

CONSTITUTION AND BY-LAWS
OF THE
SHENANDOAH REGION PORSCHE CLUB OF AMERICA, INC.

As amended on Monday, November 21, 2016

A. CONSTITUTION

ARTICLE I. Name and Headquarters

The name of the club shall be the Shenandoah Region, Porsche Club of America, Inc. hereafter referred to as the Club. Its principal office shall be at the residence of its duly elected president.

ARTICLE II. Territory

The Region's territory shall be established by the Porsche Club of America, Inc. hereafter referred to as PCA.

ARTICLE III. Objectives

The members of the 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 the roads.
- b. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social and other events as may be agreeable to the membership.
- c. The maintenance of the highest standards of operation, performance, and preservation of the marque by sharing technical, mechanical, and original-restoration information.
- d. The establishment and maintenance of mutually beneficial relations with the Porsche works, Porsche dealers, and service sources to the end that the marque shall prosper and continue to enjoy its unique leadership 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 of such mutually cooperative relationships as may be desirable with other sports-car clubs.
- g. To provide an organization for the members to sponsor and participate in such activities, as they deem appropriate and in the best interest of the members and to give back to the community through charitable events.

ARTICLE IV. Policy

- a. This Club shall be politically nonpartisan.
- b. This Club will treat members and non-members equally and with respect, regardless of gender, race, religion, national origin, or other such protected status.
- c. This Club is empowered to do all things and conduct all business necessary to carry out the general purposes set forth in the Articles and Certificate of Incorporation and in this Constitution.
- d. All obligations incurred by the Club are incurred solely as a corporate obligation. No personal liability whatsoever shall be attached to or incurred by any member or officer of this club by reason of any corporate obligation or liability.

ARTICLE V. Membership

- a. Membership in this Club shall be restricted to owners, lessees, or co-owners of Porsches who are eighteen (18) years of age or older, and to such other persons interested in the Club and its objectives as provided in the bylaws of PCA. At this writing, membership classes are comprised of Active, Family Active, Affiliate, Associate, Quest, Honorary, and Lifetime.
- b. In accordance with the bylaws, membership may be revoked for conduct inconsistent with the objectives or policies of the Club, or prejudicial to the good order and repute of the Club.
- c. All Club members must be members in good standing in PCA.

ARTICLE VI. Officers and Directors

- a. **Executive Council:** The Executive Council shall consist of the elected Officers, which include the President, two Vice Presidents, Secretary, Treasurer and immediate Past President (willing and able to serve) and shall be responsible for the proper conduct of the administrative affairs and overall functioning of the Club and shall insure compliance with the Club By-Laws.

The Executive Council has the authority and responsibility to decide when an officer, chairperson, or member is incapable of or unable to properly fulfill their responsibility to the Club and may take action to counsel/remove the individual from their position. The Executive Council will hear and decide the action to be taken with this particular individual. If there is a subsequent appeal, the President shall name an Appeal Committee, which will be comprised of three Board members (exclusive of the Executive Council) and three at-large members, who shall make the final decision on how to handle the situation. In case of a tie the President will make the final decision.

The Executive Council shall provide direction for the Club to function by voting on suggestions and/or recommendations that have a significant effect on the Club, e.g., inter-PCA Club activities or events, events with other organizations, or expenditures that impact the financial status of the Club, as put forth from the existing Board of Directors or from general members. Each member of the Executive Council shall have only one vote per member and each activity will have one vote.

The Executive Council shall select the two Members at Large for the Board of Directors (see Paragraph b. below).

a.b. **Board of Directors:** The Board of the Club shall include and be vested in the Executive Council, all duly appointed permanent Chairs which include Tours, Autocross, Social, Webmaster, Technical, Charity/Public Service, Membership and two Members-at-Large. The Board shall have 15 Directors. Members of the Board are expected to reside routinely within the Club's territory. Exceptions may be granted by the Executive Council.

The Board of Directors is the governing body of the Club and is chaired by the President and shall advise him or her of Club matters. The President shall announce the location, date and time of the Board meetings. Attendance at the Board meetings shall include the members of the Board and any Club members that wish to attend.

