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CENTRAL NEW YORK REGION, INC.
PORSCHE CLUB OF AMERICA, INC.
By-Laws

Article I
Name and Principal Office

Section 1- Name

The name of the Club shall be the Central New York Region, Inc., Porsche Club of America, Inc. (hereinafter referred to as the "Club"). It shall operate as a Regional Club of the Porsche Club of America, Inc. (hereinafter referred to as "PCA"), under the charter granted August 24, 1957.

Section 2 – Principal Office

The principal office of the Club shall be located at the residence of its duly elected President or at the residence of the successor, in the event of the President's death, resignation, disability or disqualification.

Article II General
Objectives

Section 1 – 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:

- a. The highest standards of courtesy and safety on the roads.
- b. 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.
- 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 automotive annals.
- e. The interchange of ideas and suggestions with other Porsche Clubs 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. To engage in charitable activities as approved by the Board of Directors.
- h. To educate Members on PCA Club and Zone activities on both a Regional and National level.

Article III
Powers

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 By-Laws.

Article IV Membership

Section 1 – Members

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 the By-Laws of PCA.

Section 2 – Classes of Membership

The Club shall recognize any and all classes of membership defined by PCA By-Laws.

Section 3 - Membership Applications

All applications for membership shall be submitted to PCA, which the Region shall either accept or reject, under the sole discretion of the Board of Directors or, if delegated, the Membership Chair.

Section 4 – Dues

Annual dues shall be collected by PCA. The Club may also collect dues, above and beyond the dues collected by PCA, if deemed necessary by the Club's Board of Directors.

Section 5 – Membership Year

The membership year shall terminate on the first day of the month following the month in which the Member joined or last renewed. Notification of renewal of membership shall be provided by PCA. Members who do not renew shall be dropped from membership and notification from PCA to the Club and the Member shall be made.

Section 6 – Privileges

Members in good standing shall be entitled to all of the privileges of the Club. Members of any category, as defined by PCA, have the right to vote, hold elected office and petition for changes to the bylaws.

Section 7 – Suspension

A two-thirds vote of the Board of Directors of the Club, in accordance with its By-Laws for infractions or for action not favorable to the general objectives or best interests of the Club, may suspend any Member. 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 or a committee appointed by it for the purpose, concerning the alleged misconduct. The suspended Member must request such hearing within 60 days of notice of suspension. The Board of Directors 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, and Affiliate Members.

Section 8 – Resignations

Any Member may resign by notifying in writing the Secretary of the Club or to any Official of the Club. A resignation shall become effective upon receipt and all Club privileges shall terminate as of that date.

Article V Officials

Section 1 – Officials

The elected officials of the Club shall be a President, Vice President, Secretary, Treasurer and Member at Large. Their terms of office shall be two years, beginning on January 1 and shall end on December 31. No one person shall hold more than one elective office at one time and no Official may be elected to the same office more than two consecutive terms. A former elected Official can hold the same or any other office once they have not held that office for two years. In the event that the Nominating Committee is unable to assemble and recommend a slate for election, then such term limits may be extended on a yearly basis, by a vote of the Board of Directors.

Section 2 – Removal of Officials

The Board of Directors may, by a majority vote, suspend any Official for cause, who shall then immediately cease to exercise the powers of their office. A majority vote by the Nominating Committee shall be held to determine if the Official shall be permanently removed.

Article VI Board of Directors

Section 1 – Board of Directors

The Board of Directors shall consist of the Officials of the Club, the immediate Past President and an elected Member at Large. The Board shall be responsible for the proper conduct of the administrative and financial affairs of the club, the proper functioning of committees, shall insure compliance with these By-Laws and bear the fiduciary responsibility for the Club. In light of this last item, all Board Members and Officials will be covered by Officials and Directors Liability Insurance, the cost for which will be borne by the Club. All decisions of the Board shall be by simple majority vote unless otherwise directed by these By-Laws, in which two-thirds (2/3) of the members of the Board represent a quorum. The voting members of the Board shall be the current Officials and the Member at Large. All Past Presidents and any other invited Committee Chairmen may attend but shall be ex-officio (non-voting). The Board shall also have the power to appoint temporary Officials to elected positions that become empty due to an Official being unable to complete their term. Such appointment shall terminate at the end of the current term.

