



Central Pennsylvania Region
cpa·pca
Porsche Club of America

OFFICIAL BYLAWS

ARTICLE I

Name, Principal Office and Territory

Section 1: Name

The name of the Club shall be Porsche Club of America, Central Pennsylvania Region, Inc.

Section 2: Principal Office

The Principal office of the Club shall be located at the residence of its duly elected President.

Section 3: Territory

The Central Pennsylvania Region, Inc., hereafter referred to as CPA, shall include the territory as established by the Porsche Club of America, Inc., hereafter referred to as PCA.

ARTICLE II

General Objectives

The general objectives of the Club, to which its members are joined together and mutually pledged, on a regional basis, shall be the following:

- A.** Establishing, maintaining, and promoting the highest standards of safety and courtesy on the roads.
- B.** Establishing, maintaining, and promoting 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.** Establishing, maintaining, and promoting maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- D.** Establishing, maintaining, and promoting 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 sports car annals.

- E. Establishing, maintaining, and promoting of ideas and suggestions with other Porsche Clubs throughout the world.
- F. Establishing, maintaining, and promoting mutually cooperative relationships with other Sports Car Clubs as may be desirable.

ARTICLE III **Powers, Political Activity and Badges**

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 these Bylaws, and in the Certificate of Incorporation issued under the statutes of the Commonwealth of Pennsylvania.

Section 2: Political Activity

The Club shall be politically non-partisan and maintain such non-partisanship when communicating with other clubs, other entities, and communications among club members.

Section 3: Badges

The official badge of the Club shall be any such appropriate badge as may be designed from time to time for the membership and approved by the Board of Directors. The badge shall not infringe upon copyrights, trademarks, or registered marks.

ARTICLE IV **Membership, Dues and Fees**

Section 1: Memberships

Membership in the region shall be restricted to members in good standing of PCA.

Section 2: Classes of Membership

- A. Active: Any owner, co-owner, lessee, or co-lessee of a Porsche, who is eighteen (18) years of age or older, having paid such PCA and CPA dues and/or fees as required.
- B. Family-Active: An individual requested by an active member as his or her family-active member, restricted to persons eighteen (18) years of age or older, whether otherwise qualified for active membership by ownership of a Porsche or not.

- C. Associate: Any active member who ceases to own or co-own a Porsche while in good standing, having paid Club dues and /or fees as required may continue as an active member for the duration of that year. A person of the Associate Member's family, who has been a Family-Active member as in (b) above, may continue as a Family-Associate member similarly.
- D. Affiliate: A person, eighteen (18) years of age or older, named by an Active Member at the time of joining or renewal of membership in lieu of a Family-Active membership.

Section 3: National and Regional Club Memberships

No Active, Family-Active, Associate, or Affiliate member may hold membership in the CPA without being a member in good standing of PCA, and vice-versa.

Section 4: Membership Applications

All applications for membership may be made either through PCA or CPA, either of which may reject it.

Section 5: Membership Dues

PCA shall set the membership dues and the membership dues shall be paid in accordance with PCA guidelines. The CPA may establish such dues or fees as it deems necessary, which shall be determined by the CPA Board of Directors.

Section 6: Privileges

- A. All members and their immediate family shall be entitled to attend Region activities and social events and shall be entitled to any reduced entry or admission fees accorded to active members.
- B. Only active members and family-active members shall be entitled to hold elective office or to vote for officers or upon issues before a meeting except as noted below.
- C. All members in good standing may hold appointive offices.

Section 7: Suspension of Membership

Any member may be suspended by a two thirds vote of the PCA Board of Directors or two thirds of the CPA Board of Directors for infractions of PCA or CPA rules or regulations or for actions inimical to the general objectives or best interests of PCA or CPA. 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 the Executive council for the purpose, concerning the alleged misconduct. In order to be considered valid, such appeal must be made in writing within forty-five (45) days of the written suspension notification. If the suspension was not for a stated length of time and no written appeal is tendered, the member is automatically expelled from PCA at the end of the forty-five (45) day appeal window. In the event of an appeal, the Board of Directors may thereafter continue the suspension for a definite time,

lift the suspension, or expel the member, and its decision shall be final. Suspensions of active and associate members are also applicable to family-active, family-associate and affiliate members.

Section 8: Resignation

Any member may resign by addressing a letter of resignation to the Secretary of the CPA or to the National Office. The members resignation shall become effective upon receipt and all Club privileges shall terminate as of that date. Resignation of an active member likewise terminates membership of his/her family or affiliate member. An active member may terminate the membership of an affiliate member named by written notification to the Executive Director of the National Office.

