

July 1997

BY LAWS
PORSCHE CLUB OF AMERICA
CALIFORNIA INLAND REGION

ARTICLE I

Name

The name of the Club shall be the Porsche Club of America, California Inland Region. The Club's name may be abbreviated as, PCA-CAI or Cal-Inland.

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 good will 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 marque of sharing and exchanging technical and mechanical information.

The establishment and maintenance of mutually beneficial relationship 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.

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 relationship with other Sports Car Clubs as may be desirable.

ARTICLE III

Powers, Corporate Seal and Badge

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.

Section 2 — Corporate Seal (to be determined)



Section 3 — Badge:

ARTICLE IV

Membership, Dues and Fees

Section 1 — Membership

- a. Membership requirements for the Club shall be the same as those required for membership in the National Club,
- b. Members must be in good standing with the National Club.

Section 2 — Classes of Membership

- a. Active: Any owner or co-owner of a Porsche, acceptable to the Executive Board, who is 18 years of age or older, having paid such National and Regional Club dues and fees as required, and may include one other person, 18 years of age or older, named by the Active member at the time of joining or at any renewal of membership, as either a Family Member or an Affiliate Member.
- b. Associate: Any active member who ceases to own or co-own a Porsche while in good standing, having paid club dues and fees as required.
- c. Honorary: Any person who, on the affirmative vote of three-fourths of the Executive Board, 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 three-fourths of the Executive Board, be renewed.
- d. Life: Any person, who upon the unanimous vote of the Executive Board, is deemed to have performed such extraordinary service to the Club as to warrant this signal honor.

Section 3 — Membership Applications

Applications are to be made on current application blanks to the Regional Club or the National Club and accompanied by the dues as set by the National Club.

Section 4 — 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 National office and except further that family-active members, affiliate members and family associate members shall not be entitled to receive Porsche Panorama or any

duplication of any mailing to active members only with space for the vote of the family-active member.

Section 5 — Suspension

Any member may be suspended by a simple majority vote of the active members of the Club in accordance with its Bylaws, for infractions of Regional rules or regulations or for action inimical to the general objectives or best interests of the Regional Club. Upon written notice of such suspension, the suspended member shall be afforded a reasonable opportunity to be heard, in person or through a representative, by the Executive Board or a committee appointed by it for the purpose, concerning the alleged misconduct. The Executive Board may thereafter continue the suspension for a definite time, terminate the suspension, or expel the member, and its decision shall be final.

Section 6 — Termination

- a. Resignation, submitted in writing to the Secretary of the Regional Club shall become effective upon receipt, with forfeit of all dues paid to date and all privileges,
- b. Expulsion for failure to pay annual dues,
- c. Request for transfer to another Region within jurisdiction of the National Club, submitted in writing to the Regional Club, if no longer residing within the California Inland Region.

Section 7 — Liabilities of Membership

No officer or member of this Club shall be personally liable for any of its debts, obligations or acts.

ARTICLE V

Officers

Section 1 — Elected Officers

The elected officers of the Club shall be a President, Vice-president, Secretary, and Treasurer. Their term of office shall be one year. No officer shall hold a specific office for more than two consecutive terms.

ARTICLE VI

Executive Board

Section 1 — Executive Board

President (Chairman) of the Executive Board

Vice-president

Treasurer

Secretary

Ex-Officer President

The Executive Board shall be responsible for the proper conduct of administrative affairs of the Club, the proper functioning of appointed committees, and shall insure compliance with these Bylaws. All decisions of the Executive Board shall be by a majority vote, with a quorum being three (3) members of the Executive Board voting. The Executive Board shall establish rules for eligibility and approve membership applications until such time that a Membership Committee is formally established.

ARTICLE VII

Duties of Officers

Section 1 — Duties of President

- a. To preside at all meetings of the membership and the Executive Board;
- b. To execute all documents and correspondence in the name of the Club as authorized by the Executive Board or the membership;
- c. To sign, entrusted to authenticate, all drafts on the accounts of the Club, and any corporate documents which obligate the Club financially;
- d. To inform the membership of the Club's policies and decisions reached by the Executive Board.

Section 2 — Duties of Vice-president

- a. To preside at meetings in the absence of the President or when ordered to do so by him,
- b. To assist the President and/or the Executive Board in any manner that he or they direct,
- c. Shall chair the Activities Committee.

Section 3 — Duties of Treasurer

- a. To keep and preserve the records and books of account reflection of the financial condition and operation of the Club.
- b. Entrusted to authenticate all drafts on the accounts of the Club, and any corporate documents that obligate the Club financially.
- c. To receive all monies paid to the Club and deposit same to the account in a bank designated by the Executive Board.
- d. To furnish all financial reports and/or books and statements for audit on request by the Executive Board.

Section 5 — Duties of Secretary

- a. To cause to be recorded and preserved the minutes of the meetings of the Executive Board and to present and to read such minutes at the request of the President or his representative,
- b. To cause to be published in the Club's official publication notices of all meetings related to the Club's official matters.

