

Bylaws of the Central Wisconsin Region, Porsche Club of America

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Bylaws of the Central Wisconsin Region, Porsche Club of America

ARTICLE 1: NAME

The name of the Region shall be the Central Wisconsin Region, Porsche Club of America, Inc. hereby referred to as the “Region”.

ARTICLE 2: GENERAL OBJECTIVES

The general objectives of the Region, 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 and fellowship 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 Club 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 the Porsche Club of America (PCA) and the Central Wisconsin Region, Porsche Club of America, Inc., 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, the Porsche Club of America, 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 3: POWERS, CORPORATE SEAL, AND BADGE

Section 1 – Powers

The Region shall be empowered to do all things and conduct all business necessary to carry out the general objectives of the Region as set forth in the Certificate of Incorporation, issued under the statutes of the State of Wisconsin and in these Bylaws.

Section 2 – Badge

The logo/badge for the Region shall be as shown on exhibit A to these Bylaws.

No substantial alteration to the logo/badge may be adopted by the Region unless approved by a majority vote of its Board of Directors.

ARTICLE 4: 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.

Section 2 – Classes of Membership

A. ACTIVE MEMBER – Any owner, lessee or co-owner of a Porsche acceptable to a Regional Club, who is 18 years of age or older, having paid Porsche Club of America's dues and fees as required.

B. FAMILY-ASSOCIATE - An individual requested by an associate member as his or her family- associate member, restricted to persons 18 years of age or older, whether otherwise qualified for associate membership by ownership of a Porsche or not.

C. ASSOCIATE – Any associate 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 Porsche Club of America's dues

and fees as required. A person of the associate member's family who has been a family-associate member as in (B) above, may continue as a family-associate member similarly.

D. AFFILIATE MEMBER – A person, 18 years of age or older, named by the associate member at the time of joining or at any renewal of membership in lieu of a family-associate member.

Section 3 – National and Regional Membership

No associate, family-associate, associate, family-associate, or affiliate member may hold membership in the Central Wisconsin Region, Porsche Club of America, Inc. without at the same time being a member in good standing of a National Club which are each a separate legal entity.

Section 4 – Membership Application

Applications for membership may be made either through the National Office or Central Wisconsin Region, Porsche Club of America, Inc.

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 Club, which shall refund to Central Wisconsin Region, Porsche Club of America, Inc., 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.

Section 6 – Membership Year

The membership year for members in Central Wisconsin Region, Porsche Club of America, Inc., shall be set forth by the National organization who will manage renewal notices.

Section 7 – Privileges

Members, family-associate and associate members, in good standing shall be entitled to all the privileges of the Region. Family-associate members and associate members shall not be entitled to receive any duplication of any Region mailing. Ballots will be mailed (or, if electronic means shall have been approved in accordance with these Bylaws, then by mail, by electronic means, or any combination thereof), to active members only, with space for the vote of the family-associate and associate member. Only members,

associate members and family-associate members, in good standing, shall be eligible to be nominated for elective Region office. The member, associate and family-associate member may cast only one vote each in any election or referendum.

Section 8 – Suspension

Any member may be suspended by a majority vote of the Region Board of Directors or by the National Club in accordance with its Bylaws for infractions of Regional 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 associate and associate members are also applicable to family-associate, 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 associate member likewise terminates membership of his/her family or affiliate member. An associate 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 out of Central Wisconsin Region, Porsche Club of America, Inc. to another region within the PCA. This request shall be submitted in writing to the National Office.

Section 11 – Termination

An associate member or associate member may terminate or change the family-associate, affiliate or family-associate membership by written notice to the National Office.

ARTICLE 5: BOARD OF DIRECTORS

Section 1 – Board of Directors

The Board of Directors of the Region shall be a President, Vice President, Secretary, and Treasurer. The Board of Directors shall also include the last past President who remains an active member. Their terms of office shall be two years and shall end on December 31. If no other candidate for an office is nominated, an existing Director may serve additional complete one year terms until such time a new candidate for that office becomes available. Subsequent terms shall run from year to year after initial two year term has been served. No director may continue in office if the Director changes their Region affiliation or lets their membership in PCA lapse.

Section 2 – Eligibility

Only active members, associate members and family-associate members, in good standing of this Region, shall be eligible to be nominated for elective Region office.

ARTICLE 6: DUTIES OF BOARD OF DIRECTORS

Section 1 – General Duties

The Board of Directors shall be responsible for the proper conduct of the administrative affairs of the Region, the proper functioning of the committees, and shall ensure compliance with these Bylaws. All decisions of the Board of Directors involving major policy considerations shall be arrived at in-person, by mail, telephonic or electronic canvass of the entire Board, 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 in concordance with these bylaws. At any meeting of the Board of Directors, representation of two thirds of those Board members shall constitute a quorum.

