

**FINAL (APPROVED MARCH, 2010)  
BYLAWS**

**ZONE 1 OF THE**

**PORSCHE CLUB OF AMERICA, INC.**

**ARTICLE I: NAME**

The name of the club shall be "Zone 1 of the Porsche Club of America, Inc." (hereinafter referred to as "Zone 1").

**ARTICLE II: GENERAL OBJECTIVES**

The general objectives of Zone 1 shall be the furtherance and promotion of the following:

- A. The highest standards of courtesy and safety on the roads.
- B. To implement those rules and regulations which may, from time to time, be established by the Porsche Club of America, Inc. (hereinafter referred to as "PCA").
- C. The enjoyment and sharing of goodwill and fellowship engendered by owning a Porsche automobile and engaging in such social or other events as may be agreeable to the membership.
- D. The maintenance of the highest standards of operation and performance of the Porsche Marque by sharing and exchanging technical and mechanical information.
- E. The establishment and maintenance of mutually beneficial relationships with the Porsche Works and Porsche Cars North America through the offices of PCA only and with Porsche Dealers, and other service sources to the end that the Porsche Marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.
- F. The interchange of ideas and suggestions with other Porsche clubs throughout the world and in such cooperation as may be desirable.
- G. The establishment of such mutually cooperative relationships with other car clubs as may be desirable.
- H. To provide an organization for the Regions of the Porsche Club of America Inc. which constitute Zone 1 in order to to sponsor such activities as those Regions deem

appropriate in the best interests of their respective members.

**ARTICLE III: POWERS, CORPORATE SEAL, AND BADGE**

Section 1 - Powers

Zone 1 shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of Zone 1 as set forth in the Certificate of Incorporation, issued under the statutes of the State of Virginia, and in these Bylaws.

Section 2 - Corporate Seal

The corporate seal of Zone 1 shall be circular in form, being inscribed with the name "Zone 1" and the year and place of its incorporation.

Section 3 - Badge

The badge of Zone 1 shall be in the form of an Arabic numeral one with the letters "PCA" crossing the center of the number and the Porsche crest immediately below "PCA" and an eagle with spread wings immediately above "PCA." The colors of the badge shall be red, white, blue, and black.

**ARTICLE IV: MEMBERSHIP.**

Section 1 - Membership

Membership in Zone 1 shall be restricted to the following regions of the Porsche Club of America, Inc. and such other regions as may be added to Zone 1 by Porsche Club of America Inc in its sole discretion. (hereinafter referred to as the "Regions"):

- 1) Northern New Jersey
- 2) Metro New York
- 3) Connecticut Valley
- 4) Hudson Champlain
- 5) Upper Canada
- 6) Rennsport
- 7) Schattenbaum

- 8) Hudson Valley
- 9) North Country
- 10) Northeast
- 11) Green Mountain
- 12) Jersey Shore
- 13) Sudenvolk
- 14) Central New York
- 15) Niagara
- 16) Acadia
- 17) Down East
- 18) Finger Lakes

A Region may be transferred to another zone of the Porsche Club of America Inc. only at the direction of the Executive Council of the Porsche Club of America Inc.

#### Section 2 - Privileges

Regions in good standing shall be entitled to all the privileges of Zone 1. The duly elected President of each Region that is a member of Zone 1 shall be permitted to vote on such issues as may be brought to the attention of the Regions at semi annual Presidents Meetings or such other times as may be determined by the Zone 1 Representative or the Presidents of the Regions.

#### Section 3 - Suspension

A Region may be suspended or transferred from Zone 1 only upon a determination of the Executive Council of the Porsche Club of America Inc.

### **ARTICLE V: APPOINTED OFFICERS AND SPECIAL APPOINTMENTS**

#### Section 1 - Appointed Officers

The appointed officers of Zone 1 shall be the Zone 1 Representative, who will be the senior officer of Zone 1, a Secretary and a Treasurer. The Zone 1 Representative shall be appointed by the Executive Council of the Porsche Club of America

Inc., as described herein and shall serve a term of office of two years which will commence on January 1 and shall end on December 31, two years hence. The Treasurer and/or Secretary shall be appointed upon the recommendation of the Zone 1 Representative with the advice and consent of the Zone 1 Presidents of the Regions. The term of the Treasurer or Secretary shall be one (1) year, from January 1 to December 31.