Section 6 — Vacancies

- a. Vacancy shall be deemed to exist in case of death, resignation, removal or disqualification of any member of the Executive Board;
- b. Absence of any member of the Executive Board for three (3) successive meetings. When, in the opinion of a majority of the Executive Board, for circumstances beyond the control of an Executive Board member, the Executive Board may waive, this restriction if in its majority opinion it would be detrimental to the goals of the Club to vacate said Executive Board position for infraction of the foregoing rule. Invoking of this clause shall be the exception rather than the rule. In the event the office of President is vacated, the Executive Vice-president will assume the duties and responsibilities of President for the remainder of his term of office. The Executive Board will then fill the position of Vice-president. Vacancies so occurring shall be filled by election by the Executive Board at its next meeting for the balance of the unexpired term.

ARTICLE VIII

Committee

Section 1 – Standing Committees

There shall be no less than three (3) standing committees which report directly to the Executive Board.

- a. Activities,
- b. Publications,
- c. Publicity.

Section 2 – Activities Committee

The Activities Committee may consist of the Vice-president as chairman, a co-chairman, and such members as he may appoint, and shall be responsible for:

- a. Planning the Club's activities as desired by the membership,
- b. Negotiation and procurement of suitable sites for competition events,
- c. Be responsible to report to members and President on past and future activities.

Section 3 – Publications

The powers and duties of the Publications Committee shall consist of preparing and publishing the Club's official newsletter and other publications as the Executive Board may direct.

Section 4 – Publicity Committee

- a. Preparing for publication all press releases on official club activities,
- b. Types of publicity coverage to be approved by the Executive Board.

Section 5 – Special Committees

Special Committees may be appointed at any time by the Executive Board for special purpose, and discharged from further service when their report on the special duty to which assigned is accepted. There is no limitation as to the number of committees or committee members.

A written financial report for the event shall include but not be limited to:

- a. A written financial report for the event shall include but not be limited to:
- b. Breakdown of costs for the event and persons or agencies to whom money was expended or owed,
- c. Breakdown of monies taken in for an event with net profit or loss indicated,
- d. A report of the event and any problems the Event Chairman encountered which might help a future Event Chairman put on a similar type event.

The above reports will be filed with the Club Secretary who will retain them for a period of two (2) years for the use of future Event Chairmen. After a period of two (2) years has elapsed from the date of the event, the Club Secretary will turn the reports over to the Club Historian who will maintain the reports in the Club Historical file for reference.

ARTICLE IX

Election of Officers

Section 1 – Nomination Committee

The Executive Board shall be responsible for the nomination and election of the Officers in accordance with the Club's By-laws. It shall select three (3) to seven (7) active members or family members in good standing to nominate candidates for all elective offices.

The committee shall nominate no more than two (2) active members willing to serve in the designated office.

Section 2 – Election

At least thirty (30) days prior to election, each active and family member in good standing shall receive a ballot, indicating the candidates and their offices. Unsigned ballots shall be termed invalid.

Members eligible to vote shall be determined from the membership roster obtained from PCA National Secretary. Only those members in good standing as of October 31st of the current year shall be eligible to cast ballots in the annual election.

Three members in good standing not running for elected office designated by the President, shall serve as tellers and shall tabulate the votes. The candidates receiving the greatest number of votes shall be declared elected.

The Secretary shall publish the results of the election in the Club's official newsletter.

ARTICLE X

Meetings

Section 1 – Monthly Meeting

The monthly meeting of the Club shall be held each month at such time and place as the Executive Board may determine after due consideration of the convenience of the members.

Section 2 – Special Meeting

Special meetings of the members may be called by the President or by a majority of the Executive Board.

Section 3 – Quorum

At any monthly meeting or special meeting of the membership, five (5) Active/Family members in good standing shall constitute a quorum. All decisions of the membership shall be by a majority vote of the required quorum unless otherwise provided by these By-laws.

Section 4 – Notice of Meeting

A notice, stating the time, date, place, and purpose of any meeting of the membership, shall be published by the Secretary in the Club's official newsletter or by special mailing not less than eight (8) days prior to such meeting.

ARTICLE XI

Obligations and Indebtedness

Section 1 – Obligations and Indebtedness

Only the Executive Board by a majority vote, with at least five (5) Board members present and voting, shall incur any obligations or indebtedness in the name of the Club.

Section 2 – Unauthorized Obligations

No elected officer or any person authorized to act on 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 Executive Board 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 obligation or indebtedness which the Club may be required to pay.

Section 4 – Disbursement of Monies

Three (3) elected officers will be designated to sign checks for obligation of the Club. The primary two (2) officers will be the President and the Treasurer. The third officer may be either of the other two (2) elected officers, at the discretion of the Executive Board.

Section 5 – Assessments

No Zone 8 assessment can exceed the ratio of the California Inland Region membership, as determined by membership records of December 31st prior to the assessment date without approval of a majority of the membership.

ARTICLE XII Amendments to By-laws

Section 1 – Amendments to By-laws

The By-laws of the Club may be amended at any time in the following manner:

Upon recommendation by not less than four (4) Board Members or by a written petition signed by at least twelve (12) members in good standing, the Executive Board shall prepare the suggested amendment in such manner that it may be legally incorporated in these By-laws.

Section 2 – Notice of Proposed Amendment

A properly prepared amendment shall be mailed to each active or family member in good standing in the form of a ballot. Thirty (30) days from mailing date, three members in good standing designated by the President shall count the valid returned ballots, and if a majority of said ballots are in favor, the amendment shall be deemed adopted.

Section 3 – Notice of Results

The Secretary shall announce the results of the ballot in the Club's official newsletter.