

Bylaws

Porsche Club of America Chicago Region, Incorporated

BYLAWS

ARTICLE I. Name and Headquarters

The name of the club shall be “Porsche Club of America/Chicago Region, Incorporated.” For purposes of incorporation within the State of Illinois, its principal office shall be at the residence of one of its duly elected officers (as designated by the Board of Directors). This Region shall consist of those counties so designated by the National Porsche Club of America and accepted by the Board of Directors and Officers of the Chicago Region.

ARTICLE II. Objectives

The members of this Club are joined together and are mutually pledged to the furtherance and promotion of the following:

1. The highest standards of courtesy and safety on the roads.
2. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social and other events as may be agreeable to the membership.
3. The maintenance of the highest standards of operations and performance of the marque by sharing and exchanging technical and mechanical information.
4. The establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche dealers and service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car history.
5. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.

6. The establishment of such mutually cooperative relationships as may be desirable with other Sports Car Clubs.
7. Mutual cooperation with Porsche Club of America, Inc. and with other regions of PCA.

ARTICLE III. Policy

1. This Club shall be politically non-partisan.
2. 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 and in these Bylaws.
3. See article on obligation and indebtedness.
4. It shall be the official policy of this Club that no one will be discriminated against or denied membership because of their sex, race or religious creed.

ARTICLE IV. Membership, Dues, and Fees

Section 1. Membership

1. Active members and active family members. Any person 18 years of age or over who owns or is a co-owner of a Porsche may become a member of the Porsche Club of America/Chicago Region, Inc., provided he or she is also a regular member in good standing of the Porsche Club of America, Inc., and also provided he or she makes an application for membership and meets the requirements set down by the Membership Chairman and the Officers and Board of Directors.
2. An active member may include as an active family member one other person of the active member's immediate family, also 18 years of age or older, restricted to wife, husband, brother, sister, son or daughter. The active family member may hold regional office.
3. Honorary Life Member. Any person may be elected to honorary membership by a two-thirds vote of the Board of Directors. Such honorary members shall be non-voting and ineligible for regional office.

4. 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 member. An affiliate member shall have all the privileges of membership including the right to vote.
5. Associate Member. Any associate member of the Porsche Club of America, Inc. shall be accepted as an associate member of the Chicago Region. Associate members shall have all the privileges of membership except the right to vote and/or hold office. An associate member is any individual who was an active member who now ceases to own, lease or co-own a Porsche.
6. Any member in good standing of the Porsche Club of America, Inc., who shall apply for transfer into the Porsche Club of America, Chicago Region, Inc., must meet the same requirements as an applicant. However, the Board of Directors by a simple majority may waive these requirements and accept a member in good standing of another recognized region who wishes to transfer into the Chicago Region, without these requirements, if they so see fit.

Section 2. National and Regional Club Membership

No active member, active-family member, associate member, or honorary member may hold membership in the Region without being a member in good standing of the National Club.

Section 3. Loss of Membership

Regional membership of any member may be suspended or revoked by a 2/3 vote of the Board of Directors for conduct inconsistent with the objectives or policies of the Club, or prejudicial to the good order and repute of the Club.

Section 4. Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Region. His/her resignation shall become effective upon receipt and all regional privileges shall terminate as of that date.

Section 5. Dues and Fees

1. ANNUAL DUES. Annual dues for active or associate members may be levied at the direction of the Board.
2. PAYMENT OF DUES. The annual dues are payable by each active member or associate within 30 days from date of issue of a notice of assessment.
3. SUPPLEMENTARY FEES. Supplementary fees may be levied at the direction of the Board of Directors when necessary for the operation of the Region.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Leadership

The leadership of the Club shall be vested in the Board of Directors consisting of five officers (President, Vice President, Secretary, Treasurer, and Immediate Past President) and five directors elected at large from the membership, collectively the “Board of Directors”.

Section 2. Duties and Committees

The duties and responsibilities of the officers shall be determined by the President according to parliamentary procedure.

Committees as are necessary or desirable for the performance of the Club’s business shall be established by the President. The Committee chairmen shall be appointed by the President with the advice and consent of the Board of Directors.

Section 3. Interim Appointments

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

Section 4. Term of Office

Officers shall hold office for a term of one year or until their successors are elected. Directors shall hold office for a term of two years or until their successors are elected. No officer or director shall serve continuously for more than two consecutive terms in the same office.

Section 5. Conduct of Business

Monthly meetings shall be held, as designated by the President. With advance notice, special meetings may be called by the majority of the Board of Officers and Directors. All meetings for the conduct of Club business shall be conducted in accordance with usual parliamentary procedure as specified in Roberts Rules of Order.

Section 6. Quorum

A simple majority of the voting members of the Board of Directors and Officers shall constitute a quorum.

