

BYLAWS — GRAND PRIX REGION PORSCHE CLUB OF AMERICA

ARTICLE I - NAME AND HEADQUARTERS

The name of the Club shall be "GRAND PRIX REGION - PORSCHE CLUB OF AMERICA, INC.". For the purposes of incorporation within the State of California, its principal office shall be the residence of the President of the Board of Directors. The region shall consist of the area designated by the National Porsche Club of America and accepted by the Board of Directors and Officers of the Grand Prix Region.

ARTICLE II - OBJECTIVES

The general objective of the Club shall be to encourage the highest standard of safety and courtesy on the highways, and to increase the enjoyment of owning a Porsche by the exchange of technical information and by engaging in such automotive and social events as may be agreeable to the members.

The Club shall be empowered to do all things, and conduct all business, not for profit, necessary to the carrying out of its objectives.

ARTICLE III - POLICY

- A. This Club shall be politically non-partisan.
- B. This Club is empowered to do all things and conduct all business, not for profit, necessary to carry out the general purposes set forth in the Certification of Incorporation issued under the statutes of the State of California and in these Bylaws.
- C. The corporate seal of the Club shall be circular in form, being inscribed with the name of the Club and the year and place of its incorporation.

ARTICLE IV - MEMBERSHIP, DUES AND FEES

- A. Membership in the Club shall be limited to members in good standing of the National Porsche Club of America. There shall be no dues beyond those for membership in the National Club. Members in good standing shall be entitled to all the privileges of the Club
- B. Any Member may be suspended by a 2/3 vote of the Board of Directors for infractions of National or Regional rules or regulations or for action inimical to the general objectives or best interests of the National or Regional Clubs. 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 Board of Directors or a committee appointed by it for the purpose, concerning the alleged misconduct. The Board of Directors may thereafter continue the suspension for a definite time, terminate the suspension or expel the Member, and its decision shall be final.

ARTICLE V - MEETINGS

A. An annual meeting of the Members shall be held during the month of December at such place as the Board of Directors may determine and direct for the purpose of considering reports of the affairs of the Club and the transaction of such other business as may properly be brought before the Membership. Notice of such annual meeting shall be made to all region members by either direct mail or by notice included in the region newsletter not less than fourteen (14) days prior to the date of the annual meeting. The normal December Board of Directors' meeting, open to all members, can satisfy this requirement for an annual meeting of the Members.

B. Meetings of the Board of Directors.

a. The Board of Directors shall meet regularly, at least once each calendar quarter.

b. A quorum at any meeting of the Board of Directors shall consist of a simple majority of the Board Members.

C. Special meetings of the membership may be called by the President or by a majority of the Board of Directors or by petition submitted to the Board and signed by 10% of the members, stating the purpose of the meeting.

a. A quorum at any special meeting of the members shall consist of 15% of the members.

b. Due notice shall be given by the President to the general membership within 30 days of the receipt of said petition, stating the date, time, place and purpose of such meeting.

c. Any actions or decisions affecting the general membership taken at this meeting, and approved by a majority of those members attending, shall be submitted to the general membership by ballot for their final approval.

D. Minutes of all meetings of the Board of Directors shall be recorded by the Secretary of the Club or by such person as may be appointed by the Secretary or President.

ARTICLE VI – BOARD OF DIRECTORS AND ELECTIONS

A. The Board of Directors shall consist of seven persons, all of whom must be current members in good standing of this Region of the Porsche Club of America.

B. The term of office of each Board Member shall commence January 1 of the year for which they are elected. Each Board Member shall serve for one (1) year. A Member appointed to fill a vacancy on the Board of Directors shall only serve the unexpired term of his immediate predecessor.

C. By the first day of October, the Board of Directors shall elect one (1) of its Members as Chair of the Nominating Committee. The Nominating Committee Chair shall select up to three (3) Region Members (who are not Members of the Board of Directors) to serve on the Nominating Committee. By the twentieth day of October, the Nominating Committee Chair shall provide the President with a slate of candidates composed of Members willing to serve as Members of the Board of Directors.

D. By the first day of November the Club Secretary shall mail to each Member a ballot. A ballot included in the Region newsletter will serve in lieu of a separate mailing. Ballots must be postmarked on or before midnight November 15th.

Before the 25th day of November, the Secretary and at least one (1) Member of the Nominating Committee not running for office shall open, count and tally all valid ballots and certify the results.

As soon as the count has been completed, the Secretary shall notify the President of the results, who shall immediately cause to be notified all candidates of the results of the election.