Article VII Duties of Elected Officials

Section 1 – Duties of the President

The duties of the President of the Club shall be to:

- a. Preside at all meetings of the Board or of the Members, and to prepare the agenda for such meetings.
- b. Act as ex-officio member of all standing committees and temporary committees except the Nominating Committee or as otherwise excepted herein.
- c. Appoint or replace committees as necessary for the proper function of the Club.
- d. Change or replace committees and their members as deemed necessary for the proper function of the Club.

- e. Appoint advisors and committees, other than the standing committees, and to change or replace such advisors or committees and their members as necessary or desirable for the proper function of the Club.
- f. Execute all documents and correspondence in the name of the Club as authorized by the Board of Directors of the Club.
- g. Sign drafts on the accounts of the Club and any documents which obligate the Club, as directed or authorized by the Board; provided that the President shall have the authority to authorize and direct disbursement and expenditures not in excess of \$100 for each appropriate purpose without the prior approval of the Board, unless such disbursement, expenditure or purpose shall previously have been forbidden by the Board of Directors. Disbursements in excess of \$100 shall require approval of a majority of the Board except for costs associated with the printing, mailing, postage and other expenses related to the Club's official newsletter, stationary, and postage for ordinary administrative use.
- h. Report periodically at meetings of the Members, of the Board and in the Club's official newsletter, the status of the Club as appropriate.
- i. Supervise and coordinate the performance of the duties by the other Officials of the Club, by the Chairs of the standing committees and by the members of such committees, personnel or advisors as may be appointed from time to time.
- j. Represent the Club in its activities and dealings with the public and to act as the chief spokesperson for the Club.
- k. The Board of Directors may override any decision of the President by a two-thirds (2/3) majority vote of the entire Board.
- l. The President, with the assistance of the Treasurer and Committee Chairs, shall be responsible for creating the Budget for the Club's fiscal year at least one month prior to the beginning of the fiscal year. He/she shall present this budget to the Board of Directors for acceptance.

Section 2 – Duties of the Vice President

The duties of the Vice President of the Club shall be to:

- a. Perform the duties of the President if he/she is unable to do so.
- b. Act as Activities Director overseeing and interacting with the Chairs of the standing committees.
- c. Assist the President in the conduct of the administrative affairs of the Club.
- d. Perform such other duties as may be assigned to the Vice President by the President or by the Board.
- e. Sign drafts on the account of the Club and any documents, which obligate the Club as, requested by the President of the Club.
- f. Learn the duties of the President in the event that he/she needs to serve in that capacity and with the likelihood that they will eventually become the nominee for that office.

Section 3 – Duties of the Secretary

The duties of the Secretary of the Club shall be to:

- a. Record, preserve and distribute to the Board the minutes of all meetings of the membership and meetings of the Board, and all votes cast there at.
- b. Read such minutes upon request.
- c. Assist the Chairman of the Nominating Committee with the election process.
- d. Maintain custody of the records of the Club.
- e. Cause to be published in the Club's official publication notices of proposed and adopted amendments of the Certificate of Incorporation and these By-Laws, of meetings of the Members, of nominations submitted by the Nominating Committee and of such other matters as may relate to the proper conduct of the affairs of the Club.
- f. Maintain a list of Club Members with their current mailing and email addresses. Such list shall be obtained from the Membership Chair on a periodic basis. Updates shall be accomplished by mailings to the Membership and/or at periodic club events.

Section 4 – Duties of the Treasurer

The duties of the Treasurer of the Club shall be to:

- a. Record and preserve the records and books of accounts reflecting the financial condition and operation of the Club.
- b. Have custody of all monies, debts, obligations and assets belonging to the Club.
- c. Receive all monies of the Club and deposit them to the Club account in a bank insured by the Federal Deposit Insurance Corporation.
- d. Sign drafts on the accounts of the Club and any documents, which obligate the Club as requested by the President or the Board of Directors.
- e. Give a full and correct written report on the financial status of the Club at every Annual Meeting of the membership or at meetings of the Board. The Board of Directors shall approve the form of written report. Upon the reasonable request of any Director, the Treasurer shall make the financial books and records of the Club available for inspection.
- f. Prepare and file, or ensure the preparation and filing, of the Region's tax returns.
- g. Insure that the financial affairs of the Club are in accordance with PCA requirements and all pertinent requirements of the law.
- h. Sign drafts on the accounts of the Club and any documents, which obligate the Club as requested by the President.
- i. Maintain a list of the Club's capital assets. A detailed list of assets shall be provided to the Secretary by each of the members of the Board and each Committee Chair.