Section 9: Liabilities of Membership

All obligations or indebtedness incurred by the club shall be incurred solely as corporate obligations. No officer or member of this Club shall be personally liable for any of its debts, obligations, or acts, unless said debts, obligations, or acts were incurred outside of the terms or procedures established by these bylaws or without the approval of the Board of Directors and/or the membership.

ARTICLE V

Officers, Executive Committee and Board of Directors

Section 1: Elected Officers

The elected officers of the Club shall constitute the positions of President, Vice-President, Secretary, Treasurer plus four Directors at large. The terms of these elected officials shall be for one (1) year and shall be in accord with the fiscal year of the Club. No officer shall serve in the same office more than two (2) consecutive terms, except for the offices of Secretary and Treasurer who may serve four consecutive (4) terms. If the Nominating Committee cannot find a suitable candidate for an elected position, said incumbent of the position would be eligible to serve additional terms. No member shall hold more than one office at a time. The elected officials of the club shall also reside within the Central Pennsylvania region.

Section 2: Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and the most recent active Past President. The Executive Committee will assure:

- A.** Proper conduct of the administrative affairs of the Club
- B.** The proper functioning of the committees.
- C.** Compliance with these Bylaws

- D.** Compliance with the Articles of Incorporation of the Club under the laws governing such nonprofit corporations in the Commonwealth of Pennsylvania.

All decisions of the Executive Committee shall be by a majority vote unless otherwise provided in these Bylaws.

Section 3: Board of Directors

The Board of Directors is the governing body of the Club and is chaired by the President. The Board of Directors sets overall Club policy and provides oversight of the Executive Committee to assure compliance with the policy and Bylaws of the Club. The President shall announce the location, date and time of the Board meetings, normally monthly. In the event of an emergency, the President may conduct by mail, telephone or electronic means a canvas of the entire Board. Attendance at the Board meetings shall include the members of the Board and any club members that wish to attend.

- A.** The Board of Directors shall be comprised of the Executive Committee and the four (4) elected Directors.
- B.** All decisions of the Board of Directors involving major policy considerations shall be by a majority vote of the entire Board.
- C.** Five (5) members of the Board of Directors shall constitute a quorum. A quorum is required for action on policy matters.

ARTICLE VI **Duties of Officers**

Section 1. President

The President shall:

- A.** Preside at all meetings of the members, the Executive Committee and the Board of Directors, and shall perform the duties usually appertaining to said person's office.
- B.** Be the chief executive of the Club. The President shall report to the members at regular meetings the plans and programs and policy decisions reached by the Executive Committee and the Board of Directors, and other pertinent matters dealing with the affairs of the Club.
- C.** Attend all PCA Zone 2 Meetings and brief the Executive Committee, the Board of Directors, and the General Membership present at meetings, the results, or items of interest from the Zone meetings.
- D.** Not be permitted to serve, in any fashion, on any of the standing or special committee.

Section 2. Vice President

The Vice President shall:

- A. Preside over meetings of the membership, either regular or special, or attend PCA Zone 2 meetings in the absence of the President or when requested to do so by him or her.
- B. Assist the President, the Executive Committee, and/or the Board of Directors in any manner that may be required.
- C. Be the custodian of the records of the Club including, but not limited to historical documents, minutes of meetings, Operating Manuals for Club created/sponsored events, (CPA Porsche Swap Meet, Crab Feast, Holiday Party, Charity activities, etc.), and other pertinent documents determined through the course of normal business.
- D. In the absence of the President, or in the event of his or her death, or resignation, disability or disqualification, the Vice President shall perform his or her duties.

Section 3. Secretary

The Secretary shall:

- A. Record and preserve the Minutes of meetings of the membership, the Board of Directors and the Executive Committee.
- B. Manage correspondence and assist the Executive Council as required.

Section 4. Treasurer

The Treasurer shall:

- A. Keep and preserve the records and books of accounts reflecting the financial condition and operation of the Club.
- B. Sign all drafts on the accounts of the Club and any documents, which obligate the Club financially
- C. Develop an annual operating budget. The Treasurer may establish a budget sub-committee to assist with this responsibility.
- D. Ensure that all financial obligations of the Club are satisfied.
- E. At the request of the Board of Directors, furnish to the Auditor designated by them all financial reports and/or books and statements.
- F. Furnish the Board of Directors with monthly financial reports showing the financial condition of the Club.
- G. Receive all monies paid to the Club and deposit same to its credit with the bank designated by the Board of Directors.
- H. Shall prepare or cause to be prepared and signed all necessary tax forms for the region. The Treasurer may also retain, with approval of the Board of Directors, an accountant to assist in the preparation of such documents.

