

# **By-Laws**

As Amended January 2010

First Settlers Region, Porsche Club of America, Inc.  
(A Virginia Nonprofit Corporation)

## 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., hereafter referred to as the Club or FSR.

### Section 2 – Principal Office

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

### Section 3 – Territory

- a. The region's territory shall be that established by the Porsche Club of America, Inc. hereafter referred to as PCA.
- b. The Region's territory shall be divided into two areas, Eastern and Central.

## 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 car clubs as may be desirable.
  - g. To provide an organization for the members to sponsor such activities, as they deem appropriate and in the best interests of the members, including autocross, driver education, club racing, concours, rally, and to give back to the community through charitable events.

### Article III – Policy

#### 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 the 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 – Membership

Membership in the region shall be restricted to members in good standing of PCA.

## 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, co-owner, lessee, or co-lessee of a Porsche, who is eighteen (18) years of age or older, having paid such National and Regional Club dues and/or fees as required.
- b. Family Active – One (1) member of an Active Member's family, restricted to wife, husband, brother, sister, son, daughter, mother, or father, whether otherwise qualified by ownership of a Porsche or not, but also eighteen (18) years of age or more, may be included as a Family-Active Member at the request of the Active Member.
- c. Affiliate – A person, eighteen (18) years of age or older, named by an Active Member at the time of joining or at any renewal of membership in lieu of a Family-Active Member shall be an Affiliate Member.
- d. Special – Any member within the area served by the Region who is deemed by the Region to be worthy of Honorary or Life membership shall be extended the courtesies of such membership while remaining in the area.

## Section 3 – Dues

Dues shall be set by PCA and paid in accordance with PCA guidelines. The requirement for additional Regional dues may be imposed, if deemed necessary, by two thirds (2/3) vote of the Board of Directors and in accordance with PCA guidelines. Entry fees may be charged for events.

## Section 4 – Privileges

- a. All Classes of FSR members who reside within the territory as described in Article I, Section 3 above, shall be entitled to hold elective office.
- b. All Classes of FSR members may vote for officer or upon issues before a regular meeting.
- c. All Classes of FSR members 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 of the Club. Member resignation shall become effective on the date stated by the member, and privileges shall terminate as of that date. An Active Member may terminate the membership of their Family Active or Affiliate Member by written notification to the Secretary of the Club.

### Section 2 – Suspension

- a. Any member, if deemed necessary, may be suspended from any or all club sponsored activities by a vote of at least 5 members of the Executive Council of the Club for the following reasons:
  - 1) Infraction of National or Regional rules or regulations.
  - 2) Action repugnant to the objectives or best interests of the Club.
- b. The member in question shall be afforded reasonable opportunity to be heard, in person or through a representative, by the Executive Council or a committee appointed by it for the purpose, concerning the alleged misconduct. Upon a final vote of the Executive Council, within five (5) days of the date of the meeting, the member shall be notified in writing of the decision of the Council. The suspended member may thereafter appeal to the Executive Council for reinstatement. Failing to receive a favorable decision from the Council, a suspended member may appeal to the membership at any regular or special meeting whose decision shall be by majority vote. The Executive Council shall thereafter abide by the decision of the membership in accordance with the aforementioned meeting. After the period of suspension has run, the member may reapply for membership in the Club. The termination of an Active Member would also terminate any Family or Affiliate Member of that member.

## Article VI – Officers and Duties

### Section 1 – Executive Council

- a. The Executive Council shall consist of the elected Officers of the Club and the immediate Past President.

- b. More than one member of the same family, as described in Article IV, Section 2b above, shall not serve on the Executive Council during the same term of office.
- c. The Executive Council shall decide when an officer, chairperson, or member is incapable of properly fulfilling his or her responsibility to the Club.

## Section 2 – Board of Directors

- a. The Board of Directors shall consist of the Executive Council, the Assistant Vice-Presidents, Driver’s Education Chair, Membership Chair, Newsletter Editor, and the Region Webmaster, hereafter referred to as the Board of Directors.
- b. The Board of Directors is under the direction of the President and shall advise him or her of Club matters at his request.
- c. The President shall announce the location, date, and time of the meetings of the Board of Directors. Attendance at these meetings shall normally include the members of the Board of Directors, appointed Chairs and any Club members who may wish to attend.

