

BY - LAWS

As Amended February, 1984

First Settlers Region, Porsche Club of America, Inc.

Article I - Name, Office and Territory

Section 1 - Name

The name of the club shall be the First Settlers Region, Porsche Club of America, Inc.

Section 2 - Principal Office

The principal office of the club shall be the residence of its duly elected president or his successor.

Section 3 - Territory

The territory shall be divided into two areas - Eastern and Central.

The territory of the club includes all areas of the Commonwealth of Virginia within the following boundaries. The Southern boundary shall be the Virginia-North Carolina line. The Eastern boundary shall be the Chesapeake Bay and the eastern limits of the City of Virginia Beach. The Northern boundary shall be the northern borders of the following Virginia counties: Northumberland, Westmoreland, Essex, Caroline, Spotsylvania, Orange, Albemarle, and Augusta. The Western boundary shall be the western boundaries of the following Virginia counties: Augusta, Albemarle, Buckingham, Appomattox, Charlotte, and Halifax.

Article II - Objectives

The general objectives of the club, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

- a. The highest standards of courtesy and safety on the roads.
- b. The enjoyment and sharing of goodwill and fellowship engendered by owning a Porsche and engaging in such social or other events as may be agreeable to the membership.
- c. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- d. The establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche dealers and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.

- e. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
- f. The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.

Article III - Policy, Powers, Seal and Badge

Section 1 - Political Activity

The club shall be politically non-partisan.

Section 2 - Powers

The club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of the Commonwealth of Virginia, and in these By-Laws.

Section 3 - Seal

The Seal of the Club shall be circular in form being inscribed with the name of the Club, the year of its incorporation and word "seal".

Section 4 - Badge

The badge of the Club shall be inscribed with the words "First Settlers Region" and the initials "PCA".

Article IV - Membership, Dues and Fees

Section 1 - Members

Membership in the Club shall be restricted to owners or co-owners of Porsches who are 18 years of age or older and to such other persons interested in the Club and its objectives as provided in Section 2 (b), (c), (d), of this article, and who reside within territory described in Article 1, Section 3 of these By-Laws. Applications from prospective members who reside beyond this limit will be treated on an individual basis. Members who move beyond this limit may retain their membership. 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 is basically, one which was installed in such bodies by the manufacturer of such automobiles, although not necessarily in the body concerned.

Section 2 - Classes of Membership

Classes of membership in the Club shall be consistent with the National PCA membership requirements as follows:

- a. Active - Any owner or co-owner of a Porsche, acceptable to the membership committee, who is 18 years of age or older, having paid dues and fees as required. This may include as a family-active member one other person of the active member's immediate family, also 18 years of age or older, restricted to wife, husband, brother, sister, son, daughter, mother or father, whether otherwise qualified for active membership by ownership of a Porsche or not.
- b. Associate - An active member who ceases to own or co-own a Porsche while a member in good standing, and other members of PCA in good standing.
- c. Affiliate - 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.
- d. Honorary - Any person, who, on the affirmative vote of three-fourths of the members of the Board of Directors at any regular or special meeting of the Board of Directors is deemed worthy of recognition for outstanding interest in or service to the Club or the marque. Honorary membership shall be limited to one calendar year unless specifically stated in the nomination.

Section 3 - Dues

Changes in the dues for the various classes of membership for each year shall be established by the majority vote of the membership present at the previous annual meeting. Entry fees may be charged for events.

Section 4 - Privileges

- a. All members of the Active and Affiliate classes shall be entitled to hold elective office.
- b. All members may vote for officers or upon issues before a regular meeting.
- c. All members of whatever class shall be entitled to attend First Settlers activities and social events and shall be entitled to any reduced entry or admission fees accorded to Active Members.

Article V - Resignation and Suspension

Section 1 - Resignation

Any member may resign by addressing a letter of resignation to the Secretary. His resignation shall become effective on the date stated by him, and his privileges shall terminate as of that date. An Active Member may terminate the membership of his familyactive or Affiliate Member by written notification to the Secretary.

Section 2 - Suspension

Any member may be suspended from any or all club sponsored activities by a two-thirds vote of the Board of Directors of the Club for the following reasons:

- a. Infraction of National or Regional rules or regulations.
- b. Action repugnant to the objectives or best interests of the Club.