Section 5. Directors at Large

The Directors at Large shall:

- A. Formulate policy for the overall health, stability and growth of the Club.
- B. Ensure the proper conduct of the administrative affairs of the Club by the Executive Committee, the fulfillment of duties by the officers, and compliance with these Bylaws.

Article VII **Elections**

- A. The Executive Committee, by unanimous vote, will appoint a Nominating Committee Chairperson from the Board of Directors. Two other non-officer Active Members selected by a majority of the Standing Committee Chairs will form the Nominating Committee.
- B. At the September Board meeting, the Nominating Committee will present nominees for each office. The names and position they were nominated for will be recorded and published in the minutes in the newsletter.
- C. Active and family-active members may make nominations from the floor at the October Board meeting. No second is required. Nominations from active and family-active members may be submitted in writing, to be received by a member of the Executive or Nominating Committee prior to the October Board meeting.
- D. Nominations will be closed at the October Board meeting.
- E. The election of officers shall take place by mailed and/or emailed ballot. Ballots will be published in the official Club newsletter. Completed ballots will be mailed, emailed or submitted in person to the Secretary. In order for a completed emailed ballot to be considered a valid ballot, it must be received from the active email address, on file with CPA, of the member casting said electronic ballot. Emailed ballots from email addresses not on file with the CPA shall be considered invalid and not counted. All ballots must be postmarked or emailed by November 30th of the year in which the election is held.
- F. The designated recipient of the ballots, in the presence of any two (2) members of the Board of Directors, will open and canvas the ballots cast. The candidate who receives the greatest number of votes cast for the office for which they are nominated shall be declared elected. The results of the election shall be presented at the next Board meeting, or at the holiday party, whichever occurs first.
- G. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation, removal by the Board of Directors or disqualification of any officer. Vacancies so occurring shall be filled by a vote of the Board of Directors at its next succeeding meeting. The officers so elected shall hold office in accord with the Club's fiscal year.
- H. Written protests shall be directed to the Executive Committee within fifteen (15) days of the results being announced. The Executive Committee has fifteen (15) days to hear the objection and determine a resolution. The Executive Committee's decision will be final.

ARTICLE VIII

Meetings

Section 1: Board of Director Meetings

Board of Director Meetings shall be held each month at such place and time as the Board of Directors may determine, direct, and cause to be announced to the membership. The Board of Directors meetings are open to the general membership, however, voting for business matters of the club shall be limited to the Board of Directors.

Section 2: General Membership Meetings

General Membership meetings may be held in conjunction with Board of Directors meetings. The decision to hold a general membership meeting will be approved by the Board of Directors and announced to the general membership by the President including location, date and time. There will be at least one General Membership Meeting per year.

Section 3: Special Meetings

A Special Meeting may be called by the President, a majority of the Board of Directors, or by a signed petition of five (5) per cent of the general membership of the Club for any purpose whatsoever, at any time. Notice of the special meeting shall be announced to the membership, with at least ten (10) days notice, on the Club's Website and email to the membership.

Section 4: Quorum

- A. A quorum for the Board of Directors meetings shall consist of a majority of the Board of Directors.
- B. A quorum of any meeting of the general members hereof shall consist of whichever is greater: (a) Ten (10) Active or Family-Active members in good standing, or (b) Ten (10%) of the membership in good standing.
- C. Every act of a meeting duly held at which a quorum is present shall be regarded as an act of the entire membership.

Section 5: Voting

At any meeting of the general membership, each Active member and each Family-Active member in good standing shall be entitled to one (1) vote on any matter which may properly be brought before the membership. Such vote may be viva voce, or by written ballot. There shall be no cumulative voting, nor shall any proxy be permitted.

Section 6: Conduct of Meetings

The President shall preside at all meetings.

ARTICLE IX

Committees

Section 1: Standing Committees

There shall be a minimum of seven (7) standing committees whose chairpersons are to be appointed by the President, with advice and consent of the Board of Directors. The appointed Chairs shall report directly to the Board. Each chairperson shall appoint the members of his/her committee from the membership. The seven committees shall consist of the following:

- A. Membership
- B. Social
- C. Communications
- D. Technical
- E. Autocross
- F. Driver Education
- G. Safety

Section 2: Committee Responsibilities

Membership Committee: Encourage membership participation in club events. Develop strategies to retain existing members, engage new members and outreach programs for prospective new members.