The Board of Directors shall vote on these suggestions and/or recommendations that have a significant effect on the direction of the Club with those members of the Board present at the particular Board meeting at which these suggestions and/or recommendations are brought forth to the Board. In case of a vote requested by email or other electronic means, only the votes of members of the Board who respond no later than a date determined by the President will count and cause the decision to be made. Each member of the Board of Directors shall have only one vote per member. In cases of jointly chaired activities, each activity will have one vote.

The Board of Directors will offer venues and sponsor and support activities that are deemed appropriate and of interest to the members including but not limited to autocross, driver education, club racing, concours, rallies, scenic driving tours, social events, as well as, to give back to the community through charitable events.

b.c. **Term of office:** The members of the Executive Council and the Board of Directors shall hold office for two years beginning January 1 or until their successors for the following term are elected. There shall be no limitation to the number of successive terms that may be served by chairs, except the president shall not serve more than two consecutive two year terms. Exceptions for other council members may be granted until a qualified successor is confirmed by the executive council.

e.d. **Election of officers:** As established by the bylaws, results of the election shall be announced at a meeting of the Club, by publication in the Club newsletter, on the Club web site, or by other electronic means. Notice to the membership will be deemed sufficient at least 30 days prior to the meeting or announcement.

d.e. **Vacancies:** In the event that any officer is unable to complete their term in office between elections, the following succession shall prevail unless in the judgment of the Executive Council there is a valid reason not to follow this succession:

For President: The vice president shall succeed.

For other offices: The president shall appoint a successor with the advice and consent of the board of directors.

e.f. **Procedures:** All meetings for the conduct of Club business shall be carried out with usual parliamentary procedures as specified in Roberts Rules of Order. Meetings will be limited to one and one-half (1 ½) hours in duration unless notice has been made to the Board of

Directors in the meeting announcement or Club business dictates additional time is necessary.

Duties of Elected & Appointed Officers: These duties are based on the PCA 2016 Region Procedures Manual (RPM); Section 3-Region Operations, Part 3.1-Region Officers' Responsibilities and Duties, pages 15-16 and Part 3.8-Region Coordinator/Staff Position Descriptions, pages 31-40. Additional duties may be determined by the Board of Directors.

ARTICLE VII. Organization & Tax Status

- a. The Club is a Virginia non-stock corporation.
- b. The Club shall not lobby or otherwise attempt to influence legislation and shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition of any candidate for public office, except to the extent permitted by the Internal Revenue Code.
- c. The Club has operated as a taxable corporation since inception. The Board of Directors authorized an application for non-profit status that was submitted to the Internal Revenue Service.
 - i. The Club has been approved by the Internal Revenue Service as of January 1, 2016 under Section 501(a) of the Internal Revenue Code as a 501(c)(4) exempt organization.

ARTICLE VIII. Dissolution and Distribution of Remaining Funds

- a. Upon dissolution of the Club, surplus funds shall be distributed to any organization, exempt under Section 501(a) of the Internal Revenue Code.
- b. Such distribution(s) noted in (a) above shall be pursuant to a majority vote of the Board of Directors of the Club.

ARTICLE IX. Amendments

This constitution may be amended as prescribed in the bylaws.

B. BYLAWS

ARTICLE I. Membership

- a. **Active membership:** Any person eighteen (18) years of age or older who owns, co-owns, or leases a Porsche may become an Active member of the Club provided he/she is also a member in good standing of PCA. Membership may include a Family Active member or Affiliate member, if requested by the Active member and in accordance with requirements of PCA. An Active member shall have the right to vote in elections and on issues for PCA and the Club and hold elective office in either organization.
- b. **Family Active membership:** A Family Active member must be eighteen (18) years of age or older and be a wife, husband, brother, sister, daughter, son, mother, or father of the Active member. A Family Active member shall have the right to vote in elections and on issues for PCA and the Club and hold elective office in either organization.

