

**Bylaws of the
First Settlers Region, Porsche Club of America
(A Virginia Non-profit Corporation)
As amended and adopted 1 August 2020**

ARTICLE I – NAME, OFFICE AND TERRITORY

Section 1 – Name

The name of the Region shall be the First Settlers Region, Porsche Club of America, Inc., hereafter referred to as the Region or FSR.

Section 2 – Principal Office

The principal office of the Region shall be the residence of its duly elected President or successor.

Section 3 – Territory

The Region’s territory shall be that established by the Porsche Club of America, Inc. hereafter referred to as PCA.

ARTICLE II – GENERAL OBJECTIVES

The general objectives of FSR, 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, fellowship and the inclusion of members throughout the entire Region, 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 Regions 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. The preservation of the independence of PCA and FSR, free of control or undue influence by any outside individual, organization, company or other entity, no matter how closely aligned to the Region in interest or purpose. In furtherance of this goal, FSR is and shall remain a totally member-driven and primarily member-financed independent entity allowing neither inappropriate nor undue influence, financial or material, from outside its domain, owing allegiance only to its members.

ARTICLE III: POWERS AND BADGE

Section 1 – Powers

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

Section 2 – Badge

The badge of the Region shall be the FSR Badge. The FSR badge depicts the profile of a red Porsche 911 in front of a tall ship over a blue background, circled by “FIRST SETTLERS REGION” above and “PORSCHE CLUB OF AMERICA” below the design. No substantial alteration to the logo/badge may be adopted by the Region unless approved by a three-fourths vote of its voting members

ARTICLE IV: MEMBERSHIPS, DUES, AND FEES

Section 1 – Membership

Membership in the Region shall be restricted to owners, lessees, or co-owners of Porsches who are 18 years of age or older, and to such other persons interested in the Region and its objectives as provided in Section 2 B, C, and D of this Article. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designated as a Porsche automobile by Porsche, 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. 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.

Section 2 – Classes of Membership

- A. **ACTIVE** – Any owner, lessee or co-owner of a Porsche acceptable to FSR, who is 18 years of age or older, having paid PCA dues and fees as required.

- B. FAMILY-ACTIVE - An 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.
- C. 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 Region and its objectives, having paid Region dues and fees as required. A person of the associate member’s family who has been a family-active member as in (B) above, may continue as a family-associate member similarly.
- D. HONORARY – Any person who, on the affirmative vote of the Executive Council, is deemed to merit recognition for outstanding interest in or service to the Region. Such membership shall be limited to one year, but may, upon the affirmative vote of the Executive Council, be renewed. This membership is at the Region level only and does not extend to honorary membership in PCA.
- E. LIFE – Any person who, on the affirmative vote of the Board of Directors, is deemed to have performed such extraordinary service to the Region as to warrant this singular honor. Each FSR President, upon termination of the President’s elected term, shall automatically be a life member of FSR without such vote, so long as they remain an active member of the National Organization. A life member shall be considered as an active member and may name a family member as in paragraph B above. Region Life Membership does not extend to life membership in PCA.
- F. 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.
- G. DUAL MEMBER – Any member of another PCA Region who elects to also be a member of FSR by paying an additional annual membership fee to FSR as determined by the FSR Board of Directors. Dual members shall have the same privileges as ASSOCIATE Members.

Section 3 – National and Region Membership

No Active, Family-Active, Associate, Family-Associate, Affiliate or Dual member may hold membership in the Region without at the same time being a member in good standing of PCA which are each a separate legal entity.

Section 4 – Membership Application

Applications for membership may be made either through the National Office or the Region, either of which may reject it.

Section 5 – Dues

National annual dues for the various classes of membership shall be determined from time to time by the National Board of Directors. National dues shall be collected by the National headquarters, which shall refund to FSR such part thereof as shall have been set by the National Board of Directors. National dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed. Dues for dual members, where FSR is the secondary Region, are collected by the Membership Chair and forwarded to the Treasurer.

Section 6 – Membership Year

The membership year for members in FSR shall be set forth by the National organization who will manage renewal notices. Members who do not renew shall be dropped from membership. Dual membership anniversary dates may or may not coincide with a member's PCA date and are monitored by the Membership Chair, who manages FSR's Dual Membership program.

Section 7 – Privileges

Members, including family members, in good standing shall be entitled to all the privileges of the Region, except that Honorary Members, Associate members and Affiliate members shall not be entitled to hold an elected office on the Executive Council or an Appointed Chair position on the Board of Directors. Further, Family-Active members, Affiliate members, and Family-Associate members shall not be entitled to receive any duplication of any Region mailing to the active member.