## Section 3 – Elected Officers

The elected officers of the Club shall be a President, two (2) Vice-Presidents (one from each area), Secretary, Treasurer, and the Activities Officer. No officer may continue in office subsequent to moving his or her residence beyond the territory of the First Settlers Region, provided such a move prevents him or her from attending meetings and events, causes him or her to be generally unavailable for members to reach, or otherwise impairs his or her ability to perform the duties of his or her office. No member may hold more than one elected office (or cast more than one vote) at a time.

## Section 4 - Term of Office

- a. All officers shall serve for a term of one calendar year, beginning on January 1st of the year following their election.
- b. There shall be no limitation of the number of successive terms that may be served by officers 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 5 – Duties of Elected Officers

### a. The President Shall:

- 1) 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.
- 2) Report the actions of the Board of Directors of the Club. He or she shall supervise and coordinate the duties of the other officers.
- 3) Shall be the chief spokesman for the Club in all dealings with the public and National PCA.
- 4) Have co-authorization for financial distributions, check signing authority, money deposit and full access to the Club's financial records along with the Treasurer.
- 5) Nominate and, with majority approval of the Executive Council, appoint additional Committee Chairs and any others necessary to the operation of the Club.
- 6) May disband any committee or remove any Chairperson with the consent of a majority of the Executive Council.

### b. The Vice-Presidents shall:

- 1) Assist the President in the performance of his or her duties.
- 2) One shall be appointed by the President and approved by the Executive Council, to act in his or her stead in the event of his or her absence, disability or disqualification.
- 3) Serve as chief liaison and coordinator for members, events, activities, and community for their respective areas.

### c. The Secretary shall:

- 1) Keep full and complete minutes of all meetings of the Club and the Board of Directors.
- 2) Be responsible for notices to the membership of regular and special meetings.
- 3) Be responsible for all past minutes of the Club.

### d. The Treasurer shall:

- 1) Have custody of all monies, debts, obligations, and financial assets of the Club.
- 2) Be authorized to make disbursements as necessary to meet the debts and obligations of the Club.
- 3) Keep the Club's books of account on a calendar year beginning with January 1.

- 4) Give a financial report at each regular meeting of the Board of Directors or the members of the Club.
  - 5) Make available the financial records of the Club, for a mandatory annual audit by an audit committee of Club Members who are not part of the Board of Directors.
  - 6) Maintain custody of the past financial records of the Club.
  - 7) Be responsible for the collecting, handling, and transfer of funds for all Club sponsored events.
  - 8) Be responsible for filing all necessary documents with the Internal Revenue Service and the Commonwealth of Virginia.
- e. Activities Officer shall:
- 1) Coordinate activity schedules with event chairpersons and Area Vice-Presidents.
  - 2) Recommend new events and schedule with Board of Directors approval.
  - 3) Guide and assist event chairs as required, including preparation of articles for the newsletter, website, preparation of event budget, selection of sites, etc.
  - 4) Attend all events possible, if only as a spectator.
  - 5) Coordinate scheduling of the Club's events with the appropriate Region event Chairpersons, Region Activities Coordinators, and Zone Chairpersons.
  - 6) Insure that the Club, Zone, and National PCA Calendars are updated and published in newsletters and websites.

## Section 6 – Appointed Positions

The President shall appoint, with the majority vote approval of the Executive Council, the Chairperson 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. The appointed positions will serve for a period of one year, or a shorter specific period as defined by the Board of Directors. Each position will be re-appointed on an annual basis. There are no term limits established for appointed positions. The appointed positions may be, but not limited to; Assistant Vice-Presidents (one from each area) Driver's Education Chair, Membership Chair, Newsletter Chair, Webmaster Chair, Concours Chair, Autocross Chair, Charity Chair and others as appropriate.