Section 2 – Duties of President

The President shall preside at all meetings of the Board of Directors and shall perform the duties usually pertaining to the President's office. The President shall call at **least four (quarterly) meetings** of the Board of Directors per calendar year. The President may call meetings of the Directors as the President may see fit and shall call such a meeting at the request of any 3 members of the Directors. The President shall cause to be published in the Region's official publication a semi-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 President is a voting member of the National Board of Directors and participates in all National Board of Directors meetings.

Section 3 – Duties of Vice President

The Vice President 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 President by the President. 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 4 – Duties of Secretary

The Secretary shall keep full and complete minutes of the proceedings and of all votes cast. The Secretary shall cause to be published in the Region's official publication notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Region. The Secretary shall have custody of or cause to be kept the Region's National Charter and all non-financial records at all times. The Secretary shall perform all duties appertaining to the Secretary's office required by law.

Section 5 – Duties of Treasurer

The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Region. The Treasurer shall 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. The Treasurer shall have direct control over, and supervision of, all Region assets and of all payments of Region debts and obligations. The Treasurer shall 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 publication a full and correct report semiannually on the financial status of the Region.

The Treasurer shall also 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 maintained 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 by such other person(s) as designated by the Directors, and who are overseen by the Treasurer. The Treasurer shall have custody or cause to be kept the financial records of the Region.

Section 6 – Duties of the Past President

The Past President shall have the responsibility to serve as a member of the Board of Directors to provide continuity. Duties shall be assigned by the Board of Directors as needed for the improvement and advancement of the Region’s objectives.

Section 7 – Vacancies / Interim appointments

In the event of the death, resignation, disability or disqualification of the Vice President, Secretary, or Treasurer, the Directors 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, or Treasurer, running unopposed, or elected but not yet seated, the Directors shall make an interim appointment to that office for not more than one year, during which time a special election will be held to fill the office for the remainder of the term.

Section 8 - Financial Accounts

The Directors will specify a minimum of one additional Director’s name other than the Treasurer as signature authority on the Region’s accounts.

ARTICLE 7: STANDING COMMITTEES AND SPECIAL COMMITTEES

Section 1 – Appointment of Standing Committee Chairs

Standing Committee Chairs are appointed by a majority vote of the Directors and may, in like manner, be dismissed by the majority vote of same, except that a unanimous vote of

the Directors shall be required for the appointment of the chair and members of the Nominating Committee and for their dismissal or replacement.

Any voting member of the Region (Active member, Associate and Family-Associate Member) may serve as a Chair of a Standing Committee. Committee Chairs may hold more than one Committee Chair position. Directors may hold any Committee Chair position except for Nominating Committee Chair with the approval of the Board of Directors.

Section 2 – Number

There shall be standing committees of the Region appointed by the Board. These standing committees shall conduct business of the Region as determined by the Board and the membership. Examples of standing committees (not totally inclusive) are listed below. Standing committees may be added or deleted as necessary, to be determined by the Board of Directors.

1. Nominating
2. Safety and Competition
3. Membership
4. Website
5. Official Publication
6. Social
7. Touring

Section 3 – Standing Committee Members

Standing Committee members must be a member in good standing of the Region (Active member, Family-Associate, Associate) and may vary in number as required to accomplish the work of each committee. Committee members may be appointed by Standing Committee Chairs. Committee members may be dismissed or replaced by majority consent of the Directors. Committee members may be members of more than one committee.

Section 4 – Duties and Responsibilities

Committee Chairs are accountable to the Board of Directors

Section 5 – Special Committees

The Board of Directors 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 - Term

Standing Committee Chair and Committee member terms are from January 1 to December 31 of each year. They will automatically renew each year up to a term limit of two years unless terminated by a majority vote of the Board of Directors. The two year term limit may be waived if candidates are not available and terms shall run from year to year after initial two year term has been served **with approval of the Board of Directors.**

ARTICLE 8: ELECTION OF BOARD OF DIRECTORS

Section 1 – Nominating Committee

The Board of Directors, by unanimous vote, shall appoint a Nominating Committee Chair and the other Committee members. The Nominating Chair must be a voting member of the Region. No member of the Nominating Committee may **be nominated to an elected office** in the same year in which he or she serves on the Nominating Committee. The Nominating Committee is responsible for nominating a slate of Directors to serve in the following term. Not later **than September 15** of each election year, the Nominating Committee shall recommend to the Directors at least one, preferably two or more candidates for each Directors position.

Section 2 – **Recommendations** by the Members

Active, Associate and family associate members in good standing **shall be solicited for and may recommend candidates for each office.** Such **recommendations** must be submitted for approval to the Nominating Committee not later than **September 1** of each year.

No member may be nominated or placed on the ballot without their consent.

Section 3 – Notice of Elections

In the official publication for the Region for October of any election year, the Secretary shall cause to be published a notice of election and the names of all nominees for office.

