

BYLAWS OF THE  
PORSCHE CLUB OF AMERICA - SANTA BARBARA REGION

ARTICLE I

NAME AND PRINCIPAL OFFICE

Section 1: Name

The name of this Region shall be: Porsche Club of America, Santa Barbara Region.

Section 2: Principal Office

The Principal Office of this Region shall be located at the residence of its duly elected President, or at the residence of the President's successor, or any such other place as may be designated by the Board of Directors.

Section 3: Boundaries

The boundaries of the Santa Barbara Region of the Porsche Club of America shall be those of the Santa Barbara and Ventura Counties, State of California.

ARTICLE II

COMPLIANCE WITH BYLAWS OF PORSCHE.CLUB OF AMERICA

The bylaws as amended from time to time of Porsche Club of America, Inc., the parent organization of this Region, are hereby incorporated herein by reference and shall insofar as applicable govern this Region excepting in such matters as are otherwise specifically provided herein.

ARTICLE III

GENERAL OBJECTIVES

Section 1: 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 road
- B. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in social and other events as may be agreeable to the membership.

C The maintenance of the highest standards of operating 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 the unique Leadership and position in sports car annals.

E. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable

## ARTICLE IV

### POWERS AND BADGE

#### Section 1: Powers

This Region shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Club Region as set forth in the Articles of Incorporation, issued under the Statutes of the State of California and in these Bylaws. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

#### Section 2: Badge

The Badge of this Region shall be the Badge adopted by the Porsche Club of America, Inc.

#### Section 3: Region Emblem

The official emblem and jacket patch of this Region shall be the patch adopted by this region from time to time and shall depict the historic Santa Barbara Mission.

## ARTICLE V

### MEMBERSHIP, DUES AND FEES

#### Section 1: Members -

Membership in this Region shall be restricted to owners 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.

## Section 2: Classes of Membership

A. ACTIVE — Any owner, lessee or co-owner of a Porsche acceptable to a Region, who is 18 years of age or older, having paid Club Dues and fees as required, and 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 or older, restricted to wife, husband, brother, sister, son, daughter, mother or father, or domestic partner, whether otherwise qualified for active membership by ownership of a Porsche or not.

B. ASSOCIATE — Any active 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 Club dues and fees as required. A person of the associated member's family who has been a family-active member as in (A) above may continue as a Family-Associate member similarly.

C. HONORARY — Any person who, on the affirmative vote of the Region Board of Directors, 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 Region Board of Directors be renewed.

D. 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-active member.

## Section 3: Membership in National Club

No active, family, associate, or honorary member may hold membership in this Region without at the same time being a member in good standing of the Porsche Club of America, Inc.

## Section 4: Membership Applications

Applications for membership shall be made in the manner and upon such forms as may be prescribed by Porsche Club of America, Inc.

## Section 5: Dues

- A. The dues of this Region shall be that portion returned by the National Club.
- B. Additional annual dues for active, family and associate members may be determined from time to time by the Board of Directors, or by members at any Annual Meeting. Annual Region dues, if determined to be a Region policy, shall be due and payable on January 1. Region may adjust region dues for new members joining during the Region membership year.

#### Section 6: Membership Year

The membership year for the Santa Barbara Region of the Porsche Club of America, Inc. shall be as prescribed by the Porsche Club of America, Inc. The membership year for purposes of collecting Region dues, if determined to be a region policy, shall start January 1 and end on December 31.

#### Section 7: Privileges of Members

Members in good standing shall be entitled to all of the privileges of the Region, except that Associates and Honorary members shall not be entitled to vote nor shall they be eligible for holding office.

#### Section 8: Removal from Membership

Members whose National dues are not renewed by the established deadline shall be automatically removed from the active membership status in the Porsche Club of America, Inc. In turn, those members shall automatically be removed from membership in this Region. Region membership will also lapse for non-payment of Regional dues if Region dues are required.

#### Section 9: Suspension from Membership

A member may be subjected to suspension of membership for violations of National or Regional Rules and Regulations or for other action inimical to the general objectives or best interest of this Region. A proposed suspension of a member can only be made by a voting member of the Board. When a suspension is proposed and before any action is taken thereon, the member whose suspension is being sought shall be notified in writing by the Board of Directors of the proposed suspension, and he/she shall have the right to present evidence to the Board pertaining to such charges as may have been made against the member at a hearing to be scheduled by the Board to be held no sooner than 30 days or later than 60 days from the date of the notice unless otherwise agreed to in writing by the Board and the member. The Board at the hearing shall be represented by a majority of the voting members of the Board. Subsequent to the hearing, the Board of Directors, by a majority vote of the voting members, may revoke or deny the proposal for suspension or impose a suspension, in which case it shall determine and state the length of the suspension and its effective dates in a written format to the suspended member. If a member is suspended, notification of the suspension shall immediately be given to the National Club.