- c. **Affiliate membership:** An Affiliate member must be eighteen (18) years of age or older and be named by the Active member at any time by calling PCA or by email to PCA Member Services, in lieu of a Family Active member. An Affiliate member shall have the right to vote in Club elections and on issues and hold elective office in the Club. However, an Affiliate member does not have the right to vote in elections and on issues or hold elective office in PCA.
- d. **Associate membership:** Any 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, may become an Associate member. A person of the Associate member's family as in (a) above may continue as a Family-Associate member. An Associate member shall not have the right to vote in elections and on issues for PCA and the Club or hold elective office in either organization.
- e. **Honorary membership:** Any person who merits recognition for outstanding interest in or service to the Club may be elected to Honorary membership by a two-thirds vote of the board of directors. Such membership shall be limited to one year but may be renewed at the option of the Board of Directors. An Honorary member shall not have the right to vote in elections and on issues for PCA and the Club or hold elective office in either organization.
- f. **Lifetime membership:** Any person who is deemed to have performed extraordinary service to the Club may be honored as a Lifetime member by a two-thirds vote of the Board of Directors. Lifetime membership shall provide for a waiver of regional dues and shall accord the Lifetime member the full benefits and privileges available to Active members so long as the designated Lifetime member maintains membership in good standing with the PCA. A Lifetime member shall have the right to vote in elections and on issues for PCA and the Club and hold elective office in either organization.
- g. **Test Drive membership:** Any person who is a non-Porsche owner, may request from PCA to be a Test Drive member in search of a Porsche; pay \$40 (current cost) to PCA and receive six issues of *Panorama* and have a six month limited access to browse the PCA Mart. A Test Drive membership does not entitle the individual to any benefits of PCA membership. Once a Test Drive member purchases a Porsche, a PCA membership form can be completed and returned to the PCA National office to become an active member.
- h. **Termination of membership:** A member may be expelled by a two-thirds (2/3) vote of the Executive Council for conduct detrimental to the organization. An expelled member shall have the right to make a written appeal to the President of the Club who will identify an Appeal Committee comprised of three (3) Board members (exclusive of the Executive Council) and three (3) members identified at-large by the Board within forty-five (45) days at any regularly scheduled Board meeting. The decision by a two-thirds (2/3) majority of the Appeal Committee assembled at this meeting will be final as to the particular facts and circumstances giving rise to such action by the Executive Council. Termination may again be considered for any future conduct of the affected member.

ARTICLE II. Dues

- a. **Annual regional dues:** Dues shall be set by PCA and paid in accordance with PCA guidelines. The requirement for the Club dues may be imposed, if deemed necessary, by a vote of the Executive Council and in accordance with PCA guidelines. Notice of the proposed dues change must be published in the Club newsletter, on the Club web site, or by

other electronic means prior to the regular meeting at which the membership will vote on the change. Entry fees may be charged for Club events.

- b. **Payment of dues:** The annual Club dues are payable with submission of the application for membership to PCA. Thereafter the dues become due and payable by each Active member and Associate member within thirty (30) days from date of issuance of the dues notice.

ARTICLE III. Officers and Committees

- a. The management of the Club shall be vested in its Board of Directors as described in the Constitution above. The President shall lead the Board meetings in accordance with parliamentary practices, and with the advice and consent of the other Board members.
- b. Such committees as are necessary or convenient for the performance of the Club's purposes shall be established by the President, who shall name the Chairpersons, who shall in turn appoint their Committee members.

ARTICLE IV. Accounts and Records

- a. **Fiscal year:** The fiscal year of the Club shall be from January 1 through December 31 of each year.
- b. **Records:** Records shall be properly maintained to reflect all financial activity of the Club. The records shall be audited at least annually by a committee appointed by the President and approved by the Board of Directors. An independent auditor or accountant may be employed if approved by the Board of Directors.
- c. **Reports:** The Treasurer and Membership Chair shall submit regular reports to the Board of Directors. The Board of Directors shall publish, at least annually, in the newsletter, on the Club web site, or by other electronic means, a summary of the financial and membership condition of the Club.