Voting will be conducted via the FSR website or other electronic medium as determined by the Board. Notification will be made via email to voting members. Only Active members and Family-Active members in good standing shall be eligible to be nominated for elective Region office or eligible to nominate candidates for such office. Voting members may cast only one vote each in any election or referendum.

Section 8 – Suspension

Any member may be suspended by a two-thirds vote of the Board of Directors or by the National Club in accordance with its Bylaws for infractions of Region or National rules or regulations or for actions inimical to the general objectives or best interests of the Region or PCA.

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 PCA National Board of Directors or a committee appointed by the National Executive Council for the purpose, concerning the alleged misconduct. In order to be considered valid, such appeal must be made in writing within 45 days of the written suspension notification. If the suspension was not for a stated length of time and no written appeal is tendered, the member is automatically expelled from PCA at the end of the 45-day appeal window. In the event of an appeal, the National Board of Directors may thereafter continue the suspension for a definite time, lift 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.

Section 9 – Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Region or to the Executive Director of the National Office. The recipient shall inform the other of the resignation. The member's resignation shall become effective upon receipt and all Region privileges shall terminate as of that date. Resignation of an active member likewise terminates membership of his/her Family or Affiliate member. An Active member may terminate the membership of an Affiliate member named by written notification to the Executive Director of the National Office.

Section 10 – Transfers

Any member may request for transfer into or out of FSR to another region within the PCA. This request shall be submitted in writing to the National office.

Section 11 – Termination

An Active member or Associate member may terminate or change the Family-Active, Affiliate or Family-Associate membership by written notice to the National office.

ARTICLE V: ELECTED OFFICERS

Section 1 – Elected Officers

The elected officers of the Region shall be a President, Eastern Vice President, Western Vice President, Secretary, Treasurer and Activities Officer. Their terms of office shall be two years and limited to a maximum of two successive two-year terms in a particular office without a break in service. All terms shall end on 31 December. No officer may continue in office if the officer moves their residence beyond the borders of the Region.

Section 2 – Eligibility

Only Active members and Family-Active members, in good standing, shall be eligible to be nominated for elective Region office.

ARTICLE VI: EXECUTIVE COUNCIL AND BOARD OF DIRECTORS

Section 1 – Executive Council

The President, Eastern and Western Vice Presidents, Secretary, Treasurer, Activities Officer and the last Past President, all being active members of the Region, shall constitute the Executive

Council in which the government of the Region shall be vested. It shall be responsible for the proper conduct of the administrative affairs of the Region, the proper functioning of the Board of Directors and committees and shall ensure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these Bylaws. More than one member of the same family, as described (1) in Article IV Section 2.B. above; (2) members who are related by blood or marriage or who otherwise regard themselves as family and; (3) individual members who are cohabitating in the same household, shall not serve on the Executive Council during the same term of office.

Section 2 – Board of Directors

The Executive Council and Appointed Chairs shall constitute the Board of Directors of the Region. It shall be the responsibility of the Board of Directors to determine all matters of Region policy. The Board of Directors shall ensure the proper conduct of the administrative affairs of the Region by the Executive Council, the fulfillment of duties by the officers, and compliance with these Bylaws.

All decisions of the Board of Directors involving major policy considerations shall be arrived at by telephonic, electronic or in-person canvass of the entire Board, to the fullest extent permitted by law. All decisions shall be by majority vote of the Board members voting, to the fullest extent permitted by law. All decisions of the Board of Directors at any called meeting of the Board shall be by a majority of the votes cast by those members present, to the fullest extent permitted by law.

ARTICLE VII: DUTIES OF OFFICERS

Section 1 – Duties of President

The President shall preside at all meetings of the Executive Council and the Board of Directors and shall perform the duties usually appertaining to the President's office. The President shall call at least four (4) meetings of the Board of Directors per calendar year. The President may call meetings of the Executive Council as the President may see fit and shall call such a meeting at the request of any two (2) members of the Council. The President shall cause to be published in the Region's official publication an annual report on the status of the Region, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Region (the "From the President" section of the newsletter may serve this function). In the absence of the President, the longer serving Vice President shall preside and act as President (or, if their time in office is the same, the Vice President with the earliest PCA membership number). In case of the President's death, resignation or disqualification, the same Vice President shall become President. Specific duties shall include:

- A. Be the principal executive officer of the Region, and with the support and assistance of the other officers shall be responsible for implementing the policies established by the Board.