#### Section 10: Resignations

Any member may resign from Santa Barbara Region by addressing a letter of resignation to the Secretary of this Region. The member's resignation shall become effective upon receipt by the Secretary of such notice and all Region privileges and rights of such member shall terminate as of that date.

#### Section 11: Authority to Incur Obligations or indebtedness

Only the elected Officers or persons authorized by the Board of Directors to act on behalf of the Region shall incur any obligations or indebtedness in the name of the Region. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws

shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or Officer of the Region by reason of any such corporate obligation or liability. **Subject to the provisions in article viii section 4**, no elected Officer or other person authorized to act in behalf of the Region shall incur any obligation or indebtedness in the name of the Region in excess of the sum of \$250.00, without prior approval of a majority of the Board of Directors.

## ARTICLE VI

### BOARD OF DIRECTORS

#### Section 1: Powers

It shall be the responsibility of the Board of Directors to govern this Region and to determine all matters of Region Policy not otherwise determined by Annual, Regular or Special Meetings. The Board of Directors shall insure the proper conduct of the administrative affairs of the Region and the fulfillment of duties by officers, and compliance with these Bylaws and the Bylaws of the Porsche Club of America, Inc.

#### Section 2: Number of Directors

The Board of Directors shall consist of the five elected officers and the Chairpersons of the Membership Committee, the Editor, the Goodie Store Manager, and the last active President. Each of the aforementioned shall be counted for quorum purposes and shall be entitled to cast votes at any and all Board Meetings. Chairpersons of all other Standing Committees shall serve on the Board of Directors but shall not be entitled to cast a vote at Board Meetings and shall not be counted for purposes of establishing a quorum at any Board Meeting. Once a quorum is established, it cannot be defeated by the subsequent departure of any Board members from the meeting. **Standing committees may be created, maintained or abolished at the discretion of the board of directors. In the event of the termination of a standing committee, the chairmanship of that committee shall automatically be concurrently terminated.**

The minimum number of directors of the Board of Directors shall be five. The number of **voting members** on the board of directors may be **changed from time to time to no fewer than five and not more than nine by a two-thirds vote of the voting members of the board of directors**. At any meeting of the Board of Directors, a majority of the Board (as provided for and stated in the immediately preceding paragraph) shall constitute a quorum.

The Standing Committee Chairpersons shall be appointed by the Board of Directors and decisions of the Board will be by a majority of the Board members. In the event the Board appoints Co-Chairpersons to any position entitled to cast a vote at any Board Meeting, such Co-Chairpersons shall cast a single vote at all Board Meetings.

Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of a director's term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

## ARTICLE VII

### OFFICERS

The elected officers of this Region shall be President, Vice President, Secretary, Treasurer and Activities Chairperson. The appointed officers **who serve at the pleasure of the board of directors** shall be the Newsletter Editor, the Advertising Chairperson, the Insurance Chairperson, the Goodie Store Chairperson and the Membership Chairperson and such other officers as from time to time the Board may appoint. No **elected officer** may hold more than one **elected** office at one time and no elected officer shall be eligible to hold the same office for more than **three** consecutive years. **Elected officers** shall serve for a term of **one year** unless removed **pursuant to a two-thirds vote** of the Board of Directors, and such term shall run concurrently with the calendar year of this Region. The last active President shall also serve as an officer on the Board of Directors with an equal vote. **No member of the board shall cast more than one vote.**

## ARTICLE VIII

### DUTIES OF OFFICERS

#### Section 1: Duties of The President

The President shall preside at all meetings of the members<sup>1</sup> and the Board of Directors and shall perform the duties usually associated with the office of the President. The President may call Special Meetings of the membership upon fifteen days notice in writing to each member. The President shall be the chief executive officer of the Region. In the absence of the President, or in the event of the President's death, resignation, disability or disqualification, the office of the President shall be assumed, and duties of the President shall be performed, by the Vice President. **The club president will have signing authority on all checking and savings accounts used by the club to transact business as a backup to the club treasurer. The president also has a club debit card to use for club business. The president is also responsible to supply the treasurer with receipts for expenditures utilizing club accounts and debit card.**

#### Section 2: Duties of The Vice President

The Vice President shall assist the President in conducting the administrative affairs of the Region, perform **the internal control functions of the Region's bank accounts and such** other duties as may be assigned by the President or Board of Directors.

### Section 3: Duties of the Secretary

The Secretary shall attend all meetings of the members and Board of Directors, and shall report full and complete minutes of the proceedings and votes in the books for that purpose. The Secretary shall maintain a master copy of the Bylaws in their current amended form. The Secretary shall also perform all other duties incident to the Secretary's office required by these Bylaws.