Section 5 – Duties of the Member at Large

- a. The Member at Large shall have as their primary responsibility to actively determine the desires and preferences of the membership and be the advocate of those to the Board of Directors.
- b. The Member at Large will also communicate to the membership the decisions of the Board of Directors and the reasoning behind those decisions.
- c. The Member at Large will attend and be a voting member of the Board of Directors.
- d. The Member at Large will be a full active member of the Nominating Committee and be present with the Secretary for the official counting of the ballots for any and all elections.

Article VIII Committees

Section 1 - Committees

There shall be eight standing committees of the Club, as follows:

- a. Activities
- b. Charity
- c. Membership
- d. Web Master
- e. Newsletter
- f. Autocross
- g. Advertising
- h. Safety (includes Tech and Track events)

Article IX Election of Officials

Section 1 - Nominating Committee

The Nominating Committee shall consist of the most recent available Past Presidents in reverse order of their presidency whose membership is in good standing with the Club. The Chairperson of the committee shall be the Immediate Past President or if not available, the most current Past President. The committee shall consist of 5 persons, the Chairperson, the Member at Large from the Board of Directors, and the three most recent available Past Presidents. The Nominating Committee shall convene during the fourth month prior to the annual meeting of any election year and by the first day of the second month prior to the annual meeting of such year, the Nominating Committee Chairperson shall submit to the Secretary of the Club the slate of candidates nominated to stand for election as officials of the Club. The Nominating Committee shall nominate at least one Member as a candidate for each of the elective offices of the Club. The Nominating Committee may not nominate another member of the Nominating Committee without such Member recusing themselves from the Committee for the review process of that Member for nomination. Any person nominated by the Nominating Committee must be a Member in good standing of the Club and must indicate in writing, that he/she is willing to serve in the position for which they are nominated.

Section 2 – Nominations by the Members

Members of any category in good standing may recommend up to two candidates, including themselves or other Members of any category, as candidates for any office, to the Nominating Committee. Such recommendations must be submitted to the Chairman of the Nominating Committee in writing and must include the Member's signature and printed name, and must be received by the Chairman by the first day of the month four months prior to the annual meeting. Such recommendation shall include the name of the potential candidate, their complete contact information and a signed statement that they are willing to serve.

Section 3 – Notice of Elections

The Chairman of the Nominating Committee shall notify the Secretary or their designee of the recommended slate of candidates, who in turn shall publish a notice of election containing the names of all nominees for office by any communication means deemed appropriate and on the Club's website in any election year. The notice of election shall set a return date for the mailed or electronic ballot, which shall be not less than 14 days and no more than 30 days before the date of the Annual Meeting.

Section 4 - Ballots

Balloting can be sent to the club in either paper or electronic form and returned to the Secretary, either by removing the Ballot insert from the Club's newsletter, reprinting it from the website or returning it via e-mail or other available electronic means. Votes shall be cast indicating the Member's choice of candidates and the offices for which they stand, and must be signed by the Member with their member number. The ballot shall provide a space for the vote of the Member including the Member's PCA Member Number. All ballots shall be sent to the Secretary and must be received no later than the date set forth in the notice of election. The Secretary and the Member at Large will jointly tally the votes.

Section 5 - Elections

The November Annual Meeting is designated as the meeting at which the announcement of the results of election of Officials of the Club will take place. The time and place of the Annual Meeting shall be set by the Board of Directors and notice shall be given to all Members by means of publication in the Club's newsletter, by posting on the Club's website and/or by email. The Nominating Committee Chairperson, or their designee, shall preside over the election and voting process and the Secretary will announce the results at the Annual Meeting.

