairs of AZR, the proper functioning of the several committees, and shall ensure compliance with these Bylaws and the Articles of Incorporation, in accordance with the laws governing such corporations in the Sate of Arizona. In fulfilling these responsibilities, the Board shall have the power to approve, modify, or disapprove all actions of committees or individuals appointed to represent AZR. All decisions of the Board shall be by a majority of the vote cast by those members present. The presence of a majority of the Directors shall constitute a quorum.

5.2 Number and Qualification - The Board of Directors shall consist of (8) elected regular members in good standing, and those non-voting Directors as provided in paragraph 5.3. Members related by matrimony, and those members related by blood and residing in the same household may not serve as voting Directors on the same Board. No Director may continue in office if he shall move his residence beyond the boundaries of the Club.

5.3 Non-voting Directors - The Board of Directors, in order to provide continuity, shall also include the last Past President who continues as a regular member of AZR, and who shall be encouraged to continue in an advisory capacity in the year(s) following his/her term(s) until succeeded by the next Past President. He shall also automatically become Chairman of the Nominating Committee with duties as outlined in Article 7.1. The Past President is not eligible to vote except in the case of ties.

5.4 Term of Office - the term of office of each elected Director shall be from January 1 to December 31 of each year. Such Directors shall serve for a term of one (1) year or until his successor is duly elected, except that a member appointed to fill a vacancy to the Board shall serve only the unexpired term of the Director that he replaced. No Director shall be eligible to serve in the same office more than two consecutive elected terms.

Article VI - Director's Positions and Duties

6.1 Officers - The offices and duties of the Directors shall include:

PRESIDENT

- a. To chair the Board of Directors
- b. To serve as an ex-officio member of all committees, except the Nominating Committee and the Bylaws Committee.
- c. To preside at all meetings of the members and of the Board of Directors.
- d. To execute all documents and correspondence in the name of AZR as authorized by the Board of Directors and/or the membership.

VICE PRESIDENT

- a. To preside at meetings in the absence of the President, or when ordered to do so by the President.
- b. To act as parliamentarian.
- c. To chair the Bylaws Committee, keep and maintain the Bylaws and their changes.
- d. To manage all matters pertaining to insurance, including reporting of events to National.
- e. To keep and maintain the official calendar of AZR events.

TREASURER

- a. To keep records and books of account reflecting the financial condition and operation of AZR.
- b. To sign all checks and drafts upon the account of AZR and all documents financially obligating AZR.
- c. To receive all moneys paid to AZR and deposit same to its credit with a bank insured by the Federal Deposit Insurance Corporation; to maintain direct control over, and supervision of, all Club assets and of all payments of the Club debts and obligations.
- d. To give a full and correct report on the financial status of the Club at every meeting of the Board of Directors.
- e. To secure from each standing and special committee chairperson a budget of the yearly anticipated income and expenses for all functions of AZR and to compile and submit a consolidated budget to the Board for approval. A progress report of said budget shall be submitted to the Board at least quarterly.
- f. To maintain a record of the physical assets of the Club and also maintain a Reserve fund equal to a minimum of 100% of the total estimated values of the assets, so as to protect against a sudden and unforeseen loss of the physical assets. This record shall be updated annually and will coincide with the Club's tax filing date. Disbursements of any moneys from this reserve fund will require a minimum 75% approval by the Board.
- g. To oversee the filing of all appropriate State and Federal taxes, prepared by an independent CPA as required by the Club's Business Filing Licenses.

SECRETARY

- a. To record and preserve the minutes of all meetings of the Board of Directors and present and to read such minutes at the request of the President or any of the directors.
- b. To record and preserve the minutes of all special membership meetings and to present and to read such minutes upon request.
- c. To receive all ballots, count them and cause to be published the results thereof, and keep them for inspection for a period of 30 days after the results are announced.
- d. To maintain custody of the corporate seal at all times, and to keep records of the Club.
- e. To cause to be published in the Club's official publication notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club.
- f. To perform all duties incident to the office as required by law.

MEMBER AT LARGE

- a. There shall be four (4) elected Members-at-Large who shall perform any duties as directed and agreed to by the Officers.

6.2 Vacancies

- a. In the event of a vacancy of the President's position for whatever reason, the Vice President will immediately become President and his position will be filled as per Paragraph B following.
- b. In the event of a vacancy of any position on the Board other than President, the remaining Directors shall elect a Regular member, with his consent, to fill the vacancy at its next succeeding meeting. Any Director so appointed shall hold office until the next regular election of the Board of Directors.
- c. The Board of Directors may declare vacant the seat of any elected Director who is absent from three (3) consecutive meetings of the Board of Directors.

Article VII - Election of Officers

7.1 Nomination Committee

- a. Not later than August 1 of each year, the Chairperson of the Committee, who is the last Past President (Ref Art. 5.3), and the next preceding Past President shall begin serving as the

Nominating Committee. Not later than September 1 of each year, the Nominating Committee shall recommend to the Board at least one, preferably two, or more candidates for each Board position from among the regular members willing to serve as Directors.

- b. Active members in good standing may nominate candidates for each office. Such nominations must be submitted to the Nominating Committee not later than September 1 of each year.
- c. No member may be nominated or placed on the ballot without his permission.
- d. Qualifications and pictures of the nominees may be submitted to the Editor for publication in the October issue of the official publication of the Club.