### Section 4: Duties of The Treasurer

The Treasurer shall have custody of all money belonging to the Region. The Treasurer shall receive all monies of the Region and deposit them to the Region's account in a bank designated by the Board of Directors and shall have direct control over, and supervision of, all Region payments of Region debts and obligations. The Treasurer shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Region. The Treasurer shall maintain accurate books of account properly reflecting the true and correct financial status of all receipts, disbursements, balance, assets and liabilities of the Region. **All checks in the name of the Region shall be signed by the Treasurer or by the President of the Region.**

**The Treasurer shall supply to the Vice President on a monthly basis a bank statement from the current financial institution(s) utilized by the Region, along with all bank reconciliations associated with those accounts, within 15 days after the end of each calendar month, so that an independent cash review thereof may be conducted by the Vice President who must complete said review and report in writing his/her findings to the entire Board of Directors at the next scheduled meeting of the Board.**

### Section 5: Duties of The Activities Chairperson

The Activities Chairperson shall chair the Activities Committee and shall participate in the selection and planning of monthly Region events, subject to the approval of the Board of Directors. The Activities Chairperson shall ensure the membership is informed about the upcoming activities and respond to related questions.

**Also ensure that all required PCA reports (Post Event & Observer's reports) are submitted within PCA timelines.**

### Section 6: Duties of The Newsletter Editor

**The Newsletter Editor shall be the Editor of the newsletter, "Der Auspuff" and shall be responsible for the content, preparation and distribution of the monthly newsletter.**

### Section 7: Duties of The Advertising Chairperson

The advertising Chairperson shall chair the Advertising Committee and shall be responsible for the recruitment and retention of the advertisers for the Region newsletter, subject to the approval of the Board of Directors. The Advertising Chairperson shall maintain accurate account records to ensure annual payment is received from all advertisers and those funds have been forwarded to the Treasurer. The Advertising

Chairperson shall report the status of region advertisers to the board of Directors at the regular Board meetings.

#### Section 8: Duties of The Membership Chairperson

The membership Chairperson shall maintain a current roster of all Region members; work to expand the influence of the Porsche Club of America, Inc. among non-member Porsche owners and encourage the recruitment and retention of new members, consistent with the general objectives of the Region. The Membership Chairperson shall process application for membership; certify the qualifications of the applicants and prepare information with the committee recommendations concerning any member when action of the Board is required by Article V, Section 9 of the Bylaws. The Membership Chairman shall report the status of the Region membership at the Board meetings and maintain a record of persons who attend monthly membership meetings.

#### Section 9: Duties of the Insurance Chairperson

The Insurance Chairperson shall assist the Board of Directors in securing the necessary liability insurance coverage for all Region events, as may be required by Porsche Club of America, Inc. The Insurance Chairperson shall maintain the original, signed copies of all Insurance Waiver forms generated at Region activities for the prescribed period of time and facilitate the reporting of any incident requiring documentation to the National office.

#### Section 10: Duties of the Goodie Store Chairperson

The Goodie Store Chairperson is also known as the Goodie Store Manager. The Goodie Store Manager shall purchase, maintain, transport, present, sell and keep an account of items at Region events. Authorized purchases over \$250.00 require Board approval. The Manager is appointed by the Region Board of Directors. The Manager may solicit assistance from other Region members at specific events. The Manager is responsible for writing a monthly article for the Region newsletter, providing an update of Goodie Store activity. The Manager shall provide a report of recent goodie store activities at monthly Board meetings including recent sales activity, request for purchases (if any), and new items (if any) under consideration for sale. The Manager may submit articles for display or classified advertising in the PCA "Panorama" magazine. Santa Barbara region items, as well as PCA national items, may be sold to PCA members of other regions. Term of service is as prescribed elsewhere in these by-laws.

#### Section 11: Interim Appointments

Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of an officer's or appointee's term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding officer, appointee or director. If it is the Presidency that is vacant, then the Vice-President shall assume the office and duties of the Presidency. An officer elected to fill a vacancy shall be elected for the unexpired term of that officer's predecessor in office



## ARTICLE IX

### COMMITTEES

#### Section 1: Standing Committees

The Standing Committees shall be Activities, Newsletter, Advertising, Membership, Goodie Store and Insurance. **Standing committees and their chairs serve at the pleasure of the board of directors.**

#### Section 2: Other Committees

There shall be such other Committees as may be appointed by a majority vote of the Board of Directors from time to time.

## ARTICLE X

### PUBLICATIONS

#### Section 1: **Newsletter**

**A newsletter, Der Auspuff, shall be distributed to the membership periodically.**

#### Section 2: Special Publications

Special Publications such as notification of Special Meetings, or other items beyond the scope of the monthly Newsletter shall be the responsibility of the president or the Secretary.