## **ARTICLE VI: DUTIES OF OFFICERS**

### Section 1 - Duties of the Zone 1 Representative

The Zone 1 Representative shall preside at all meetings of the Presidents of the Regions and shall perform the duties usually appertaining to the senior officer's office. The Zone 1 Representative shall call at least 2 meetings of the Presidents of the Regions per calendar year, one in November and one in March or at such other times as the Zone 1 Representative or the Presidents of the Regions may determine. The Zone 1 Representative may call such other meetings of the Presidents of the Regions as he or she may see fit and shall call such a meeting at the request of any 3 Presidents of the Regions. The Zone 1 Representative shall cause to be published an annual report on the status of Zone 1, its plans and programs, and other pertinent matters dealing with the affairs of Zone 1. In case of the Zone 1 Representative's death, resignation or disqualification, The Porsche Club of America Inc. shall promptly appoint a replacement.

The Zone 1 Representative shall be responsible for the welfare and progress of Regions within the Zone. The Zone 1 Representative shall attend all meetings of the Board of Directors of the Porsche Club of America, Inc. and, prior thereto, shall solicit and be entitled to vote the proxies of the President of the Regions not attending. Such proxies shall be in writing. He/she shall be entitled to reimbursement for any reasonable and ordinary expenses incurred in the fulfillment of his duties.

### Section 2 - Disabilities

In case of disability of the Zone Representative, the Executive Council of the Porsche Club of America, Inc. shall appoint a replacement to serve the unexpired term. Removal of residence beyond Zone 1 shall constitute such disability. Such appointment shall be in accordance with the bylaws of the Porsche Club of America, Inc.

### Section 3 - Duties of Secretary

The Secretary shall attend all meetings of the Presidents of the Regions and shall keep full and complete minutes of the proceedings and of all

votes cast there at. The Secretary shall cause to be published in a manner directed by the Presidents of the Regions notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of Zone 1. The Secretary shall have custody of the corporate seal at all times as well as Zone 1's records. The Secretary shall perform all duties incident to the Secretary's office as required by law.

#### Section 4 - Duties of Treasurer

The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to Zone 1. The Treasurer shall cause all monies of Zone 1 to be deposited to Zone 1 accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Zone 1 assets and of all payments of Zone 1 debts and obligations. The Treasurer shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of Zone 1. The Treasurer shall cause to be published a full and correct annual report on the financial status of Zone 1. The Treasurer shall also give a full and correct report on the financial status of Zone 1 at any meeting of the Presidents of the Regions. The Treasurer shall cause to be maintained double-entry books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Zone 1. All checks or other orders for the payment of monies in the name of Zone 1 shall be signed by the Treasurer. If requested by Presidents of the Regions, the Treasurer shall submit the Treasurer's books of account and records to a certified public accountant, at the expense of Zone 1, at the close of the fiscal year which shall be the calendar year. The Treasurer may retain an accountant who will file all necessary tax returns for Zone 1, the retention of whom shall be approved by the Presidents of the Regions.

#### Section 5 - Interim Appointments

In the event of the death, resignation, disability or disqualification of the Secretary or Treasurer, the Presidents of the Regions shall make an interim appointment to the office so vacated for the balance of the unexpired term.

### **ARTICLE VII: COMMITTEES**

There shall be Six standing committees of Zone 1, as follows:

- A. Technical
- B. Driver Education
- C. Autocross
- D. Concours

- E. Club Racing
- F. Rally

Zone 1 may create such other committees or Zone 1 positions from time to time, to exist at its pleasure, as it may see fit. The Zone 1 Representative, with the advice and majority consent of the Presidents of the Regions, shall appoint the chairs or co-chairs of the standing and other committees and they may, in like manner dismiss or replace the chairs and/or members of the Committee.

**ARTICLE VIII: APPOINTMENT OF ZONE REPRESENTATIVE**

Section 1 - Recommendations for Zone 1 Representative

At the meeting of the Presidents of the Regions immediately preceding the expiration of the term of the then serving Zone 1 Representative, the Presidents of the Regions shall discuss potential candidates for the position of Zone 1 Representative, including the incumbent, if he or she is so eligible. Active members and/or family-active members in good standing in the Porsche Club of America Inc. and in the Zone 1 Regions are eligible for consideration. The Presidents of the Regions may submit one or more candidates to the Executive Council of the Porsche Club of America, Inc. for consideration as the Zone 1 Representative, the appointment of which shall be in the sole discretion of said Executive Council.