## Section 7 – Duties of Appointed Officers

- a. Assistant Vice-Presidents shall:
  - 1) Assist the Vice-President in the performance of his or her duties.
  - 2) To act in his or her stead in the event of his or her absence, disability or disqualification.
  - 3) Coordinate area activities with the Activities Officer through their respective Vice-President.
- b. Driver's Education Chairperson shall:
  - 1) Coordinate scheduling of Driver's Education events with Region Activities Coordinator, Zone Driver's Education Chairperson, and Region Zone Coordinator. Insure events are posted on the website.
  - 2) Appoint chairpersons for and assist in arrangements for local Region Driver's Education events in accordance with the General Events Guidelines, and PCA Event Guidelines.
  - 3) Be available to Region membership to answer questions about Driver's Education events.
- c. Membership Chairperson shall:
  - 1) Maintain a running account of membership gains and losses and report at the Region Board of Directors meetings.
  - 2) Maintain file copies of all membership data and reports.
  - 3) Provide information as necessary to FSR Members regarding their membership in a timely manner.
- d. Newsletter Editor shall:
  - 1) Prepare, edit and cause to be published a newsletter for the purpose of communicating to the Region membership information pertinent to the activities and operation of the Region.
  - 2) Appoint other persons to assist in publication of the newsletter, as necessary.
- e. Region Webmaster shall:
  - 1) Designs and frequently updates the Region Website to make it attractive to visitors and members, including officer's names and contact addresses.
  - 2) Coordinates website content with the Board of Directors, Membership Chairperson, Activities Chair and others, as needed.
  - 3) Includes upcoming events, results of recent events and where possible, a For Sale/Wanted section.
  - 4) Acts as a point of contact for other region webmasters.

## Section 8 – Removal From Office and Interim Appointments.

- a. Any Officer, Committee Chair or Committee Member may be disqualified or removed from their position, if deemed necessary, by a vote of at least 5 members of the Executive Council of the Club.
- b. An officer in question shall be afforded reasonable opportunity to be heard and appeal the decision as provided in Article V, Section 2, Paragraph b.
- c. In the event of the death, resignation, disability or disqualification of any of the officers, the President, with the majority vote approval of the Executive Council, shall make an interim appointment to the office so vacated for the balance of the unexpired term.

## 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 the 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 November First Settlers newsletter, on the website and via electronic mail 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 or electronic means 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 or her choice for any office. All ballots shall be provided to the Nominating Committee Chair, or another member designated by the President, 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 Chair of the Nominating Committee and two other active members appointed by the Board of Directors, shall act as tellers and shall tabulate the votes cast within ten (10) 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 or she is candidate, shall be declared elected.

### Section 5 – Notice of Election Results

The Chair of the Nominating Committee shall coordinate with the Newsletter Chair and the Webmaster Chair to ensure the results of the election are published expeditiously in the Club's newsletter and website. The Secretary shall notify the candidates of the results of the election either by mail or electronic means within seven (7) days after the results are known.

## Article VIII – Meetings

### Section 1 – Regular Meetings

Regular meetings may be held throughout the year in each area. The Date and place of such meetings will be published in the newsletter, on the website and electronically mailed to the membership.

### Section 2 – Special Meetings

The President may call a special meeting of the members, Executive Council, or Board of Directors, at any time. Also, the President will call a special meeting within three (3) weeks of the receipt of a petition for such signed by 10% of the Active Members.

### Section 3 – 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 of Directors.
- c. Notice of the meetings shall be given to all members of the Board of Directors not less than seven (7) days prior to the convening of the meeting.
- d. Special Board of Directors meetings may be called by the President, the Secretary or on the written request of two (2) members of the Board of Directors.
- 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 the announcement of the meeting, until a quorum shall be present.
- g. Each Officer 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 4 – Quorum

At any meeting of the Club, ten percent (10%) 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 shall constitute a quorum.

### Article IX – 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 shall be made available on the Club's website.

## ARTICLE X – Indemnification

### Section 1 - Right to Indemnification

The Club shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a Board of Directors Member against judgments, fines, amounts paid in settlement, and reasonable expenses (including attorney's fees) reasonably incurred by such person in connection with such proceeding or threat of proceeding. If a Board of Directors Member is entitled to indemnification in respect of a portion, but not all of the liabilities to which he or she may be subject, the Club shall indemnify only for such portion of the liabilities incurred by reason of the fact that he or she is or was a Board of Directors Member.