Section 6 – Powers of Newly Elected Officials

Upon tabulation of the votes, the Secretary shall immediately notify the persons elected of their election. The newly elected President shall, as soon as feasible, appoint committee chairs and notify those Directors who will not be returning to the Board.

Article X Meetings

Section 1 – The Annual Meeting

The Annual Meeting of the Club shall be held each year in November at such time and place as the Board of Directors or its appointee, may determine at the Club's Annual Planning meeting held in January. Notice of the time and location of the Annual Meeting shall be published in the Club newsletter and on the Club's webpage once confirmation of the date and time has been made.

Section 2 – Regular Meetings

Meetings of the Members shall be held on a regular basis and shall coincide with Club events whenever possible. This schedule may be modified by the Members at any meeting or by the Board of Directors. The fulfillment of the objectives of the Club may require more frequent meetings.

Section 3 – Special Meetings

Special Meetings of the Members may be called by the President.

Section 4 – Quorum

At any special meeting or regular meeting of the Members, a quorum shall consist of 10% of the Membership or 30 Members, whichever is less. Any motion or other action proposed at such meeting must be passed or approved by a majority of the votes cast. A minimum of three Board Members must be in attendance to allow a vote on Club matters.

Article XI Fiscal Year

Section 1 – Fiscal Year

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

Article XII Obligations of Indebtedness

Section 1 – Authority to Incur Obligations or Indebtedness

Only the elected Officials of the Club or persons authorized by the Board of Directors 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 Official of the Club by reason of any such corporate obligation or liability.

No elected Official or other person authorized to act on 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 the Board of Directors, except for the following purposes:

- a. Printing, mailing, postage and stenographic expenses of the Region's official newsletter, whose publisher has been approved by the Board of Directors.
- b. Stationary and postage for ordinary administrative use; and
- c. Committee Chairpersons making ordinary and necessary expenses consistent with a budget for such Committee as approved by the Board of Directors.

Section 2 – Unauthorized Obligations

No elected Official or any other 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 Board of Directors approve the incurring of any such obligation or indebtedness.

Section 3 – Personal Liability for Unauthorized Obligations

No unauthorized obligation or indebtedness in the name of the Club shall be incurred by any elected Official or any Member without said Official or Member being 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.

Article XIII Surplus Funds

Section 1 – Surplus Funds

Upon the recommendation of the Board of Directors, a working balance of no more than a desirable and reasonable amount shall accumulate in the Club treasury. Surplus funds, if any, shall be allocated based on budget submissions from Committee Chairpersons.

Article XIV 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, which shall be conducted by mail or via electronic voting.

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 and dated by each Member.

Section 3 – Notice of Proposed Amendments and Referendum

The Secretary shall distribute to the Members any proposed amendment submitted within 45 days of the date of receipt of a proposed amendment, together with an explanation of the amendments and the need therefore by its sponsors. The Secretary shall distribute to the Members with the notice of the proposed amendment a Notice of Referendum with a referendum date not less than 30 days or more than 45 days from the date of the notice.

Section 4 – Ballots

Votes for or against a proposed amendment to these By-Laws shall be cast on a standard size postcard or electronic ballot, if available, and must be signed by the Member(s). A postcard, paper or electronic, which may be used for balloting will be included with the Notice of Referendum. All ballots shall be returned to the Secretary and received no later than the referendum date set forth in the Notice of Referendum. Unsigned ballots or ballots received subsequent to the referendum date shall be invalid.

Amendment ballots shall contain a “for” or “against” selection and a majority of the votes cast shall determine the outcome of the proposed amendment.

Section 5 – Tellers

The Secretary and any two Members, who are not Official's or Sponsors of the proposed Amendment or Referendum, as designated by the President shall serve as tellers and shall tabulate the votes cast in the referendum within 10 days of the referendum date.

Section 6 – Notice of Referendum Results

The Secretary shall include the results of the referendum on a proposed amendment in the first notice of a meeting following the tabulation of the votes or ballots and cause to be published in the Club newsletter and on the Club website.

Article XV Parliamentary Procedure

Section 1 - Parliamentary Procedure

Robert's Rules of Order shall govern the parliamentary procedure at all meetings of the Club. A Parliamentarian may be appointed by the Board of Directors to ensure compliance with this article.