

BYLAWS
As Amended, December 3rd 2011

PORSCHE CLUB OF AMERICA, Northeast Region, Inc.

ARTICLE 1: NAME and PRINCIPAL OFFICE

The name of the club shall be the Porsche Club of America, Northeast Region, Inc., hereinafter referred to as “the Club”. The principal office shall be at the residence of the President, or such other location as he/she may direct.

ARTICLE 2: GENERAL OBJECTIVES and POWERS

The general objectives of the Club are as follows:
to encourage the highest standards of safety and courtesy;
to promote the exchange of technical information;
to enhance the image of the Club and Porsche owners in general through community relations and charitable causes;
to establish mutually beneficial relations with Porsche dealers, independent repair shops, other regions, and the national organization;
and to engage in such automotive and social events as may be agreeable to the members.

ARTICLE 3: BADGE

The logo of the Northeast Region shall be inscribed with the name of the Northeast Region and the initials “PCA”. Use of the Club logo is restricted to official Club purposes and display on vehicles. It may not be used for commercial promotional purposes or personal uses other than display on a private vehicle unless expressly approved by a majority vote of the Board.

ARTICLE 4: MEMBERSHIP, DUES and PRIVILEGES

Membership in the Club shall be limited to members in good standing of the National Porsche Club of America, Inc. Members may be assessed regional dues. Regional dues shall be set on an annual basis by a majority vote of the Board no later than the February Board meeting. In addition, entry fees may be charged for events and subscription fees may be charged for publications.

A member in good standing of the region must be a member in good standing of the national organization, have paid up regional dues (except those specifically for newsletter subscriptions), and in addition must not be under suspension by the region.

The Board may suspend or reinstate an individual’s regional membership by a two-thirds or greater vote. Cause for suspension includes, but is not limited to: disregard of safety rules and procedures, or unsafe driving at any National, Zone, or Regional event; failure

to pay monies owed to the Club; and actions which discredit the region or national organization.

A member suspended for driving safety reasons may not participate in any regional driving events, including rallies, until reinstated by the Board. A suspended member has the right to appeal to the Board and request a vote for reinstatement.

ARTICLE 5: BOARD OF DIRECTORS and OFFICERS

5.1 BOARD OF DIRECTORS

5.1(a) The Board of Directors shall consist of eight members: the seven elected officers of the Region plus the Immediate Past President, who shall be an ex-officio member. The Board of Directors shall establish policies and see to the proper conduct of the affairs of the Club in compliance with these bylaws. Any Board member may appoint, dismiss, or replace any chairperson within his/her realm of responsibility with the consent of the Board of Directors.

The President shall, with a majority approval of the Board, appoint a person to serve as the Safety Chair by February 1 of each year. No driving event (e.g. rallies, autocrosses, driver education, ice time trials) may be held without a person currently filling the Safety Chair position.

The Safety Chair is responsible for the enforcement of all safety policies and procedures promulgated by the National organization, the covering insurance company, event site rules, and regional policies. In addition the Safety Chair may exercise his/her own judgement relative to safety issues not specifically covered otherwise.

5.1(b) The Board of Directors shall meet regularly once each month, and may convene other meetings at the request of three or more Board members. Meetings shall be open to any Club member and any Club member may place items on the agenda for Board consideration. However, the Board may, upon two-thirds affirmative vote, elect to have such closed meetings as it deems appropriate. A quorum at any meeting of the Board shall consist of a simple majority of members of the Board.

5.1(c) All actions of the Board of Directors shall be reported promptly to the membership through two or more of the following means: Club newsletter, email, or posting on Club website.

5.2 OFFICERS

5.2(a) The officers of the Club shall be President, Immediate Past President, Administrative Vice-President, Activities Vice-President, Secretary, Treasurer, Membership Secretary, and Newsletter Editor.

5.2(b) The President shall be the principal executive officer of the Club, and with the support and assistance of the other officers shall be responsible for implementing the policies established by the Board of Directors.

5.2(c) The Immediate Past President shall assume the duties of the President in the absence of the latter, and shall undertake such other duties as the President may assign.

5.2(d) The Administrative Vice-President shall be responsible for overseeing those activities of the Club which do not fall within the assigned duties of the other officers, including but not limited to monthly events (such as the Annual Dinner, a newcomers meeting, technical sessions, and service reports), as well as the "Goodie store".

5.2(e) The Activities Vice-President shall be responsible for all activities involved in driving events, such as rallies and autocrosses, including planning, scheduling, rules, publicity, registration, safety, awards, stewards committees, and other related items.

5.2(f) The Secretary shall be responsible for the preparation of the minutes of the Board meetings, any Club correspondence and the maintenance of the Club's non-financial records.

5.2(g) The Membership Secretary shall be responsible for the handling of all matters relating to membership in the Club and shall be responsible for dealer liaison activities.

5.2(h) The Treasurer shall be the custodian of the Club's funds, shall handle all billings, receipts, disbursements, mailing permits, federal and state tax matters, and shall maintain all necessary records in connection therewith. At the June meeting of the Board of Directors, the Treasurer shall provide to the Board, copies of the following relating to the previous year:

- a) Statement of receipts and disbursements;
- b) Federal Tax Return, or copy of IRS regulation waiving such requirement;
- c) Massachusetts Tax Return, or copy of regulation waiving such requirement;
- d) Annual Report, to be filed with the Secretary of State;
- e) Change of address form, to be filed with the Secretary of State, if necessary.