### Section 2 – Advance of Expenses

The Club may pay expenses (including attorney's fees) incurred in defending any action or proceeding referred to in Section 1 in advance of the final disposition of the action or proceeding if the Board of Directors Member furnishes the Club (a) a written statement of his or her good faith belief that he or she is entitled to be indemnified by the Club under applicable law and (b) a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she is not entitled to be indemnified by the Club under applicable law.

### Section 3 – Contractual Obligation

The obligations of the Club to indemnify a Board of Directors Member under this Article X, including the duty to advance expenses, shall be considered a contract between the Club and such Board of Directors Member, and no modification or repeal of any provision of this Article X shall affect, to the detriment of the Board of Directors Member, such obligations of the Club in connection with a claim based on any act or failure to act occurring before such modification or repeal.

### Section 4 – Indemnification Not Exclusive; Inuring of Benefit

The indemnification and advancement of expenses provided by this Article X shall not be deemed exclusive of any other right to which one indemnified may be entitled under any statute, agreement, vote of the Board of Directors or otherwise,

both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, legal representatives and estate of any such person. The Board of Directors shall have the power to give other indemnification to the extent not prohibited by applicable law.

## ARTICLE XI – Accounts

### Section 1 – Fiscal Year

The fiscal year of the Club shall begin on the first day of January and end on the thirty-first day of December.

### Section 2 – Books

The Treasurer shall properly maintain the books and records to reflect financial receipts, disbursements, balances, assets and liabilities of the Club. No less often than quarterly, the Treasurer shall submit the financial statement of the Club to the Board of Directors.

### Section 3 – Audit

The Board of Directors, at such times and for such periods as it deems appropriate, shall select a certified public accountant or audit committee to perform an audit of the books of the Club or to review and consult as to the Club's financial records.

### Section 4 – Funds

The funds of the Club shall be deposited in one or more banks or other depositories insured by the Federal Deposit Insurance Corporation and designated by the Board of Directors.

### Section 5 – Financial Orders

The Treasurer and the President shall sign checks and other orders for the payment of funds in the name of the Club as approved by the Board of Directors.

### Section 6 – Authority to Incur Obligations

Only the President, the Treasurer or a Member of the Board of Directors who is

authorized by the Board of Directors may incur any obligation in the name of the Club or expend any of the Club's funds. All obligations incurred in accordance with these By-Laws shall be solely corporate obligations and no personal liability whatever shall attach to or be incurred by any Member of the Board of Directors or Officer of the Club by reason thereof.

- a. General Limit. No person authorized to incur an obligation in the name of the Club or make an expenditure of the Club's funds (each a "payment") shall make a payment in excess of \$250 without the prior approval of the Board of Directors unless the payment shall be reflected on a detailed budget of the Club that has been adopted by the affirmative vote of the majority of the entire Board of Directors.
- b. Special Limit. Notwithstanding Section 6(a), if a person authorized to make a payment proposes to make a payment in excess of \$250, he or she shall give written notice to the Board of Directors describing in detail the amount and purpose of the proposed payment. Unless within fourteen (14) days after such notice three or more Members of the Board of Directors give written notice to such person and the Board of Directors that they object to the payment, the payment may be made on and after the fifteenth (15th) day. If three or more Members of the Board of Directors object within the fourteen (14) day period, the payment shall not be made unless and until the majority of the entire Board of Directors has approved it.

## Section 7 – Contracts

The Board of Directors may authorize any Member of the Board of Directors to enter into any contract or to execute or deliver any instrument on behalf of the Club only after the President and the Board of Directors have approved such contract prior to execution thereof.

## Article XII - 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 and posting on the Club's website.

## 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 (10) Active Members. 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 and/or posting on the Club's website.

## 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 or electronic means. Should the mail or electronic means vote be chosen, the rules found in Article VII should 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 publication and on the Club's website.