- B. Report the actions of the Board. He/she shall supervise and coordinate the duties of the other officers.
- C. Shall be the chief spokesperson for the Region in all dealings with the public, PCA and Zone 2.
- D. Have authority to distribute Region funds IAW ARTICLE XI, check signing authority, money deposit and full access to the Region's financial records along with the Treasurer. Prior to issuing disbursements that are not previously approved by the Board of Directors, notification shall be made between the President and Treasurer.
- E. Nominate and, with majority approval of the Executive Council, appoint Chairs or others necessary for the operation of the Region.
- F. May disband any committee with the consent of a majority of the Executive Council.
- G. Shall be the voting member of the National and Zone 2 Board of Directors for the Region and attend such meetings as required, also selecting a Board member to attend the Zone 2 meeting.

Section 2 – Duties of the Eastern and Western Vice Presidents

The Eastern and Western Vice Presidents shall assist the President in the conduct of the administrative affairs of the Region and perform such other duties as may be assigned to the Vice Presidents by the President. Additionally, the Vice Presidents shall:

- A. Serve as chief liaison between members in their respective areas and the Board.
- B. Assist the Activities Officer in the coordination of events and activities in their respective area, to include event location, setup and the recruiting of volunteers.
- C. Plan, organize and conduct at least one major event in their respective area.
- D. Plan, organize and conduct an annual New Member social event in their respective area.
- E. Conduct monthly breakfasts in their respective area as required and/or ensure monthly breakfasts in their area, or as assigned by the Executive Council, have Board Member representation to conduct them.
- F. Serve as Dealer Liaison with Porsche dealership in his/her area of the Region. Coordinate with the Activities Officer, Charity Chair and other Board members as required to develop a support request each year to present to the dealership.

Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the Executive Council and the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast thereat. The Secretary may request Board of Director votes by email. In such case, the Secretary will tally the votes and report the outcome. Secretary shall also:

- A. Cause to be published in the Region’s official newsletter (and/or website) meeting minutes, notices of proposed and adopted amendments of these Bylaws, and other matters relating to the proper conduct of the Region.
- B. Serve as Archivist, having custody of the Region’s National Charter, historical documents and all non-financial records (except insurance certificates and waivers).
- C. Perform all duties incident to the Secretary’s office required by law.
- D. Participate in the conduct of elections IAW ARTICLE IX.

Section 4 – Duties of Treasurer

The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Region. The Treasurer shall:

- A. Cause all monies of the Region to be deposited to the Region accounts in a bank or banks insured by the Federal Deposit Insurance Corporation or in the case of Credit Unions, the National Credit Union Administration.
- B. Have primary control over, and supervision of, all Region assets and of all payments of Region debts and obligations. Prior to issuing disbursements that are not previously approved by the Board of Directors, notification shall be made between the President and Treasurer.
- C. Ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Region. The Treasurer shall cause to be published in the Region’s official newsletter a full and correct report semiannually on the financial status of the Region.
- D. Give a full and correct report on the financial status of the Region at any meeting of the Board of Directors.
- E. Cause to be maintained double-entry books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Region. All checks or other orders for the payment of monies in the name of the Region shall be signed by the Treasurer or the President with oversight by the Treasurer.

- F. Submit the Treasurer's books of account and records to an independent auditor, at Region expense, at the close of the fiscal year or as directed by the Board of Directors.
- G. File all necessary documents with the Internal Revenue Service and the Commonwealth of Virginia for tax purposes and for registration with the State Corporation Commission and maintain custody of the financial records of the Region.
- H. Serve as lead of the Budget Committee and nominate Budget Committee members as deemed necessary to develop the Region's annual budget. Budget Committee members may be any current Board member or appointed committee member and will be appointed to the Budget Committee by majority approval of the Executive Council. The committee shall coordinate with Board members (i.e. the Activities Officer, Driver Education (DE) Chair, Membership Chair, Newsletter Editor, Charity Chair, etc.) as required to develop the Region's annual budget, which will be approved by the Board of Directors.