Section 4 – Ballots

During the first fifteen days of October of any election year, the Nominating Committee shall cause to be mailed (or, if electronic means shall have been approved in accordance with these Bylaws, then by mail, by electronic means or any combination thereof), to all current associate members a notice of election and a ballot.

Active, Associate and family-associate 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 Officer position.
- Space for voting for the MEMBER, ASSOCIATE or FAMILY/ASSOCIATE member's vote.
- Space provided for write-in votes.
- Space provided for the signature of each voting member, their individual membership number, and their email address (if appropriate).
- A statement noting the calendar date deadline for the return of ballots.

Ballots may be mailed or sent electronically and appropriate mailing and e-mail address must appear on the ballot.

Section 5 – Tellers

The Nominating Committee and one member in good standing who is not running for office in the election, shall begin counting and tallying ballots. If the associate Secretary is on the ballot, the Past President shall substitute, or another member in good standing with no direct interest in the outcome.

Ballots received after the published deadline shall not be counted unless there is a tie for any of the positions. If a tie remains after all the late ballots are tallied, the Nominating Committee Chair (or 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 Directors within 15 days of the results being announced. The Directors have 15 days to hear objections and determine a resolution. The decision will be final.

Section 6 – Notice of Election Results

The Secretary shall cause to be published within 30 days the results of the election in the Region's official publication and/or on the Region's website.

Section 7 – Duties of Newly Elected Officials

Upon tabulation of the votes, the Secretary shall immediately notify all those on the ballot of the election results. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted Elected 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. At the discretion of the President-Elect, the meeting described above may be by telephone or electronic means.

ARTICLE 9: FISCAL YEAR

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

ARTICLE 10: OBLIGATIONS AND INDEBTEDNESS

Section 1 – Authority to Incur Obligations or Indebtedness

Only persons authorized by the 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 in accordance with the provisions of these Bylaws shall be incurred as corporate obligations. No personal liability whatsoever shall attach to or be incurred by any member or officer of the Region by reason of any such corporate obligation or liability.

No elected officer 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 **\$100.00** without prior approval of a majority of the Directors, for standing operating expenses (such as that are within the region's approved budget).

Section 2 – Unauthorized Obligations

No elected Officer 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 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 elected Officer or 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 Member shall engage in any transaction that could create a conflict of interest with the Region. Board Members shall disclose to the Directors 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 Committee Chairs, Special Appointees and individual members of the Directors shall prepare and submit annual budgets to the Treasurer for collective review and approval by the Directors.

The Treasurer shall submit and the 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 publication a full and correct report semi-annually on the financial status of the Region.

The Treasurer shall submit the Region's financial records for an annual consideration at the close of the fiscal year, for inspection as directed by the Directors.

ARTICLE 11: - MEETINGS

Section 1 – Board of Directors Meetings

Meetings of the Directors may be called at any time, but at least quarterly by the President or majority of Board of Directors. Each Director 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 Directors is required to pass a voting issue, with a majority of Directors in attendance. Board of Directors Meetings may be scheduled on the same date and location as a General Region Meeting

Meeting attendance may be electronic or in person.

Section 2 – Region General Membership Meetings

Meetings of the members shall be at such time and place as designated by the Board of Directors. Notice of any Region Member Meetings shall be given by publishing in the official publication, on the Region's website or via other electronic notice that reaches the

entire membership. **General membership meetings shall be at least quarterly (4 per year) and may coincide with and be included in the Board of Directors meetings.**

Special meetings of the members may be called by the President, by a majority of the Directors, or by a petition signed by 10 associate or family associate members who are in good standing. Due notice shall be given stating the date, time, place, and purpose of any such meeting at least ten (10) days before such meeting.

A quorum at any special meeting of the members shall consist of five (5) percent of the voting members in good standing, or ten (10) attending voting members in good standing, whichever is larger.

Voting – At all meetings of the members, each associate or family-associate- 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 the Vice President, 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 12 – OFFICIAL PUBLICATION

The Region shall publish an official publication to announce upcoming events, official notifications, stories about activities, etc.

ARTICLE 13 – AMENDMENT OF BYLAWS

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) associate or family-associate 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 on the Region’s website within sixty (60) days thereafter, together with an explanation of the proposed amendment(s) and the voting process.

Section 4 – Ballots

Voting upon amendment(s) to the Bylaws shall be by ballot. Ballots will include space for providing the signature of each associate and family-associate voting member, their membership number, and their email address (if appropriate). Ballots cast in accordance with procedures adopted under this Article 13 shall be valid, and all other ballots shall be invalid.

Amendment(s) to these Bylaws shall be approved by a majority of the votes cast by the voting membership. A minimum of 10 percent of the eligible voting members must cast ballots to amend these bylaws. Members, if they so choose, may vote by mail or electronically, subject to submission deadlines and directions communicated in the official publication of the Region or on the Region’s website at the time of publication of the proposed amendment(s).

Section 5 – Tellers

The Secretary and two voting 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.

APPENDIX A – CWI LOGO / BADGE

