

BY LAWS
OF
PORSCHE CLUB OF AMERICA – NIAGARA REGION, INC.
(Amended 2016)

ARTICLE I: NAME

The name of the Club shall be the “Porsche Club of America – Niagara Region, Inc.” and may hereinafter be referred to as the “Club”.

ARTICLE II: GENERAL 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:

- The highest standards of courtesy and safety on the roads.
- 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.
- The maintenance of the highest standards of operation and performance of the marquee by sharing and exchanging technical and mechanical information.
- The establishment and maintenance of mutually beneficial relationships with the Porsche Works, Porsche Dealers, and other service sources to the end that the marquee shall prosper and continue to enjoy its unique leadership and position in sports car annals.
- The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
- The establishment of such mutually cooperative relationships with other Sports Car Clubs as may be desirable.
- To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers except as permitted under Article 5 of the New York Not-for-Profit Corporation Law.

ARTICLE III: POWERS AND CORPORATE SEAL

Section 1 – Powers

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

Section 2 – Corporate Seal

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: MEMBERSHIPS, DUES, AND FEES

Section 1 – Membership

Membership in the Club 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 Club 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 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

- ACTIVE – any owner, lessee or co-owner of a Porsche acceptable to a Region, who is 18 years of age or older, having paid Club dues and fees as required, and may include (if requested by the active member) as a family-active member, one other person of the active member’s immediate family, also 18 years 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.
- 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 Club and its objectives having paid Club dues and fees as required. A person of the associate member’s family who has been a family-active member as in (A) above, may continue as a family-associate member similarly.
- HONORARY – Any person who, on the affirmative vote of the Board of Directors is deemed to merit recognition for outstanding interest in or service to the Club. Such membership shall be limited to one year, but may, upon the affirmative vote of the Board of Directors be renewed.
- 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.

Section 3 – Membership Application

All applications for membership shall be submitted to PCA which shall either accept or reject the application. Acceptance shall be by the National Executive Secretary who shall thereupon enroll the applicant as a member. In case of rejection, the applicant or a member on behalf of the applicant may appeal to the National Executive Council whose decision, unless over-ruled by a vote of a least two-thirds of the Club’s members, shall be binding on the Club.

Section 4 – Dues

Annual dues for the various classes of membership shall be determined from time to time by the Club’s Board of Directors or National PCA. Annual dues shall be due and payable at the end of the month in which the member joined or in which they last renewed.

Section 5 – Membership Year

The manager of the PCA Executive Office shall send each member one billing for renewal dues about 45 days prior to their membership expiration. Members who do not renew shall be dropped from membership.

Section 6 – Privileges

Members, including family members, in good standing shall be entitled to all the privileges of the Club, except that Honorary members, Associate members and Affiliate members shall be entitled neither to vote nor hold elective office, and except further that family-active members, affiliate members, and family-associate members shall not be entitled to receive any duplication of any mailing to the active member. Votes will be accepted from active members only with allowance for the vote of the family-active member. A member may cast only one vote in any election or referendum.

Section 7 – Suspension

Any member may be suspended by a two-thirds vote of the Board of Directors of the Club in accordance with its By Laws, 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 of this Club. 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 of the Club or a committee appointed by it for the purpose, concerning the alleged misconduct. The Board of Directors of the Club may thereafter continue the suspension for a definite time, terminate 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 8 – Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Club. A resignation shall become effective upon receipt and all Club privileges shall terminate as of that date.

ARTICLE V: ELECTED OFFICERS AND SPECIAL APPOINTMENTS

The elected officers of the Club shall be a President, Vice-President, Secretary, and Treasurer. Their terms of office shall be two years, and shall begin on January 1st and end on December 31 of the second year. The sole exception to this rule is that the outgoing treasurer shall remain in office as a non-voting board member until April 1st of the following year to allow sufficient time to compile the annual report and file the tax return for the previous year. No officer shall serve in the same office more than two consecutive terms. No officer may continue in office if they shall move their residence beyond the borders of the United States.