7.2 Election -

- a. The October issue of the official publication shall include a ballot which contains the names of all the nominees. The ballot shall also contain the following:
 - 1) Instructions to vote for no more than one candidate for each Board position.
 - 2) Two columns: one for the Active member's vote and one for the Family member's vote.
 - 3) Space provided for write-in votes.
 - 4) Space provided for the signature of each voting member.
 - 5) A statement noting the calendar date deadline for the receipt of ballots.
- b. All ballots must be returned by U.S. Mail or e-mail and received by the Secretary no later than the date established.
- c. On or after November 1 the Secretary and members of the Nominating Committee shall open and count and tally all ballots received by the deadline.
- d. Ballots received after the deadline shall not be opened unless there is a tie for any of the positions. If a tie remains after all late ballots are tallied, the Secretary shall flip a coin in the presence of the candidates or members present to determine a winner.
- e. Protests shall be directed to the Board for resolution. The Board's decision will be final.

7.3 Notice of Election Results - The secretary shall cause to be published the results of the election in the Club's official publication.

7.4 Powers of the Newly Elected Officers - Upon tabulation of the votes the Secretary shall immediately notify the persons elected of their election. The President-elect may call a meeting of the newly constituted Board of Directors for the purpose of appointment of committee members whose terms are to start at the first of the next year, as well as other appointments which may be required.

Article VIII - Obligations and Authority

8.1 Authority to Incur Obligations or Indebtedness

- a. Only the elected officers or persons authorized by the Board of Directors to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or officer of the Club by reason of any such corporate obligation or liability.
- b. No elected officer or any other person authorized to act in behalf of the Club shall incur any obligations or indebtedness in the name of the Club in excess of the sum of \$500 without prior approval of a majority of the Board of Directors, except for the following purposes:
 - 1) Printing, mailing, postage and stenographic expenses of the Club's official publication.
 - 2) Stationary and postage for ordinary administrative use.

8.2 Unauthorized Obligations - No elected Officer or any other person authorized to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club which is not for the general benefit of the entire membership of the Club nor shall the Board of directors approve the incurring of any such obligation or indebtedness.

8.3 Personal Liability for Unauthorized Obligations - The incurring of any obligation or indebtedness in the name of the Club by any elected officer or member in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligations or indebtedness, which the Club may be required to pay.

8.4 Conflict of Interest - No Director shall engage in any transaction that could create a conflict of interest with the Club without specific approval of the Board. Directors shall disclose to the Board any potential conflict between their personal interests and the Club's. No Director shall vote on any matter in which he has a material financial interest.

8.5 Fiscal Year - The fiscal year of the Club shall be the calendar year.

Article IX - Meetings

9.1 Directors' Meetings - Meetings of the Directors may be called at any time, but at least once per quarter, by the President or by a majority of the Directors. Each Director shall be notified of such meeting at least (7) days prior to the time set for the meeting.

9.2 Special Meetings - Special meetings of the members may be called by the President, by a majority of the Board, or by a petition signed by five (5) percent of the members. Due notice shall be given stating the date, time, place, and purpose of any such meeting at least ten (10) days before such meeting.

9.3 Members' Meetings - Meetings of the members shall be at such time and place as designated by the Board of Directors. due notice of any meeting of the members shall be given by publishing in the official publication.

9.4 Quorum - A quorum at any meeting of the Directors shall consist of a simple majority of those having voting privileges. A quorum at any special meeting of the members shall consist of ten (10) percent of the members in good standing, or ten (10) members in good standing, whichever is larger.

9.5 Voting - At all meetings of the members, each regular member in good standing shall be entitled to one vote on any matter which may be properly brought before the membership. Such vote may be via voice or by written ballot.

9.6 Conduct of Meetings - The President, or in his absence the Vice President, shall preside at all meetings. Robert's Rules of Order in its most recent edition shall be the rules for the conduct of all meetings.

9.7 Guests - Guests shall be permitted at all meetings, unless a closed meeting is declared by a majority vote of the Board of Directors.

Article X - Committees

10.1 Appointments - There shall be as many Special Committees appointed as required to carry out the activities and objectives of AZR. Any member(s) of AZR may be appointed Chairperson(s) of a Special Committee by any Director, subject to the approval of the entire Board of Directors.

10.2 Duties and Responsibilities - Special Committee Chairpersons are responsible to their appointing Director and shall submit to such Director a written budget of all anticipated expenses and income in connection with their function.

Article XI - Official Publication

11.1 Name - The name of the official publication of AZR shall be "Going Places."

11.2 Circulation - Going Places shall be published and distributed monthly to each AZR member and to such others as approved by the Board of Directors.

11.3 Editor - The Editor shall be appointed by the Board of Directors.

Article XII - Amendment of Bylaws

12.1 Proposed Amendments - Proposed amendments to these Bylaws may be considered upon either recommendation by a majority of the Board of Directors or by the written petition signed by at least (10) Active members in good standing. The Board of Directors shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws.

12.2 Approval of Proposed Amendments -

- a. The essence of the proposed amendment(s) shall be printed in the official publication of the Club within sixty (60) days thereafter, together with an explanation of the proposed Amendment(s) and the need therefore by its sponsors, together with the date of the meeting at which any proposed amendment(s) will be voted upon.
- b. Voting upon amendment(s) to the Bylaws shall be by secret ballot. Amendment(s) to the Bylaws shall be approved by a majority of the votes cast by the membership.
- c. The Secretary and two regular members appointed by the President shall open, count and tally all ballots, and certify the results. The results shall be read into the minutes of the meeting and published in the next issue of the official publication of the Club.

Amendment approved by the Board, November 19, 2006 and by the membership at a regular meeting December 6, 2006: Provided for changes to Article 5.3, making the Past President chairman of the Nominating Committee, and to Article 7.1.a naming the next preceding Past President as a member of the Nominating Committee.