## ARTICLE XI

### ELECTION OF OFFICERS

#### Section 1: Nominating Committee

At least forty-five days prior to the December Annual-Meeting, the President shall appoint a Nominating Committee consisting of at least three active members in good standing, **at least** one of whom shall be a Board Member. If there is no Annual Meeting scheduled, the Nominating Committee shall be appointed by September 1<sup>st</sup>. The Nominating Committee shall submit a slate of nominees for each elected position, and the slate shall be published in the Region's Newsletter edition reaching the members before the regular meeting of the Region before the annual meeting

#### Section 2: Nominations by Members

Nominations will be accepted from any active or family member in good standing. Nominations must be submitted in writing to Nominating Committee no later than October 1<sup>st</sup>.

### Section 3: Ballots

Voting for Officers shall be through secret ballot delivered or dispatched to members at least twenty days prior to the Annual Meeting via first class mail, fax, e-mail or included in the region's newsletter or by such other means as the Board of Directors may choose or decide. If there is no scheduled Annual Meeting, the Ballots shall be sent by November 15<sup>th</sup>. Ballots will be returned to the Region Secretary and remain uncounted until the time of the counting of the ballots. The Secretary shall cause all ballots returned up to the date prior to the day of the Annual Meeting to be tabulated, and the results of the elections shall be announced at the Annual Meeting of the members.

### Section 4: Terms of Office

All elected Officers shall be elected for a term of one year. Their term of office shall be from the December Annual Meeting where they shall be installed by the out-going officers, or their designee, for the following year, or January 1 to December 31, should there be no December Meeting of the membership.

## ARTICLE XII

### MEETINGS OF THE MEMBERS

#### Section 1: Annual Meeting

The December Annual Meeting of the Membership shall be held at such time and place as the Board of Directors may determine after due consideration for the convenience of the members.

#### Section 2: Regular Monthly Meetings

Regular monthly meetings of the members shall be held at such time and place as the Board of Directors shall determine.

#### Section 3: Special Meetings

Special Meetings of the members may be called by the President or by a majority of the Board of Directors and upon written notice to the membership

#### Section 4: Quorum

At any Annual, Special, or Monthly meeting of the members, fifteen per cent or thirty members, which ever is lowest, of the active and family members, or 30 members in attendance, which ever is smaller, in good standing shall constitute a Quorum. Once a quorum is established, it cannot be defeated by the subsequent departure of any members from the meeting.

## ARTICLE XIII

### MEETINGS OF THE BOARD OF DIRECTORS

#### Section 1:

Regular Meetings. Regular Meetings of the Board of Directors shall be held at least quarterly. There shall be a joint meeting of the new and the old Board of Directors to be held as soon as practical after the Annual Meeting but no later than thirty (30) days after the Annual Meeting. The first meeting of the new Board of Directors shall be held not later than thirty (30) days after the Annual Meeting.

## ARTICLE XIV

### AMENDMENT OF BYLAWS

#### Section 1: Amendment of Bylaws

These Bylaws may be amended by a majority of votes cast in a referendum of the membership, which shall be conducted at a time and manner consistent and simultaneous with the annual vote for the election of officers.

#### Section 2: Proposed Amendments

The Board of Directors or any thirty or more members in good standing may propose Amendments to these Bylaws. Amendments proposed by thirty or more members shall be submitted to the Secretary in writing and shall be signed by each member.

#### Section 3: Notice of Proposed Amendments and Referendum

The Secretary or the President shall notify the membership by mail or electronic transmittal as may be deemed sufficient and satisfactory by the President or the Secretary of the proposed amendments, together with an explanation of the Amendments and the need therefore as written by its sponsors. Notification shall be made 15 days prior to the effective date of the proposed Amendment and shall contain a ballot.

#### Section 4: Ballots

Ballots are to be returned by the effective date of the proposed amendment. The Secretary shall cause all returned ballots to be tabulated in the presence of two other active members, and the results shall be announced at the next meeting and in the next monthly newsletter.

#### Section 5: By-Laws Amendment Effective Date

These revised By-Laws shall become effective December 31, 2017.

I, **HOWARD RUBENSTEIN**, SECRETARY OF THE PORSCHE CLUB OF AMERICA, SANTA BARBARA REGION, DO HEREBY CERTIFY THAT THIS DOCUMENT IS A TRUE AND CORRECT COPY OF THE GOVERNING BY-LAWS

AS APPROVED BY VOTE OF THE MEMBERSHIP OF AND FOR THE  
AFORESAID REGION.

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DATE:

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HOWARD RUBENSTEIN, SEC.