Section 5 – Duties of Activities Officer

The Activities Officer shall serve as the lead of the Activities Committee and coordinate activity schedules, events and activities with Chairs and the Vice Presidents based on the desires of the membership. The Activities Committee shall be comprised of the Events Registrar, Insurance Coordinator, and Car Club Council Representatives who are nominated by the Activities Officer and appointed by majority vote of the Executive Council. He/she shall also serve as the Region's single point of contact for scheduling and coordination of events and activities on the Region's calendar. Additionally, the Activities Officer shall:

- A. Recommend and advise on Region events, activities and schedule with Board approval.
- B. Guide and assist in the planning of events and activities as required, including preparation of articles for the newsletter, website, preparation of event budget, selection of sites, etc.
- C. Coordinate with appropriate Appointed Chairs, specific Event Chairs (except DE), and Region Activities Coordinators to develop the activities portion of the Region's annual budget, which shall be submitted to the Budget Committee in the development of the Region's annual budget.
- D. Coordinate with nearby or Zone 2 Regions for major events on their calendars when recommending Region events.
- E. Provide Region calendar information to the Webmeister for inclusion in Region, Zone and National PCA Calendars and websites.
- F. Nominate for appointment an Events Registrar to manage event registration and serve as a member of the Activities Committee. The Events Registrar shall:
 - a. Publish events on the Region's registration site and manage the registration process for Region events (except DE Events), to include providing registration information and event income reports to Event Chairs/Leads, updating member

- profile information on the registration site (PCA member number, etc.).
 - b. Manage the Region's account with the registration site provider.
 - c. Submit monthly meeting and appropriate Region event announcements to the local newspaper for inclusion in Car Events Calendars.
- H. Nominate for appointment an Insurance Coordinator to obtain PCA insurance for all required events and serve as a member of the Activities Committee. The Insurance Coordinator shall:
 - a. Serve as single point of contact for insurance issues.
 - b. Maintain currency with PCA's insurance policies and guidelines.
 - c. Submit PCA event insurance enrollment form for all events except DE Events.
 - d. Maintain on file copies of all event Certificates of Insurance and waiver forms (except DE Events), either hard copy or electronic file, IAW PCA requirements.
- I. Nominate for appointment representatives to local Car Club Councils and serve as a member of the Activities Committee. These representatives shall:
 - a. Attend monthly Car Club Council meetings and report results to the Activities Officer.
 - b. Represent the Region's interests within the local car club community.
 - c. Solicit participation/provide awareness for Region events to Council member clubs and provide information on other car club events that may interest Region members to the Activities Officer.

Section 6 – Duties of the Past President

The Past President shall have the responsibility to serve as a member of the Executive Council to provide continuity. Duties shall be assigned by the Executive Council as needed for the improvement and advancement of the Region's objectives and to assist in succession planning for the Executive Council and Board of Directors through member engagement throughout the Region. The Past President shall:

- A. Serve as coordinator for the Regions PCA Annual National Award submissions.
- B. Participate in the election process IAW ARTICLE IX.
- C. Assist the Membership Chair as required with recruitment.

Section 7 – Vacancies / Interim appointments

In the event of the death, resignation, disability or disqualification of either Vice President, Secretary, Treasurer, or Activities Officer, the Executive Council shall make an interim appointment to the office so vacated for the balance of the unexpired term. In the event of the death, resignation, disability or disqualification of a candidate for the office of Vice President, Secretary, Treasurer, or Activities Officer running unopposed, or elected but not yet seated, the Executive Council shall make an interim appointment to that office, during which time a special election will be held to fill the office for the remainder of the term. The Executive Council may

declare vacant the seat of any Board of Directors member who is absent from three (3) consecutive meetings of the Executive Council or Board of Directors without reasonable cause or report submission.

Section 8 – Removal from Office

- A. Any Officer, Chair or Committee Member may be disqualified or removed from their position, if deemed necessary, by a three-fourths majority of the Executive Council. Removal shall be communicated in writing.
- B. The Officer in question shall be afforded reasonable opportunity to be heard and appeal the decision. Within thirty (30) days of written notice of removal, the member may request a hearing, which hearing shall be before the Executive Council. Such request shall be in writing to the President or Secretary. The member shall be afforded a hearing within thirty (30) days thereafter. The Executive Council shall either reaffirm such decision by a three-fourths vote or reverse and overturn such decision whereupon the member shall be reinstated to the position.

ARTICLE VIII: APPOINTED CHAIRS AND COMMITTEES

Section 1 – Appointment of Appointed Chairs

Appointed Chairs are appointed by a majority vote of the Executive Council and may, in like manner, be dismissed by the majority vote of same, except that a unanimous vote of the Council shall be required for the appointment of the members of the Nominating Committee and for their dismissal or replacement.