The member in question 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. Upon a final vote of the Board of Directors, within five days of the date of the meeting, the member shall be notified in writing of the decision of the Board. The suspended member may thereafter appeal to the Board of Directors for reinstatement. Failing to receive a favorable decision from the Board, a suspended member may appeal to the membership at any regular or special meeting whose decision shall be by majority vote. The Board of Directors may thereafter continue the suspension for a definite time or terminate the suspension in accordance with the aforementioned decision. After the period of suspension has run, the member may reapply for membership in the Club.

Article VI - Officers and Duties

Section 1 - Officers

The elected officers of the Club shall be a President, two (2) Vice-Presidents (one from each area), two (2) Assistant Vice-Presidents (one from each area), and a Treasurer. The appointed officers of the Club shall be the Secretary, Membership Chairman, and Newsletter Editor. No officer may continue in office subsequent to moving his residence beyond the territory of the First Settlers Region, provided such a move prevents him from attending meetings and events, causes him to be generally unavailable for members to reach, or otherwise impairs his ability to perform the duties of his office.

Section 2 - Term of Office

- a. All elected and appointed officers and committee chairmen shall serve for a term of one calendar year, beginning on January 1 of the year following their election or appointment.
- b. There shall be no limitation of the number of successive terms that may be served by an elected or appointed officer with the exception of the President, who shall be limited to a maximum of two successive one year terms in office without a break in service.

Section 3 - Duties

- a. 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. He shall briefly report the actions of the Board of Directors to the Club. He shall supervise and coordinate the duties of the other officers. He shall be the chief spokesman for the Club in all dealings with the public and National PCA. He may disband any committee or remove any Chairman with the consent of a majority of the Board of Directors. The President shall appoint the Secretary, Membership

Chairman, Newsletter Editor, Historian, Committee Chairmen, and any others necessary to the operation of the Club.

- b. The Vice-Presidents shall assist the President in the performance of the latter's duties and one shall be appointed by the President and/or the Board of Directors to act in his stead in the event of his absence, disability or disqualification. The Vice-Presidents shall serve as chief liaison and coordinator for activities in their respective areas.
- c. The Assistant Vice-Presidents shall assist the Vice-Presidents in the performance of their duties and shall be appointed by the President any/or the Board of Directors to act in the stead of the Vice-President in the event of his absence, disability, or disqualification.
- d. The Secretary shall keep full and complete minutes of all meetings of the Club and the Board of Directors, and shall be responsible for notices to the membership of all regular and special meetings. The Secretary shall be responsible for all past minutes of the Club.
- e. The Treasurer shall have custody of all monies, debts, obligations, and assets of the Club. He will be authorized to make disbursements as necessary to meet the debts and obligations of the Club. The Treasurer shall keep the Club's books of account on a calendar year beginning with January 1. He shall give a financial report at each regular meeting of the Club. The books of the Club shall be audited annually by an audit committee of members who are not part of the Board of Directors. The Treasurer shall have custody of the past financial records of the Club. The Treasurer shall be responsible for the collecting, handling, and transfer of funds for all club-sponsored events. He shall be responsible for filing all necessary documents with the Internal Revenue Service and the state of Virginia.
- f. The Membership Chairman shall have primary responsibility for attracting new members within the region. He shall also be responsible for reconciling the First Settlers Region membership list with PCA's list and producing an up-to-date FSR membership list by the end of December of each year.

Section 4 - Interim Appointments

In the event of the death, resignation, disability or disqualification of the Vice-President, Assistant Vice-Presidents, or Treasurer, the President, with the concurrence of a majority of the Board of Directors, shall make an interim appointment to the office so vacated for the balance of the unexpired term.

Section 5 - Board of Directors

- a. The Board of Directors shall consist of the elective and appointive officers of the Club and the immediate past President.
- b. The Board of Directors is under the direction of the President and shall advise him on Club matters at his request.
- c. The Board of Directors shall decide when an officer is incapable of properly fulfilling his responsibility to the Club.
- d. The location, date, and time of the meetings of the Board of Directors

shall be announced by the President. Attendance at these meetings shall normally include the members of the Board of Directors and those Club members who are invited by a member of the Board of Directors to attend for a specific purpose.

Section 6 - Committees

The President shall appoint the Chairman of any committee and such other members as may be desirable, to serve at the discretion of the President. The Board of Directors shall create such other committees from time to time as may be desirable and necessary.