- A. Social Committee: Plan, arrange, and manage social and entertainment events for the benefit of the membership. Assure that proper insurance coverage for events is coordinated with the Safety chair.
- B. Communications Committee: Chaired by the Club Secretary, this committee shall prepare and distribute the Club Newsletter and such other publications or communications as the Board of Directors may authorize and direct including electronic forms of media.
- C. Technical Committee: Direct discussions, displays, exhibits, and such other technical events as may be of interest to the membership. Coordinate with the Safety chair necessary insurance coverage.
- D. Autocross: Plan, coordinate, and execute autocross events for the membership in accordance with PCA National minimum standards, including performing necessary safety inspection of vehicles and worker training. Coordinate with the Safety Chair for proper insurance coverage.
- E. Drivers Education: Plan, coordinate, and execute Drivers Education events for the membership in accordance with PCA National standards. Assure all necessary safety inspections and worker training in connection with these events are implemented. Coordinate with the Safety chair for proper insurance coverage.
- F. Safety: Responsible for obtaining insurance coverage from PCA for all club events requiring insurance. When hosted by CPA, the committee shall coordinate with Auto Cross and/or Drivers Education committees to ensure track and driver events are

properly planned and managed in terms of insurance, participation in selection of track venues, tech inspections, track walks, and worker and volunteer training.

Section 3: Ad Hoc Committees

The Board of Directors may create such other ad hoc committees from time to time as required to execute the club's special activities, events, or objectives. Examples would be the Porsche Only Swap Meet event and the Club's Charitable giving and community support activities.

ARTICLE X

Fiscal Year, Obligations and Indebtedness

Section 1: Fiscal Year

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

Section 2: Obligations and Indebtedness

Only the Board of Directors or persons authorized by the Board of Directors to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club.

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 Club because of any such corporate obligation or liability. No elected officer or other person or persons authorized to act in 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 a majority of the Board of Directors.

Section 3: Unauthorized Obligations

No elected officer or any person authorized to act in 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 membership at large of the Club, nor shall the Executive Committee or the Board of Directors approve the incurring of any such obligation or indebtedness.

The Board of Directors may explicitly approve expenditure for a gift up to \$100.00 in value for the recognition of an individual member's overall contribution to the Club or occasional dinner expenses for Committee meetings.

Section 4: Personal Liability for Unauthorized Obligation

The incurring of any obligation or indebtedness in the name of the Club by any officer or

member 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 the Club in an amount equal to the obligation or indebtedness, which the Club may be required to pay including but not limited to legal fees and/or other damages or fines, etc., associated with the event in question.

ARTICLE XI
Amendments to Bylaws

The bylaws of this Club may be amended at any time in the following manner:

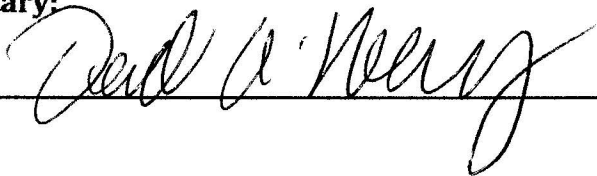
- A. The Club Bylaws will be reviewed every five (5) years.
- B. Upon recommendation by not less than four (4) members of the Board of Directors or by a written petition signed by at least ten (10) members in good standing, the Executive Committee shall prepare the suggested Amendment in such manner that it may be legally incorporated in these Bylaws.
- C. The properly prepared amendment shall be mailed or emailed to each Active or Family Active member in good standing in the form of a ballot. Forty-five (45) days from the mailing date, the Secretary shall count the valid returned ballots, and if a majority of said ballots are in favor, the amendment shall be deemed adopted. Thereupon, the Secretary shall cause it to be included in the next succeeding Newsletter. In any case, the Secretary shall announce the results of the ballot by reading it into the minutes of the next Board of Directors meeting.

These Bylaws dated February 7, 2023 have been considered and approved by the CPA-PCA Executive Committee.

Treasurer:



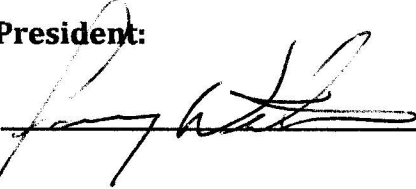
Secretary:



Vice-President:



President:



Past President:

