

ARTICLE I: NAME

The name of Organization is Coastal Empire Region, Porsche Club of America, Inc. (CERPCA), herein referred to as the "Club".

ARTICLE II: OBJECTIVES

Section A. Purpose and Objectives. The members of this Club are joined together and are mutually pledged to the furtherance and promotion of the following:

- a. The highest standards of courtesy and safety on roads.
- b. The enjoyment and sharing of goodwill and fellowship engendered by owning a Porsche and engaging in such social and 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 service sources to the end that the marquee shall prosper and continue to enjoy it's unique leadership and position in sports car history.
- e. The interchange of ideas and suggestions with other Porsche clubs throughout the world and in such cooperation as may be mutually desirable.
- f. The establishment and maintenance of such mutually cooperative relationships as may be desirable with other sports car clubs.

Section B. Policy

- a. The Club shall be politically non-partisan.
- b. The 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 Certificate of Incorporation and these bylaws.
- c. Only the elected officers or persons authorized by the Club President to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations incurred by this Club are incurred solely as corporate obligations. No personal liability whatsoever shall be

attached to or incurred by any member or officer of the Club by reason of any corporation obligation or liability.

ARTICLE III: MEMBERSHIP

Section A. Active Membership

Any person 18 years of age or older who owns, co-owns or leases a Porsche may become a member of the Club, provided he/she is also a member in good standing of the Porsche Club of America, Inc. (PCA) and his/her membership is transferred to the Club. Membership may include (if requested by the Active Member) a Family-Active 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, daughter, mother or father, whether or not otherwise qualified for Active Membership by ownership of a Porsche.

Section B. Honorary Membership

Any person who, on the affirmative vote of the National PCA Executive Council, 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 Executive Council be renewed.

Section C. Lifetime Membership

Any person who, on the affirmative vote of the National PCA Board of Directors, is deemed to have performed such extraordinary service to the PCA as to warrant this signal honor. A life member shall be considered as an active member and may name a family member under Section A above.

Section D. Affiliate Membership

Any person 18 years of age or older, named by the Active Member at time of joining or renewal of membership, in lieu of a Family-Active Member.

Section E. Associate Membership

An Active Member who ceases to own, co-own or lease a Porsche while in good standing, or any person employed by a Porsche-oriented business, interested in the Club and its objectives and having paid Club dues and fees as required.

Section F. Termination of Membership

A member may be expelled by two-thirds vote of the Board of Directors for conduct detrimental to the Club, conduct inconsistent with the objectives or policies of the Club, or prejudicial to the good order and repute of the

Club. An expelled member shall have the right to appeal to the membership of the Club at any regular meeting. The decision by a majority of the members assembled at this meeting shall be final.

Section G. Dues

Annual Dues. Each Active Member of the Club shall pay such annual dues as specified by PCA and regional dues as specified by the Club if any. Any change in the dues amount must be recommended by the Board of Directors and approved by a majority of the membership assembled as a regular meeting. Notice of proposed dues changes must be published on the Club website, distributed by email/mail prior to the regular meeting at which the membership will vote on the change in dues. Dues are payable upon application for membership and within 30 days of the renewal period or issue of a dues notice.

ARTICLE IV: OFFICERS

Section A. Officers

Created; appointment of officers; terms (a) The Board shall consist of four (4) members who shall be voted in by Membership as President, Vice-president, Secretary and Treasurer.

(b) The Board Members shall serve two-year staggered terms, with the President and Secretary positions being voted in on December of even-numbered years and the Vice-President and Treasurers positions being voted in on December of odd-numbered years. (c) The initial Board(2014 only), President and Secretary positions are for two-year terms, while the Vice-President and Treasurers positions shall be a one-year term. Thereafter, all terms shall be two-year terms. All four Board positions will initially be voted in on December of the current year(2014). (d) Unless otherwise approved by Membership, members of the Board shall serve a maximum of four (4) consecutive terms of their current position. After a member serves his or her four (4) maximum consecutive terms in their current position, such ex-member cannot immediately be nominated for that position; however, such ex-member can be nominated immediately for other positions to the board. If a vacancy occurs during mid-term, the remaining Board members can appoint a Member in good standing to fill the vacancy for the unexpired term. A member serving to fill an unexpired term shall be eligible to be voted in to serve three (3) full two-year terms. The results of the annual election shall be announced at the annual meeting of the Club. Such annual meeting will be held each year at a time and place to be determined by the Board. Publication in the Club website, distribution by email/mail of the time and place of the annual meeting at least 30 days prior to such meeting shall be deemed sufficient notice to the membership.

Duties of the officers:

President

1. Coordinate and preside at all meetings and letters, plans, reports, and other communications as directed by the Club.
2. Perform the duties pertaining to the President's office.
3. Prepare an agenda for each meeting.

Vice President

1. Assume the duties of the President during his/her absence.
2. Perform such other duties as may be assigned by the President or Club

Secretary

1. Keep the minutes of all meetings including attendance.
2. Perform all duties incident to the Secretary's office required by law.
3. Conduct administrative requirements of the Club as directed by the President.