ARTICLE V. Elections

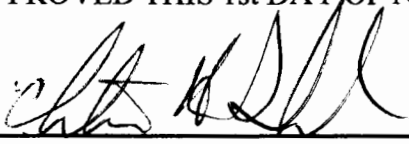
- a. **Nominating Committee:** The President, the Past President, and one or more other voting members appointed by the Board of Directors each term shall constitute the Nominating Committee responsible for nominating a slate of one or more nominees for those offices about to be vacated to serve the following two years. The Nominating Committee shall be appointed at least ninety (90) days prior to the intended completion of the election process; solicit candidates from the Club membership, as well as from the Board and shall report the slate of nominees to the Board. Prior to submission of the slate, the Nominating Committee shall receive authority from each of the candidates to place their name in nomination. Once consensus has been reached by the Board, the approved slate in the form of an election ballot will be made available to the membership at a regularly scheduled Board of Directors meeting, in the Club newsletter, on the Club web site, or by other electronic means at least forty-five (45) days prior to December 31 of the calendar year in which the election process was undertaken.
- b. **Candidates:** For the information of the membership, a summary of PCA activity, qualifications, and general information written by or for each candidate may be published in the Club newsletter, on the Club web site, or by other electronic means prior to the election.

- c. **Ballot:** An election ballot, similar to the sample appended to these bylaws, shall be mailed at member request, published in the Club newsletter, posted on the Club web site, or conveyed by other electronic means to each voting member not later than fourteen (14) days prior to the election. The ballot shall have at minimum the names of the candidates and the offices for which they are running, space for write-in candidates, and the voting member's name and membership number.
- d. **Balloting:** Each voter must be a member (Active, Family Active, Affiliate, or Lifetime) in good standing in PCA and the Club. Completed ballots shall be submitted in person, by mail, or by electronic means to the Election Chair appointed by the Executive Council who, along with two other voting members appointed by the Executive Council, shall function as a Ballot Committee to certify the validity of the ballots and report the election results to the membership in the Club newsletter, on the Club web site, or by other electronic means. The Election Chair with consensus from the Executive Council will indicate the close of voting on the ballot. Only ballots actually received by the Ballot Committee prior to the close of voting shall be counted. Only ballots that have the member's name and PCA membership number shall be valid. Should there be a tie among candidates, a vote shall be taken by written ballot of the members who are eligible to vote.

ARTICLE VI. Amendments

The constitution and the bylaws maybe amended by majority vote of the membership actually present may be amended at a regularly scheduled Board of Directors meeting, but notice of such proposed amendment must be presented in writing, in the Club newsletter, on the Club web site, or by other electronic means to the membership at least twenty (20) days prior to such meeting.

WE CERTIFY THAT THE FOREGOING CONSTITUTION AND BYLAWS WERE DULY APPROVED THIS 1st DAY OF NOVEMBER 2016:



PRESIDENT
CLINT SHULER



SECRETARY
LYNNE TAYLOR

**SHENANDOAH REGION PORSCHE CLUB OF AMERICA, INC.
BALLOT FOR 2016 OFFICER ELECTIONS: 2017 – 2018 TERM**

- Please vote for only one candidate for each position.
- Mark your choice for each officer with an "X" or write in a candidate's name.
- Fill in PCA Membership information (or ballot may not be valid).
- Email or mail your ballot to:
 - TBD, SRPCA Election Chair
 - Email: TBD
 - Mail: TBD
 - Phone: TBD

**All ballots must be received by the Election Chair no later than Monday,
November __, 2016.**

Member	Active	Family/Affiliate
PRESIDENT:		
a) _____	_____	_____
b) _____ (write-in candidate)	_____	_____
VICE PRESIDENT:		
a) _____	_____	_____
b) _____ (write-in candidate)	_____	_____
VICE PRESIDENT:		
a) _____	_____	_____
b) _____ (write-in candidate)	_____	_____
SECRETARY:		
a) _____	_____	_____
b) _____ (write-in candidate)	_____	_____
TREASURER:		
a) _____	_____	_____
b) _____ (write-in candidate)	_____	_____
PCA Member Printed Name	_____	_____
PCA Member Signature	_____	_____
PCA Membership #	_____	_____
Today's Date	_____	_____

The Election Chair will report the results of this election to the Club membership on or after Tuesday, November __, 2016.