Article VII - Elections

Section 1 - Nominating Committee

- a. At least 120 days before the end of the Club's fiscal year the President, with the consent of a majority of the Board of Directors, shall appoint a nominating committee of at least three members. The nominating committee will not be members of the Board of Directors and will include at least one member from each of the two areas of the Club.
- b. Within 60 days of its appointment, the nominating committee shall submit a slate of one or more nominees for those offices about to be vacated. Prior to submission of the slate, the committee shall receive authority from each of the candidates to place their names in nomination.
- c. Should there be a membership meeting during the 60 day period, the nominating committee shall render a report of its progress, announce any candidate already selected, and request additional nominations from the floor.

Section 2 - Annual Election

The slate of nominations shall be published in the next club newsletter after the nominating committee has presented its final list of nominees. Also included in this publication shall be a ballot and notice of the election. The notice shall set forth the return date and the address for the balloting.

Section 3 - Balloting

All balloting shall be by mail indicating the member's choice of candidates and the offices for which they stand, and must be signed by the member. Any member shall be entitled to write in the name of any member in good standing as his choice for any office. All ballots shall be mailed to the Secretary no later than the return date set forth in the notice of election. Unsigned ballots or ballots received subsequent to the return date shall be invalid.

Section 4 - Tellers

The Secretary and two other active members appointed by the Board of Directors shall act as tellers and shall tabulate the votes cast within ten days of the return date and shall certify the results. The member who receives the greatest number of votes cast for the office for which he is candidate shall be declared elected.

Section 5 - Notice of Election Results

The Secretary shall cause the results of the election to be published in the next issue of the Club's official publication. The Secretary shall notify the candidates of the results of the election either by mail or by telephone, within seven days after the results are known.

Article VIII - Meetings

Section 1 - Conduct of Business

All meetings for conduction of Club business shall be guided by parliamentary procedure as specified in Roberts' Rules of Order.

Section 2 - Annual Meeting

There shall be an annual meeting of the entire membership. The annual meeting of the Club shall be held in a place determined by the Board of Directors. Notice of the time and place of the annual meeting shall be published in the Club publication and mailed to the membership at least two weeks prior to such meeting.

Section 3 - Regular Meetings

Regular meetings may be held throughout the year in each area. The date and place of such meetings will be published and mailed to the membership.

Section 4 - Special Meetings

A special meeting may be called by the President at any time. Also, the President will call a special meeting within three weeks of the receipt of a petition for such signed by 10% of the active members.

Section 5 - Meetings of the Board of Directors

- a. Meetings of the Board of Directors shall be held from time to time but generally not less than four times a year.
- b. The times of meetings shall be fixed by resolution of the Board of Directors, or upon the call of the President or Secretary, or upon the call of a majority of the Board.
- c. Notice of the meetings shall be given to all members of the Board of Directors not less than seven days prior to the convening of the meeting.
- d. Special Board meetings may be called by the President, the Secretary or on the written request of two members of the Board.
- e. The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation, or the By-Laws.

- f. If a quorum is not present, the Directors present thereat must adjourn the meeting from time to time, without notice other than announcement of the meeting, until a quorum shall be present.
- g. Each Director shall have one vote and the President may vote only in the instance of breaking a tie or for the purpose of meeting a majority or two-thirds vote.

Section 6 - Quorum

At any meeting of the Club, ten percent of the active members in good standing shall constitute a quorum. At meetings of the Board of Directors, one-half of the membership of the Board of Directors including at least two elected officers shall constitute a quorum.

Article IX - Competitive Event Chairman Section 1 - Definition

Each year, the Board of Directors shall select dates and locations during the ensuing year to be designated as competitive events. These events shall generally, but not necessarily, consist of two two-day events, and two one day events, one of each to be held in each of the two areas of the Club.

Section 2 - Responsibilities

A member or members shall be appointed by the President and Board of Directors at the request of the area Vice-President to chair each event held in an area. The chairman may be the same as or co-chairman with the Vice-President of the area in which the event is being held. The event chairman shall be accountable to the Board of Directors, He shall be solely personally responsible for all facets of the event, including but not limited to the following:

- a. All necessary filings for proper insurance coverage.
- b. The proper execution by all participants of a waiver of liability.
- c. The dissemination of all information necessary for the advertising of the event.