**ARTICLE IX: FISCAL YEAR**

The fiscal year of Zone 1 shall be the calendar year.

**ARTICLE X: OBLIGATIONS AND INDEBTEDNESS**

Section 1 - Authority to Incur Obligations or Indebtedness

Only the Zone 1 Representative and the Treasurer or such other persons authorized by the Presidents of the Regions shall be authorized to act on behalf of Zone 1 to incur any obligation or indebtedness in the name of Zone 1. 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 Zone 1 by reason of any such corporate obligations or liability.

A. No officer of Zone 1 or any other person authorized by the Presidents of the Regions to act on behalf of Zone 1 shall incur any obligation or indebtedness in the name of Zone 1 in excess of the sum of \$500.00 without approval of a majority of the Presidents of the Regions, except for expenses related to the normal operations of Zone 1 and other appropriate purposes determined by the Presidents of the

Regions to be for the benefit of Zone 1.

B. Notwithstanding the foregoing, if any Officer proposes incurring an expenditure or obligation of Zone 1 for other purposes that would exceed a sum that is one (1%) percent of the revenues of Zone 1 in the preceding fiscal year, the Zone 1 Representative must advise the Presidents of the Regions in writing or by fax, email or other electronic transmission at least fourteen (14) calendar days before incurring such expenditure or obligation. Any President of one of the Regions may within such fourteen (14) day period, require in writing to the Zone 1 Representative and the Secretary that such proposed expenditure or obligation be submitted for approval by a majority of the Presidents of the Regions. If such requirement for submission to the Presidents of the Regions is not communicated in writing by the Zone 1 Representative or the Secretary within such fourteen (14) day calendar period (or such longer period, if any, stated in the advice of the Zone Representatives), the proposed expenditure or obligation is deemed approved.

#### Section 2 - Unauthorized Obligations

No Officer or any other person authorized to act on behalf of Zone 1 shall incur any obligation or indebtedness in the name of Zone 1 which is not for the general benefit of the entire membership of Zone 1 nor shall the Officers of Zone 1 or the Presidents of the Regions 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 Zone 1 by any Officer or that person 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 Zone 1 in an amount equal to the obligations or indebtedness which Zone 1 may be required to pay.

#### Section 4 - Suspension of Regions

Any Region that has been suspended or had certain specified privileges revoked by a two-thirds vote of the Executive Council or the Board of Directors of the Porsche Club of America, Inc. for infractions of National rules, regulations, recommendations or for action inimical to the general or best interest of the National Club shall also be suspended by Zone 1. The suspension or restriction of privileges by Zone 1 shall continue for so long as that suspension or restriction is imposed by the Executive Council of PCA.

### **ARTICLE XI: DISPOSITION OF SURPLUS FUNDS**

At the close of each fiscal year all surplus funds of Zone 1 as may exist, other than for such amount deemed desirable and necessary as a minimum working balance by the Presidents of the Regions shall be

distributed among the Regional Clubs on a pro rata basis or donated to charity, as the Presidents of the Regions shall determine.

**ARTICLE XII: AMENDMENT OF BYLAWS**

Section 1 - Amendment of Bylaws

These Bylaws may be amended by a majority of the votes cast in a referendum of the Presidents of the Regions.

Section 2 - Proposed Amendments

Any Officers of the Zone or any of the Presidents of the Regions may propose amendments to these Bylaws. Amendments proposed by such persons shall be submitted to the Secretary of the Zone in writing and shall be signed by each sponsor thereof.

Section 3 - Notice of Proposed Amendments and Referendum

The Secretary shall cause to be published on the Zone's official website or in such other manner as may be designated by the Officers any proposed amendment submitted to the Secretary within sixty (60) days thereafter, together with an explanation of the proposed amendment and the need therefore by its sponsors.

Within thirty days (30) following the publication of the proposed amendment, the Secretary shall cause to be sent by mail (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 Presidents of the Regions a ballot and a copy or facsimile of the publication of the proposed amendment and the explanation. The ballot shall specify a final return date of not less than 30 days nor more than 45 days from the date of the mailing.

Section 4 - Notice of Vote or Referendum Results

The Secretary shall cause to be published the result of any vote or referendum on a proposed amendment on the Zone's official website or in any such other manner as the Officers may direct.



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