The Treasurer shall file necessary tax returns and corporation statements in a timely manner. The Treasurer shall appoint an Advertising Manager to assist in soliciting newsletter advertisements and collecting advertising revenue. The Advertising Manager shall report administratively to the Newsletter Editor and financially to the Treasurer.

5.2(i) The Newsletter Editor shall be responsible for the preparation and distribution of the monthly publication of the Club.

5.2(j) The Immediate Past President shall be the chairperson of the Parliamentary Committee, and may appoint such other members as he/she may decide, at least one of whom shall not be a member of the Board of Directors. At least one member of this committee shall be present at all meetings of the members or the Board to advise the President on points of law. This committee shall be responsible for constant review of these bylaws and shall recommend to the Board such amendments as may be needed. It shall formulate and present to the Board any amendments that may be requested by any substantial group of the membership of the Club.

5.3 The term of office for all officers shall be the calendar year. In the event that a currently serving Board member resigns or is otherwise unable to serve prior to December 1, the President shall, within one month, nominate a successor to fill the remaining term. The successor shall be confirmed by a majority vote of the Board. If a successor starts on or before July 1st, he/she will be considered as serving a full term. Vacancies occurring after December 1st may remain empty until the incoming Board takes over. An officer may succeed him/herself, but not more than once in any office, and shall not serve more than four consecutive terms on the Board of Directors, with the exception that the Immediate Past President shall be eligible to serve as an ex-officio member of the Board without regard to the limitation to four consecutive terms. Notwithstanding any of the above, the Newsletter Editor may serve indefinitely.

5.4 Upon two-thirds affirmative vote of the entire Board, the Board of Directors may remove any Board member.

ARTICLE 6: ELECTIONS

6.1 Not later than its first meeting in June, the Board of Directors shall elect one of its members chairperson of a nominating committee. The chairperson shall appoint two Club members, not members of the Board, to serve as committee members.

6.2 The Nominating Committee shall select one or more candidates for each elected office in the Club for the following year, obtaining the consent of each nominee to serve if elected. The Chairperson shall report the names of the selected nominees or slates to the Board before September so they can be distributed to the membership in accordance with article 5.1 (c).

6.3 Additional nominees or slates of nominees for any or all offices may be proposed by the members at any time up to and including the October meeting of the Board.. Such nominations will include a signed statement from the nominees that he/she (they) will perform the duties of office if elected.

- 6.4 The final ballot, including the nominees selected by the Nominating Committee, and those proposed as in paragraph 6.3 above, which may be arranged individually or in slates, shall be distributed to all primary members by mail or electronically no later than November 5.
- 6.5 Only primary members shall be eligible to vote in the election of officers.
- 6.6 The Board of Directors shall appoint a three-person committee of tellers, none of whom shall be members of either the Nominating Committee or candidates for office, and not more than one of whom shall be a Board member. The Chairperson of the tellers shall report the results of the election to the Board no later than December 1st without otherwise disclosing said results and based on all ballots being received by November 15th. The President shall report the results to the membership at the December Annual Dinner.
- 6.7 Offices which become vacant after the election shall be filled by majority vote of the Board of Directors as provided in Article 5.3.
- 6.8 Any nominations for national recognition shall be made by the Board of Directors in such manner as they shall determine.

ARTICLE 7: MONTHLY EVENTS

- 7.1 Regular events for the members shall be held each month at such place and time as the Board of Directors may determine, direct and cause to be announced. The Board shall have the option of waiving the requirements for a monthly event during either July or August, but not both.
- 7.2 Monthly events may include, but are not limited to, a newcomers meeting to introduce new members to the programs of the Club, tours or rallies, speakers, dinners, visits to places of interest, technical sessions, etc.
- 7.3 In the month of December, an Annual Dinner shall be held as one of the monthly events; on that occasion the newly elected Board of Directors will be introduced and various regional awards will be presented.

ARTICLE 8: FISCAL YEAR

The Club's fiscal year shall be the calendar year.

ARTICLE 9: OBLIGATIONS and INDEBTEDNESS

Obligations and indebtedness in the name of the Club shall be incurred only (a) for the general benefit of the entire membership, and (b) by authorization of the Board of Directors, and no personal liability shall result from action so taken.

An individual Board member may authorize commitment of Club funds up to the 'single member' limit; similarly, two Board members, one which must be the President or the Treasurer, may authorize disbursement of Club funds up to a 'two-member' limit. The two limits must be established by a two-thirds affirmative vote of the Board each year at the first regular meeting of the newly elected Board. Any single disbursement greater than the two-member limit shall require an affirmative vote by at least two-thirds of the Board.

Obligations of indebtedness incurred other than as provided herein shall be the sole responsibility of the person or persons incurring them.

ARTICLE 10: OFFICIAL PUBLICATION

Official communications to the membership may appear in a newsletter, on the Club website, or in such other mailings (including electronically) as the Board of Directors may choose.

A percentage of the dues refund from the National Office to the Region is allotted to the cost of preparing items referenced in article 5.1(c)..

ARTICLE 11: AMENDMENT OF BYLAWS

Amendments to these bylaws may be proposed by the Board of Directors, Parliamentary Committee, or by any fifty (50) or more primary members in good standing. Proposals shall be submitted to a member of the Board of Directors in writing, and in the case of a proposal submitted by the Parliamentary Committee or the members, shall be accompanied by a written explanation, signed by each member, of the nature of and the need for such an amendment.

The Board of Directors shall forthwith cause the proposed amendment, together with the need claimed therefore, to be published in the Club's official publication and on the Club's website, and shall duly arrange for a vote of the members. The affirmative vote of two-thirds of those primary members voting by written or electronic ballot shall be required for approval.