Any Family or Family-Active member of the Region may serve as an Appointed Chair and any voting member may serve as a member of a Committee. The Board of Directors shall make every effort to ensure diversity and adequate membership representation within the Board and amongst the various committees by recruiting members from all areas of the Region. Appointed Chairs shall serve as voting members of the Board of Directors.

Section 2 – Appointed Chairs

The Region has the following Appointed Chairs:

- A. Assistant Eastern Vice President
- B. Assistant Western Vice President
- C. Membership Chair
- D. Communications and Marketing Chair
- E. Charity Chair
- F. Driving Tour Chair
- G. Driver Education Chair
- H. Safety Chair

I. Tech Chair

Section 3 – Committee Members

Committee members must be members in good standing of the Region and may vary in number as required to accomplish the work of each committee. Committee members may be nominated by the Appointed Chairs who lead a Committee and appointed by majority approval of the Executive Council. Committee members may be dismissed or replaced by a majority consent of the Executive Council with recommendation of the cognizant Appointed Chair. Committee members, other than the Appointed Chairs leading the Committees, are not members of the Board of Directors.

Section 4 – Duties and Responsibilities

Appointed Chairs are responsible to the Executive Council. Duties are as follows:

A. Assistant Eastern Vice-President shall:

- a. Assist the Eastern Vice-President in the performance of his or her duties.
- b. Act in his or her stead in the event of his or her absence, disability or disqualification.
- c. Coordinate area activities with the respective Vice-President.
- d. Take an active part in the planning, coordination and conduct of one major area event, an annual New Member social event and monthly breakfasts.

B. Assistant Western Vice-President shall:

- a. Assist the Western Vice-President in the performance of his or her duties.
- b. Act in his or her stead in the event of his or her absence, disability or disqualification.
- c. Coordinate area activities with the respective Vice-President.
- d. Take an active part in the planning, coordination and conduct of one major area event, an annual New Member social event and monthly breakfasts.

C. Membership Chair shall:

- a. Maintain a running account of membership gains and losses and report at Region Board meetings.
- b. Forward Region/PCA membership reports to the Board and ensure non-renewals are contacted.
- c. Maintain file copies of all membership data and reports.
- d. Welcome new members and provide information as necessary to FSR Members regarding their membership in a timely manner.
- e. Coordinate with the Vice Presidents and the Activities Officer in the preparation for and conduct of New Member social events.

- f. Coordinate with the Budget Committee as required in the development of the annual budget.
- g. Manage the Region's Dual Member program.

D. Communications and Marketing Chair shall serve as the head of the Communications and Marketing Committee, coordinating the efforts of all its members and their duties to provide a seamless communications effort for the Region. This position shall rotate amongst the primary members of this committee as decided by majority vote of the committee and approved by majority vote of the Executive Council. The Communications and Marketing Committee shall consist of the Newsletter Editor, Webmeister, Social Media Chair, Goodie Store Chair and Email Administrator. Specific duties of the Chair include marketing and promoting major region events utilizing available traditional and social media, coordinate with the Board of Directors to develop and implement growth strategies for FSR, solicit for and approving submissions to Porsche Panorama Magazine and any other outside of the Region publications and serve as the Region's single point of contact therefor. Duties of the committee are as follows:

a. Newsletter Editor shall:

- i. 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.
- ii. Coordinate for the soliciting of advertising in the newsletter and coordinate with the Treasurer to ensure advertising fees are paid.
- iii. Coordinate with the Budget Committee in the development of the annual budget.
- iv. Appoint other persons to assist with the newsletter, as necessary.

b. Webmeister shall:

- i. Design and frequently update the Region Website to make it attractive to visitors and members, including officers' names and contact information.
- ii. Coordinate website content with the Board, Membership Chair, Activities Chair and others, as needed.
- iii. Include upcoming events, results of recent events and if directed by the Board, a For Sale/Wanted section.
- iv. Ensure the Region activity calendar information is posted on Zone 2 and PCA National websites.
- v. Serve as a point of contact for other PCA Region webmasters.
- vi. Conduct elections via the website and manage election data as directed by the Executive Council IAW ARTICLE IX.

- c. Social Media Coordinator shall:
 - i. Collect and/or author event articles/summaries from event/activity Chairs, edit/proof and submit such articles to Panorama and any other media outlet as required.
 - ii. Assist the Newsletter Editor in the acquisition of articles of interest for publication in the Region Newsletter.
 - iii. Manage the Region's social media pages and groups IAW PCA guidelines.