E. A vacancy or vacancies shall be deemed to exist in case of the death, resignation, removal or disqualification of any Board Member. The Board of Directors may also declare vacant the seat of any Board Member who shall absent himself from three (3) successive meetings of the Board of Directors. Vacancies so occurring shall be filled by election of the Board of Directors at its next succeeding meeting. The Director or Directors so elected shall hold office until the expiration of the term of office as provided by these Bylaws.

F. Four (4) Board Members shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. There shall be no proxy voting by any Board Member. Every act of a majority of at least four (4) Board Members present at a meeting held at which a quorum is present shall be regarded as an act of the entire Board of Directors.

G. Subject to any limitations in the Article of Incorporation, these Bylaws, the general non-profit law of the State of California, or any other law of the State of California or the United States, all corporate powers shall be exercised by and under the authority of, and the business and affairs of this Corporation shall be conducted by, the Board of Directors.

H. Board Members shall not receive any salary or other compensation for their services as Directors.

I. A quorum of the Board Members may adjourn any meeting of the Board of Directors.

ARTICLE VII - OFFICER DESCRIPTION

A. The offices of the Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer. The other three (3) Members of the Board of Directors shall act as Directors at Large

B. Duties of the President:

- a. To prepare the Agenda for and preside at all meetings of the Board of Directors
- b. To prepare the Agenda for and preside at all General Membership meetings.
- c. To act as an ex-officio Member of all standing committees and temporary committees, except the Nominating Committee.
- d. To execute all documents and correspondence in the name of the Corporation as authorized by the Board of Directors and/or the Membership.
- e. To be a signer on all Club financial accounts.

f. To sign any Corporate documents which obligate the Corporation financially.

C. Duties of the Vice President:

a. To preside at meetings of the Board of Directors in the absence of the President or when ordered to do so by him.

D. Duties of the Secretary:

a. To cause to be recorded and preserved the Minutes of the Meetings of the Board of Directors, and to present and read such Minutes at the request of the President or his representative

b. To cause to be recorded and preserved the Minutes of the Membership meetings, both regular and special, and to present and read such minutes upon demand.

c. To receive all ballots, count them, cause to be published the results thereof and keep them for inspection for a period of thirty (30) days after the results are announced.

E. Duties of the Treasurer:

1. To keep and preserve the records and books of account reflecting the financial condition and operation of this Corporation.

2. To be a signer of all financial accounts of the club

3. On request of the Board of Directors, furnish to the auditor designated by them, all financial reports and/or books and statements as provided in the Bylaws

4. Receive all monies paid to the Corporation and deposit same to its credit with the bank designated by the Board of Directors

ARTICLE VIII - FISCAL YEAR

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

ARTICLE IX - OBLIGATIONS AND INDEBTEDNESS

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

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

ARTICLE X - OFFICIAL PUBLICATION

A. Official communications to the membership may appear in a newsletter, mailings, or electronic means as the Board of Directors may choose, and shall be in accordance with the Board of Directors' guidance and directives.

ARTICLE XI - AMENDMENTS TO BYLAWS

A. The Bylaws of this Corporation may be amended at any time in the following manner:

1. Upon recommendation by not less than three (3) Directors, or by a writing signed by at least ten (10) Members in good standing, a special Parliamentary Committee shall prepare the suggested Amendments in such manner that it may be legally incorporated in these Bylaws.

2. The properly prepared Amendments shall be mailed to each Member in the form of a ballot. Inclusion of the proposed bylaw changes in an issue of the region newsletter may substitute the for separate mailing. Thirty (30) days from the mailing date, the Secretary shall count the valid returned ballots and, if a majority of said ballots are in favor, the Amendments shall be deemed adopted. Thereupon the Secretary shall cause the results of vote to be included in the next succeeding newsletter.

3. In any case, the Secretary shall announce the results of the ballots by reading it into the Minutes of the next meeting of the Board of Directors.

ARTICLE XII - ENACTING CLAUSE

A. These Bylaws shall become effective upon a favorable vote by a majority of the Membership

NOTE: Amendments were voted on by the general membership as follows:

1. 1989 – Split Secretary / Treasurer and changed to Secretary / Membership Director
2. 1990 – Changed General Membership meetings from twelve (12) times to six (6) times a year
3. 1992 – Voted no membership mailing lists to be released to anyone for anything other than club use
4. 1992 – Voted to Split Secretary / Membership to Secretary and Membership Director and add Newsletter Director to Board of Directors to change Board from five (5) to seven (7) persons
5. 2014 – Voted to remove Membership, Editor & Activities as Board Positions. New officer positions to be: President, Vice President, Secretary, Treasurer and three (3) Members at Large.