ARTICLE VI: BOARD OF DIRECTORS

The elected officers, and last past President continuing to be an active member of the Club shall constitute the Board of Directors of the Club. It shall be the responsibility of the Board of Directors to determine all matters of Club policy. The Board of Directors shall insure the proper conduct of the administrative affairs of the Club, the fulfillment of duties by the officers, and compliance with these By Laws. All decisions of the Board of Directors involving major policy considerations shall be arrived at by written canvass of the entire Board. All decisions of the Board of Directors to be arrived at by written canvass shall be by majority vote of the Board members voting. 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. A quorum shall consist of at least one-half (1/2) of the Board of Directors.

ARTICLE VII: DUTIES OF OFFICERS

Section 1 – Duties of President

The President shall preside at all meetings of the Board of Directors, and shall perform the duties usually appertaining to his office. The President shall call at least one (1) meeting of the Board of Directors per calendar year. The President may cause to be published in the Club's official publication a semi-annual report on the status of the Club, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Club. In the absence of the

President, the Vice-President shall preside, and act as President. In case of the President's death, resignation, or disqualification, the Vice-President shall become President.

Section 2 – Duties of Vice-President

The Vice-President shall assist the President in the conduct of the administrative affairs of the Club and perform such other duties as may be assigned by the President.

Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast thereat. The Secretary shall cause to be published in the Club's official publication notices of proposed and adopted amendments of these By Laws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of the corporate seal at all times as well as the Club's records. The Secretary shall perform all duties incident to his office required by law.

Section 4 – Duties of Treasurer

The Treasurer shall have custody of all monies, debts, obligations, and assets belonging to the Club. The Treasurer shall receive all monies of the Club and deposit them to the Club account in a bank insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Club assets and of all payments of Club debts and obligations. The Treasurer shall insure strict compliance with these By Laws in all matters pertaining to the financial affairs of the Club. The Treasurer shall give bond at the Club's expense, in such amount, if any, as may be determined by the Board of Directors. The Treasurer shall cause to be published in the Club's official publication a full and correct report annually on the financial status of the Club. The Treasurer shall also give a full and correct report on the financial status of the Club at any meeting of the Board of Directors. The Treasurer shall cause to be maintained accurate books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Club. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer. The Treasurer shall submit his books of account and records to a certified public accountant, at Club expense, at the close of the fiscal year.

Section 5 – Interim Appointments

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

ARTICLE VIII: COMMITTEES

There shall be standing committees of the Club, as may be designated and appointed from time to time by the Board of Directors. The President, with the advice of the Board of Directors, shall appoint the Chairs of the committees and their members, and may, in like manner dismiss or replace the Chairs and members, except that the consent of the Board of Directors shall be required for the appointment of the Chair and members of the Nominating Committee and for their dismissal or replacement.

ARTICLE IX: ELECTION OF OFFICERS

Section 1 – Nominating Committee

The Nominating Committee, which shall consist of three members, shall submit to the Secretary at least three (3) months before the end of the fiscal year in which any elected office is about to be vacated, a slate of one or more nominees for those offices about to be vacated. Within ten (10) days after receipt, the Secretary shall cause a copy of the Nominating Committee's report to be distributed to each member of the Board of Directors. The report shall subsequently be published in the Club's official publication.

Section 2 – Nominations by the Members

Active members in good standing constituting at least 10% of the then active membership, may nominate a slate consisting of not more than two nominees for each office. Such nominations must be submitted to the Secretary in writing and must include each member's signature, printed name and address, and must be received by the Secretary at least sixty (60) days prior to the established election date.

Section 3 – Notice of Elections

In the official publication for the Club no later than October of any election year, the Secretary shall cause to be published a notice of election and the names of all nominees for office and shall include a ballot in the Club's official publication. The notice of election shall set a return date for the ballot which shall be at least thirty (30) days before the end of the fiscal year.

Section 4 – Ballots

All balloting shall be by mail, with name printed. Mailed votes cast shall indicate the member's choice of candidates and the offices for which they stand, and must be signed by the member. The ballot shall provide a space for the vote of the family-active member. Any member shall be entitled to write in the name of any member in good standing as their choice for any office. All ballots shall be mailed to the Secretary and must be received no later than the date set forth in the notice of election. Ballots not in accordance with the above shall be invalid.