- d. Goodie Store Manager shall:
 - i. Serve as single point of contact and sole Region coordinator to PCA Webstore representative, to include managing the list of selected items in the Region Goodie Store (i.e. Webstore).
 - ii. Determine which items are included in the FSR Webstore by surveying Region members for desired items. Periodically provide a selected list of items to the general membership to determine selections.
 - iii. Coordinate with PCA Webstore and the FSR Treasurer as required to ensure the Region's percentage of sales is distributed to the Region.
 - iv. Coordinate with the Budget Committee in the development of the annual budget.

- e. Email Administrator shall:
 - i. Release, with approval of the President, emails to Region members via the PCA E-mailer, as required for the conduct of Region business (to include notices of elections) and to provide activity and event information to the membership.
 - ii. Solicit inputs from the Board of Directors to provide for email content.

E. Charity Chair shall:

- a. Research, take recommendations for, and present potential charities for the Region to support, which shall be approved by the Board of Directors.
- b. Appoint committee members from various areas of the Region to assist in charity selection to plan and conduct charity supporting events.
- c. Coordinate charity-supporting activities with the Activities Officer and appropriate Vice Presidents and event Chairs.
- d. Recommend new charity supporting events and schedule with Board approval.
- e. Guide and assist event leads as required in the planning and execution of charity supporting events, prepare articles for the newsletter, website, preparation of event budget, and selection of sites.

- F. Driving Tour Chair shall:
- a. Design and conduct driving tours IAW PCA guidelines.
 - b. Coordinate with the Activities Officer to schedule and budget for tour events.
 - c. Ensure all FSR driving tours comply with PCA Driving Tour Minimum Standards. Coordinate with the Insurance Coordinator to obtain event insurance.
 - d. Appoint and train committee members (ideally in various areas of the Region) to design/assist in designing and conducting driving tours.
- G. Driver Education (DE) Chair shall manage the Region's DE program and serve as Chair of the DE Committee, the members of which shall be nominated by the DE Chair and appointed by approval of the Executive Council. The DE Committee consists of the DE Registrar, Chief Track Instructor, DE Tech/Safety Coordinator, and DE Volunteer Coordinator. The DE Chair and DE Committee shall:
- a. Coordinate scheduling of DE events with Region Activities Coordinator, Zone Driver Education Chairperson, and Region Zone Coordinator. Ensure events are posted on the website.
 - b. Arrange Region DE events IAW PCA Event Guidelines.
 - c. Be available to Region membership to answer questions about DE events.
 - d. Coordinate with the Treasurer for payment of all track and insurance related expenses.
 - e. Coordinate with the Budget Committee in the development of the annual budget.
 - f. Submit for PCA insurance for each DE event.
 - g. Maintain on file copies of all DE event Certificates of Insurance and waiver forms.
 - h. Conduct DE events IAW PCA's DE Minimum Standards, Safety and Insurance Guidelines, ensuring all DE Committee members and volunteers are properly trained to safely execute their duties.
 - i. Coordinate the scheduling and conduct of DE seminars for members new to PCA or track events at least every other year in various areas of the Region.
- H. Safety Chair
- a. Serve as single point of contact for safety issues of the Region, assisting in the promulgation of safety guidance and procedures from PCA.
 - b. Advise the Board and event Chairs in the safe conduct of events, to include the conduct of pre-event site surveys as deemed necessary by the Board or the Safety Chair.
 - c. Review post event and observer reports to identify and safety issues.
 - d. Participate in DE Committee meetings and coordinate with the DE Tech/Safety Coordinator to ensure PCA Safety guidelines and best practices are being employed.

I. Tech Chair

- a. Coordinate with the Activities Officer to schedule and budget for Tech Session events at Region Porsche Dealerships, independent repair facilities and other car-related businesses that may be of interest to Region members. Tech Sessions should be scheduled at least twice per year.
- b. For at least every other issue, provide a technical article to the Newsletter Editor for publishing.

Section 5 – Special Committees

The Executive Council may create such other ad hoc committees from time to time as required to execute the Region’s special activities, events, or objectives.

Section 6 – Terms

Appointed Officers/Chairs and committee member terms are from January 1 to December 31 of each year. Appointed Officer/Chair terms are for one year and will be renewed/approved by the Executive Council each year with no term limit. Committee member appointments will automatically renew each year unless terminated by a majority vote of the Executive Council with recommendation of the Committee Chair.