Treasurer

1. Maintain financial records and receive/disburse money as required.
2. Comply with Porsche Club of America, federal and state financial requirements.
3. Report financial status to the Board of Directors monthly or as required.
4. Provide financial reports as requested by the membership.
5. The fiscal year of the Club shall begin on the first day of January each year and shall terminate on the following 31st day of December of the same year.
6. Properly maintain financial books of the Club to reflect financial receipts, disbursements, balances, and assets of the Club. The books of record may be electronic/digital files.
7. The books of the club shall be audited annually by a committee appointed by the President with the advice and consent of the Board of Directors or by a CPA if the Board of Directors so directs.

Section C. Nomination

The nominating committee shall consist of two members of the Board and one or more other members appointed by the Board each year. The nominating committee nominates a slate of officers and Board members to serve the following year.

The nominating committee shall be appointed no later than September 1st of each year.

The nominating committee report shall be presented at the November

monthly meeting of the membership.

Additional nominations may be made by the membership from the floor in accordance with parliamentary procedures as specified by Roberts Rules of Order.

An election ballot shall be e-mailed/mailed and/or included on the Club website for each member not later than 14 days prior to the annual meeting of the membership.

Ballots shall be returned by e mail/mail, or by electronic ballot on the Club website to an election chairman appointed by the Board. Additional candidates may be written on the ballot attached to the e-mail/mailed or Club website. Ballots filled out must indicate the member returning the ballot by including their name and signature if received by mail. Ballots returned by e-mail as an attachment must come from the e-mail address on file with the Club. Only one ballot per member will be allowed. The election chairman shall function as a ballot committee to certify the validity of the ballots and report the election results to the membership at the annual meeting. Ballots must be in the hands of the election chairman at least two days prior to the annual meeting.

Section D. Vacancy

In the event that the President is unable to complete his term in office, the Vice President will succeed the President. Any office other than that of President that becomes vacant between elections will be filled by Presidential appointment with the advice and consent of the Board.

Section E. Recall of Officers

Any Board member may be removed from office for just cause after notification of the members of the Board. This is accomplished by a two-thirds vote of the members of the Club present at a meeting called for that purpose. A written or email/mail notice shall be sent to the club members at least two weeks prior to a meeting. Any Board member whose recall is sought shall be given notice prior to any meeting called for that purpose. The vote to recall an officer will be accomplished by secret ballot, received by the President or Vice President if they are not the individual being voted on for recall. Vacancies will be filled as described in Article III, Section D.

Section F. Responsibilities Upon Leaving Office

All Board members, upon retiring or leaving office, shall deliver all records, historical information, and other property belonging to the Club to his/her successor.

ARTICLE V: MEETINGS AND RULES

Section A. Regular Meetings

Members of the Club shall determine when regular meetings will be held. Agenda items will be forwarded to the President who will convene the Club meeting. Regular meetings will typically be held once a month.

Section B. Special Meetings

The Club may convene special meetings as required. Special meetings may be called by the President or by a majority vote of the Active Members attending a regular meeting.

Section C. Order of Meetings

All regular and special meetings of Club shall be conducted using parliamentary procedures as specified in the current edition of Robert's Rules of Order. Procedures not covered by the bylaws shall be governed by Robert's Rules of Order. Each Club member has the right to vote and all votes are considered equal. A majority vote of those present will be required to pass a motion.

Section D. Minutes

Minutes shall be kept of all Club meetings. The minutes shall include, but not be limited to:

- Date, time, and place of meeting
- Members present
- Substance of all matters proposed, discussed, or decided to include old and new business
- Record of any decisions made

ARTICLE VI: BOARD OF DIRECTORS

Section A. Board of Directors

The President, with consent of the Board Directors of the Club (herein referred to as the "Board"), may appoint the following members to the Board: Social Chair, DE Chair, Activities Chair, Membership Chair, Webmaster, and others as required. The elected officers, appointed Board members, last Past President continuing to be an active member of the Club, shall constitute the Board. It shall be the responsibility of the Board to determine all matters of Club policy. Board members shall have the same voting authority. Appointed Board members shall serve for the duration of the President who appointed them unless removed from office or the individual resigns. Appointed Board members may also be reappointed by newly elected Presidents.

Section B. Board of Director Meetings

The Board (see Section A directly above for Board membership) shall normally meet monthly or as directed by the President, but not less than six times per calendar year. A quorum shall consist of 50% of the Board. Voting shall be by consensus. If consensus cannot be reached, the Board shall utilize an alternative decision making process of two-thirds vote of the members of the Board present. This decision-making process shall be used as a last resort after all attempts to reach consensus have been exhausted.

ARTICLE VII: COMMITTEES

Committees may be formed by the President as required and necessary for the performance of the Club's business. Committee chairpersons shall be appointed by the President with advice and consent of the Board.

ARTICLE VIII: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order shall govern the Club in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Club may adopt.

ARTICLE IX: AMENDMENTS

The bylaws may be amended by a two-thirds majority vote of members assembled during a regular meeting after dissemination of proper notice. Notice of proposed amendments or revision must be presented in writing (paper, email, or posting on Club website) to the membership at least twenty days prior to a regular meeting during which a vote of the amendment(s) or revision will take place.

SIGNED BY:

CERPCA PRESIDENT

DATE

CERPCA VICE PRESIDENT
DATE

CERPCA SECRETARY
DATE

CERPCA TREASURER
DATE