Section 7. Votes by Proxy

Proxy votes are not allowed.

Section 8. Resignation of an Officer or Director

An Officer or Director may resign from the Board of Directors and Officers by addressing a letter of resignation to the Secretary of the Region. The resignation shall become effective upon receipt of the letter by the Secretary.

ARTICLE VI. Election of Officers

Section 1. Nominating Committee

The President shall appoint a Nominating Committee consisting of five members of the Chicago Region whose duty shall be to choose a slate of nominees for any position on the Board of Directors which will be vacated at the end of December. The slate shall be published in combination of a variety of media (including the Club's website,

newsletter and/or email) no later than the second Monday of September each year. Nominations will also be accepted from the membership at large by petition, signed by at least 25 members in good standing, submitted to the Board of Directors at the October board meeting. No member of the Nominating Committee may be elected to an office or a directorship in the same year in which he or she serves on the Nominating Committee. He or she may, however, finish out the unexpired portion of his term of office.

Section 2. Elections

Election shall be by ballots published in a variety of media (including the Club's website, newsletter and/or email) no later than the second Monday of October. All ballots must be signed by the voting member, placed in a sealed envelope, and received by the Secretary via U.S. Mail or by common carrier no later than the Thursday before the next regularly scheduled board meeting. The Secretary shall return the ballots unopened to the next regular Board Meeting. The Secretary and two other members in good standing, appointed by the President, shall then count the ballots and then report the results to the Board of Directors. A member shall be entitled to only one vote regardless of multiple memberships.

Section 3. Transfer of Officers and Board of Directors

Elected officers shall take office effective the first day of the year for which they were elected and shall serve as specified in Article V. Section 4.

ARTICLE VII. FINANCIAL

Section 1. General Policy

1. Fiscal Year. The fiscal year of the Porsche Club of America/Chicago Region of America shall begin on the first day of January each year and terminate on the following 31st day of December.

2. Books. The books of record shall be properly maintained to reflect financial receipts, disbursements, balances and assets of the Club.
3. Audit. An annual review of the books of the Club shall be conducted by an independent Certified Public Accountant approved by the Officers and Board of Directors
4. Financial Statement. At the next regular meeting, following the annual review of the books, the Treasurer shall submit the audit report to the Officers and Board of Directors.
5. Funds. The funds of the Club shall be deposited in a financial institution designated by the Officers and the Board of Directors.
6. Financial Orders. Checks and other orders for the payment of monies in the name of the Club shall be signed by the Treasurer or other members of the Chicago Region as designated by the Board of Directors.

Section 2. Authority to Incur Obligation or Indebtedness.

Only the elected officers or person authorized by the Officers and 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 occurred in accordance with the provisions of these bylaws shall be incurred solely as corporate obligations. No personnel or officer of the Region shall incur any indebtedness in the name of the Region in excess of \$500.00 without prior approval of a majority of the Officers and Board of Directors.

Section 3. Unauthorized Obligation

No member of the Region authorized to act in behalf of the Region shall incur any obligation in the name of the Region which is not for the general benefit of the entire membership of the Region.

Section 4. Personal Liability of Unauthorized Obligation

The incurring of any obligation or indebtedness in the name of the Region by any elected officer, director, or any other member of the Chicago Region in contravention of these by-laws will 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 5. Disposition of Surplus Funds

Upon dissolution or liquidation of the Porsche Club of America/Chicago Region, Inc., the Board of Directors of the Club shall dispose of all remaining assets of the Club after paying or making provision for the payment of all of the liabilities of the Club (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Club by transferring such assets to such organization or organizations qualified as a tax-exempt organization or organizations described in Section 501(c)(4) of the Internal Revenue Code (“Code”), as the Board of Directors of the Club shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Club is then located, exclusively for the purposes of the Club in such manner, or to such tax exempt organization or organizations described in Sections 501(c) (4) of the Code as said court shall determine.

ARTICLE VIII. Amendment of Bylaws

Amendments may be proposed by the Board of Directors or by a petition signed by ten members in good standing. Proposed amendments will be published in a variety of media (including the Club’s website, newsletter and/or email) and submitted to a vote of the membership. Such published notice shall include an explanation of the need for the amendment as put forth by its sponsors. All ballots must be signed by the voting member, placed in a sealed envelope, and received by the Secretary via U.S. Mail or common carrier no later than the Thursday before the next regular board meeting. The Secretary shall return the ballots unopened to the next regular Board Meeting. The Secretary and two other members in good standing, appointed by the President, shall count the ballots, and then report the results to the Board of Directors. A member shall be

entitled to only one vote regardless of multiple memberships. A simple majority of the votes cast is necessary to amend the by-laws.