ARTICLE IX: ELECTION OF OFFICERS

Section 1 – Nominating Committee

The President shall nominate and with unanimous approval of the Executive Council, appoint a Nominating Committee Chairperson and two (2) Nominating Committee members. All members of the Nominating Committee shall be non-Board Member Active or Family-Active Members. The Nominating Committee is responsible for nominating a slate of elected officers to serve on the Executive Council in the following term. Not later than 10 October of each election year, the Nominating Committee shall recommend to the Secretary at least one, preferably two or more candidates for each Executive Council position.

Section 2 – Nominations by the Members

Active and Family Active members in good standing may nominate candidates for each elected office. Such nominations must be submitted to the Nominating Committee not later than 1 October of each election year. No member may be nominated or placed on the ballot without their consent, which will be obtained by the Nominating Committee.

Section 3 – Notice of Elections

Not later than 1 September of the election year, the President shall release an email communication to all active, voting Region members containing notification of upcoming

elections. The email shall identify the elected offices that are open for nomination and specify the timeline and procedures for nominations and the election. Within ten (10) days, a second email shall be released, opening the nominating period and reviewing the nominating procedures. The nomination period shall not be less than 15 days.

Section 4 – Ballots

During the first ten days of October of the election year, the Secretary shall coordinate with the Webmeister to post the election ballot on the Region website or via other electronic means as determined by the Board. Voting members are entitled to one (1) vote each on any and each issue arising. The ballot shall contain:

- Names of the nominees
- Instructions to vote for no more than one candidate for each elected position
- Space provided for write-in votes
- PCA Membership number to verify eligibility
- A statement noting the calendar date deadline for the receipt of ballots

Not later than 15 October of the election year, the Secretary shall coordinate the release of an email notification to all active, voting members that elections are open and will include the direct link to the voting webpage and procedures for voting, including that PCA membership numbers will be required in order to vote. The notice of election shall also set a closing date for voting. The voting period shall not be less than fifteen (15) days. If a new member joins, an existing member transfers in from another Region, or a family member is added to a membership after the email notification that elections are open, that member is not eligible to vote in that election.

Within five (5) days of the close of the voting period, the Webmeister shall provide the voting results to the Past President, who shall verify all ballots.

If a tie remains after all the ballots are tallied, the Past President shall flip a coin in the presence of the candidates or members present to determine a winner. Written protests shall be directed to the Executive Council within seven (7) days of the results being announced. The Executive Council has seven (7) days to hear the objection and determine a resolution. The Executive Council's decision will be final.

Section 6 – Notice of Election Results

Not later than 10 November of the election year, the Secretary shall coordinate the release of an email to all membership the results of the election and coordinate with the Webmeister and Newsletter Editor to publish the results on the Region website and Newsletter respectively. The Secretary shall also notify the Zone 2 Representative of the results.

Section 7 –Duties of Newly Elected Officials

Upon tabulation of the votes the Secretary shall immediately notify the persons elected of the

Election results. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted Executive Council 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. At the discretion of the President-Elect, the meeting described above may be by telephone or electronic means.

ARTICLE X: FISCAL YEAR

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

ARTICLE XI: OBLIGATIONS AND INDEBTEDNESS

Section 1 – Authority to Incur Obligations or Indebtedness

Only persons authorized by the Board of Directors to act on behalf of the Region shall incur any obligation or indebtedness in the name of the Region. All obligations or indebtedness incurred IAW 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 Region by reason of any such corporate obligation or liability.

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 Region only after the Board of Directors has approved such contract prior to execution thereof by a majority vote.

No member or any other person authorized to act on behalf of the Region shall incur any obligations or indebtedness in the name of the Region in excess of the sum of \$250 without prior approval of a majority of the Board of Directors, except for the following purposes:

- Printing, mailing, postage and stenographic expenses of the Region's official publication
- Stationery and postage for ordinary administrative use

Section 2 – Unauthorized Obligations

No member or any other person authorized to act in behalf of the Region shall incur any obligation or indebtedness in the name of the Region which is not for the general benefit of the entire membership of the Region nor shall the Executive Council or 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 Region by any 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 Region in an amount equal to the obligations or indebtedness which the Region may be required to pay.

Section 4 – Conflict of Interest

No Board or committee member shall engage in any transaction that could create a conflict of interest with the Region. Board Members shall disclose to the Executive Council any potential conflicts between their personal interests and the Region's. No Board Member shall vote on any matter in which they have a material financial interest or conflict of interest.