Section 3 - Budgets

Prior to each competitive event, the competitive event chairman shall prepare a written event budget. This budget shall include projected income from entry fees, donations, banquet ticket sales, and the like, as also shall include all projected expenses, including, but not limited to trophy cost, advertising expense, meals, refreshments, rentals, and all other related incidental expenses. If necessary, the Treasurer shall assist the competitive event chairman with the preparation of his budget. The written budget shall be submitted at least 60 days prior to each event to the President, the area Vice-President (unless prepared by him) and the Treasurer.

Written approval of the budget must be received from these three officers prior to the obligation of any Club funds. The only exception is that up to \$50.00 may be ~ spent for preliminary advertising and promotion expense prior to approval of the budget. Budgets with a projected loss cannot be approved by the three officers above, but must be approved by the Board of Directors. Additionally, any single item expense of \$250.00 or more must be approved in advance by the Board of Directors.

Article X - Other Event Chairman

Section 1 - Definition

In addition to the major competitive events defined under Article IX, certain other social and/or competitive events may be held during the year. Any member desiring official Club sponsorship of such events may request approval for the event from the Board of Directors.

Section 2 - Liability

- a. When such events are approved, the Club then becomes liable for approved expenses incurred as a result of holding that event. The Board of Directors shall in advance establish a maximum financial exposure for each event, which in no case shall be in excess of \$250.00. However, the Board of Directors shall encourage event chairmen to require that each event be financially self sustaining. Any expenses which exceed the pre-established limit shall be then paid for by the individual or individuals sponsoring the event, unless a special exception is later approved by the Board of Directors.
- b. Should any member desire, as an individual or group of individuals, to sponsor a social event for other Club members, such an event can be promoted by the Club, but unless approval has been granted in advance by the Board of Directors as indicated above, the Club shall have no financial liability of the event.

Section 3 - Responsibilities

The Other Event Chairman is also responsible for insurance and waivers as indicated in Article IX under Competitive Event Chairman.

Article XI - Annual Awards

The Board of Directors shall be responsible for propounding the criteria by which annual awards shall be judged. These standards and guidelines shall be published in the official publication of the Club and a copy of same shall be available to a member upon request.

Article XII - Fiscal Year

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

Article XIII - Obligations and Indebtedness

Section 1 - Authority to Incur Obligations or Indebtedness

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 By-Laws shall be incurred solely as corporate obligations or liability. The President and Treasurer may jointly approve obligations and indebtedness up to \$250.00. Amounts in excess of \$250.00 shall be approved by the Board of Directors.

Section 2 - Unauthorized Obligations

No elected officer or any 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.

Section 3 - Personal liability for Unauthorized Obligation

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

Article XIV - Amendments

Section 1 - Initiation

Any active member of the Club may propose an amendment to these By-laws. A proposed amendment to these By-laws must be submitted in writing to the Board of Directors.

Section 2 - Initial Approval by Board of Directors

If a proposed amendment is approved by a majority of the Board of Directors, the Secretary shall furnish all members of the Club with a copy of the proposed amendment by publishing it in the next issue of the Club publication.

Section 3 - Initial Non-Approval by Board of Directors

If a proposed amendment is not approved by a majority of the Board of Directors it may be brought to a vote of the Club via a petition signed by not less than ten members or 10% of the members, whichever is less. The Secretary shall furnish all members of the Club with a copy of the proposed amendment by publishing it in the next issue of the Club publication.

Section 4 - Adoption

The proposed amendment shall become effective as soon as it is accepted by the affirmative vote of two-thirds of the members voting. The vote may be taken at a meeting of the Club called after the publication of the proposed amendment or by mail. Should the mail vote be chosen, the rules found in Article VII shall apply.

Section 5 - Notice of Vote

The Secretary shall cause to be published the result of any vote on a proposed amendment in the Club's official publication.

Article XV - Competition Policy

Section I - Definition

The First Settler's Competition Policy, adopted by the Board of Directors in February 1984, will be the sole rules used for competitive events within the Region unless terminated by the membership by amendment to these By-laws. (see Article XIV)

Section 2 - Responsibilities

The Board of Directors shall be responsible for reviewing and revising, as necessary, the First Settler's Competition Policy at the beginning of each calendar year.