The Board of Directors may investigate procedures for electronic elections and voting, giving due consideration to methods of voting which are reasonably secure, non-duplicative, and convenient, and which provide the essence of the ability to write in additional candidates. If the Board of Directors is satisfied that it has arrived at procedures that are efficacious and suitable for balloting, it may adopt electronic voting procedures that may supplement mailed balloting procedures, and that may supersede mailed voting procedures for members preferring to vote by email or other electronic means.

Section 5 – Tellers

The Secretary shall tabulate the votes cast within fifteen (15) days of the return date and shall make a written report to the President. The member who receives the greatest number of votes cast for the office for which they are a candidate shall be declared elected.

Section 6 – Notice of Election Results

The Secretary shall cause to be published the results of the election in the Club's official publication.

Section 7 – Powers of Newly Elected Officials

Upon tabulation of the votes the Secretary shall immediately notify the persons elected of their election. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted Board of Directors 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.

ARTICLE X: FISCAL YEAR

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

ARTICLE XI: 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. No personal liability whatever shall attach to or be incurred by any member or Officer of the Club by reason of any such corporate obligation or liability. No elected Officer or any other person authorized to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club in excess of the sum of \$100.00 without prior approval of a majority of the Board of Directors except for the following purposes:

- Printing, mailing, postage, and stenographic expenses of the Club's official publication.
- Stationery and postage for ordinary administrative use.
- Club badges, emblems, and membership cards.
- Parade advances.

Section 2 – Unauthorized Obligations

No elected Officer or any other 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, and collectively, to the Club in an amount equal to the obligations or indebtedness which the Club may be required to pay.

ARTICLE XII: AMENDMENT OF BY LAWS

Section 1 – Amendment of By Laws

These By Laws may be amended by a majority of the votes cast in a referendum of the membership.

Section 2 – Proposed Amendments

The Board of Directors, or members in good standing constituting at least 10% of the then membership, may propose amendments to these By Laws. Amendments proposed by such members shall be submitted to the Secretary in writing and shall be signed by each member.

Section 3 – Notice of Proposed Amendments and Referendum

The Secretary shall cause to be published in the Club's official publication any proposed amendment submitted to him/her within sixty (60) days thereafter, together with an explanation of the proposed amendments and the need therefore by its sponsors. Before the deadline for the second succeeding issue of the Club's official publication, any member may submit statements of reasons against the adoption of any amendment to the Editor. In the said second succeeding issue the proposed amendments and the explanations and needs shall again be published, together with a summary of any reasons against adoption which may have been submitted. A ballot shall be included specifying a return date of not less than thirty (30) days nor more than forty-five (45) days from the date of final publication.

In addition, the Board of Directors may investigate procedures for electronic voting on such referenda, giving due consideration to methods of voting which are reasonably secure, non-duplicative, and convenient, and which provide the essence of the ability to have the votes sent to and recorded by the Secretary. If the Board of Directors is satisfied that it has arrived at procedures that are efficacious and suitable for balloting, it may adopt electronic voting procedures that may supplement mailed balloting procedures, and that may supersede mailed voting procedures for members not objecting to voting by email or other electronic means.

Section 4 – Ballots

Mailed votes for or against a proposed amendment to these By Laws must be signed by the members, with name and address printed. The ballot shall provide a space for the vote of the family-active member. Each mailed ballot shall be mailed to the Secretary and must be received no later than the date set forth in the notice of referendum. Ballots cast electronically must be in accordance with procedures adopted by the Board of Directors under this Article XII. Ballots cast in accordance with procedures adopted under this Article XII shall be valid, and all other ballots shall be invalid.

Section 5 – Tellers

The Secretary and any two (2) members or Officers designated by the President shall serve as tellers and shall tabulate the votes cast in the referendum within fifteen (15) days of the return date.

Section 6 – Notice of Vote or Referendum Results

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