Section 5- Financial Oversight

All Appointed Chairs, committee members, special appointees and individual members of the Executive Council shall prepare and submit annual budgets to the Treasurer for collective review and approval by the Board of Directors.

The Treasurer shall submit, and the Board of Directors shall internally review and audit quarterly reports on the Region's finances.

The Treasurer shall give a full and correct report on the financial status of the Region at any meeting of the Board of Directors.

The Treasurer shall cause to be published in the Region's official newsletter a full and correct report annually on the financial status of the Region.

The Treasurer shall submit the Region's financial records to an independent auditor, at the Region's expense and at the close of the fiscal year, for audit as directed by the Executive Council.

ARTICLE XII: MEETINGS AND EVENTS

Section 1 – Executive Council Meetings

Meetings of the Executive Council may be called at any time, but at least annually by the President or by a majority of the Executive Council members. Each Executive Council member shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A simple majority of the Executive Council is required to pass a voting issue with a minimum of 5 Officers in attendance (except where noted in ARTICLE IV Section 8 and ARTICLE VII Section 8). Meeting attendance may be in person, telephonically or electronically.

Section 2 – Board of Directors Meetings

Meetings of the Board of Directors may be called at any time by the President and shall be held at least quarterly. Special Board meetings may be called by the President, the Secretary or on the written request of two (2) members of the Board. Each Board Member shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A simple majority of Board Members is required to pass an issue being voted on, with a majority of Board Members in attendance. Meeting attendance may be in person or electronically. Each Board member shall

have one vote, regardless of the number of Board positions held, 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.

For votes taken by email, a simple majority of the Board is required to respond within the voting window as specified by the Secretary. FSR Members not on the Board may attend Board of Directors meetings but cannot vote.

Section 3 – Region General Membership Meetings

Meetings of the members shall be at such time and place as designated by the Executive Council and shall be conducted annually. Due notice of any Region Member Meetings shall be given by publishing in the official publication, on the Region’s website or via email to the entire membership.

Special meetings of the members may be called by the President, by a majority of the Executive Council, 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 days before such meeting.

A quorum at any meeting of the membership shall consist of ten (10) percent of the voting members in good standing.

Voting – At all meetings of the members, each voting 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.

Conduct of Meetings – The President, or in his/her absence one of the Vice Presidents, shall preside at all meetings and will manage the agenda, discussion and voting.

Guests - Guests shall be permitted at all meetings unless a closed meeting is declared by a majority vote.

ARTICLE XIII – OFFICIAL PUBLICATION

The Region will publish an official publication to announce upcoming events, official notifications, stories about activities, etc. This publication may be hard-copy, electronic or both.

ARTICLE XIV: AMENDMENT OF BYLAWS AND STANDARD OPERATING PROCEDURES

Section 1 – Review

Bylaws will be reviewed annually by the Board of Directors in January.

Section 2 – Amendment of Bylaws

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

Section 3 – Approval of Proposed Amendments

The proposed amendment(s) shall be printed in the official publication of the Region or posted on the Region’s website within sixty (60) days thereafter, together with an explanation of the proposed Amendment(s), together with the date of the meeting at which any proposed amendment(s) will be voted upon.

Section 4 – Ballots

Amendment(s) to these Bylaws shall be approved by a majority of the votes cast by the voting membership. Ten percent of the active voting membership in ballots must be received if the amendment is to be passed.

Voting upon amendment(s) to the Bylaws shall be by voice in-person or electronically via the Region website by active voting members. Online voting will include a requirement to submit PCA membership number for verification. Ballots cast IAW procedures adopted under this Article shall be valid, and all other ballots shall be invalid.

Section 5 – Tellers

The Secretary and two Active or Family-Active members appointed by the President shall open, count and tally all ballots and certify the results.

Section 6 – Notice of Vote or Referendum Results

The results shall be read into the minutes of the meeting and published in the next issue of the official publication of the Region or published on the Region’s website within seven (7) days.

Section 7 – Standard Operating Procedures

The Board of Directors shall establish Region Standard Operating Procedures (SOPs) for specific events or programs where only basic or no guidance is provided by PCA or requirements for them differ. SOPs shall not be in conflict with PCA guidance where legal or insurance issues are concerned, or which will result in a violation of PCA policy. SOPs may be submitted by any Board member and approved by a majority vote of the Board of Directors and can be changed or updated by the same.