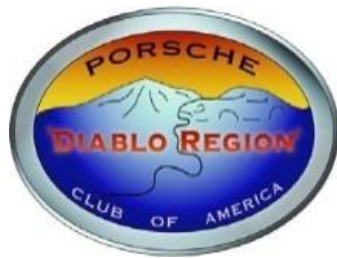


Porsche Club of America Diablo Region



Bylaws

As Established February 1984

As Amended, October 2017

Article I: Name and Principal Office

Section 1 – Name

The name of this organization shall be “Porsche Club of America, Diablo Region.”

Section 2 – Principal Office

The principal office of this organization shall be located at such place as is designated by the Board of Directors.

Article II: General Objectives

The Diablo Region (hereinafter referred to as Diablo) and its members are joined together and mutually pledged to the following:

- A. The highest standards of courtesy and safety on the roads.
- B. The enjoyment and sharing of goodwill 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 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.
- F. The establishment of such mutually cooperative relationships with other car clubs as may be desirable.
- G. The preservation of the independence of the Porsche Club of America, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned to the Club in interest or purpose. In furtherance of this goal, the Porsche Club of America is and shall remain a totally member -driven and primarily member-financed independent entity allowing neither inappropriate or undue influence, financial or material, from outside its domain, owing allegiance only to its members.

Article III: Powers, Corporate Seal, and Regional Logo

Section 1 – Powers

Subject to the Articles of Incorporation and these Bylaws, the general non-profit law of the State of California and all other applicable laws of the State of California and of the United States of America, all corporate powers shall be executed by and under the authority of, and the business and affairs of Diablo shall be conducted by, the Board of Directors and the officers of Diablo.

Section 2 – Corporate Seal

The seal of Diablo shall be circular in form and shall be inscribed with the name “Porsche Club of America, Diablo Region,” the year "1984" and the word "California."

Section 3 – Regional Logo

The official Regional logo shall be of a form appropriate to its theme, inscribed with the name of “Diablo” and such other inscriptions as appropriate.

Article IV: Membership, Membership Area, Dues, and Fees

Section 1 – Membership

- A. Any individual who meets the qualifications for membership in the Porsche Club of America (hereinafter referred to as "PCA") and who is of good moral and social character, may apply to the Board of Directors of Diablo, for membership in one of the classes defined in this Article. Upon finding by majority vote of the Board of Directors that the applicant is qualified, and has paid such National and Regional Club dues and fees as required, membership shall be granted.
- B. The Board of Directors is empowered to establish criteria for membership with respect to both new members and/or members transferring to Diablo from other regions.

Section 2 – Classes of Membership in National PCA

Membership in PCA National shall be restricted to Active Members, and to such other persons interested in the Club and its objectives as provided in subsections 2 (A), (B), (C), and (D) of this Article. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designated as a Porsche automobile by Porsche, Porsche AG or its successor, which is powered by an engine which is, basically, one which was installed in such bodies by the manufacturer of such automobiles, although not necessarily in the body concerned. The word co-owner, in addition to its usual meaning, shall include a person who holds a substantial stock ownership in a franchised Porsche dealership or distributorship.

- A. **Active.** Any owner, co-owner, or lessee of a Porsche acceptable to Diablo, who is 18 years of age or older, having paid PCA dues and fees as required.
- B. **Family-Active.** An individual requested by an active member as his or her family- active member, restricted to persons 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, lease or co-own a Porsche while in good standing, or any person, employed by a Porsche-oriented business, interested in the Club and its objectives having paid Club dues and fees as required. 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. **Honorary.** Any person who, on the affirmative vote of the Executive Council, 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 Executive Council be renewed.
- E. **Life.** Any person who, on the affirmative vote of the Board of Directors, is deemed to have performed such extraordinary service to the Club as to warrant this singular honor. Each National President, upon termination of the President's elected term, shall automatically be a life member without such vote. A life member shall be considered as an active member, may name a family member under (A) above, and the Regional Club.
- F. **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.

For purposes of reference hereafter, Active, Family-Active and Life Members shall be collectively referred to as "Active Members".

Section 3 – Classes of Membership in Diablo

In addition to classes of membership in PCA National, Diablo may offer the following classes of membership in Diablo.

- A. **Life Member of Diablo.** Any member who is a member of Diablo, and who is voted by PCA as a Life Member, as defined in the National Bylaws, may become, upon a vote of the Board of Directors of Diablo, a Life Member of Diablo, and may designate Family Members as defined in subsection 2(A) above.

B. **Honorary Member of Diablo.** Membership will be granted to any person who, on the affirmative vote of a majority of the Board of Directors, is deemed to merit recognition for outstanding interest in, or service to, Diablo. Such Honorary membership shall be limited to one (1) year, but may, upon affirmative vote of a majority of the Board of Directors, be renewed.

C. **Dual:** A member of another PCA Region who pays an annual fee set by the Board of Directors will be granted dual membership status if approved by the Board.

Section 4 – Area of Membership

- A. Membership applications shall be accepted from Residents of the following listed counties of the State of California comprising Diablo as established by PCA: Alameda, Contra Costa, and Solano.
- B. Non-resident applications shall be accepted at the discretion of the Board of Directors.

Section 5 – Membership Applications

Applications for membership shall be made upon such forms as prescribed by PCA and shall be accompanied by payment of appropriate dues, fees, and assessments, or evidence of payment heretofore received from PCA.

Section 6 – Dues

Dues are set by PCA and include an amount returnable to Diablo. Special local fees and assessments by Diablo may be established by the Board of Directors.

Section 7 – Membership Year

- A. The membership year shall be for one year beginning with the date of acceptance of the original membership application and shall be renewable annually on the membership anniversary date.
- B. The PCA National Office shall send each member one billing for renewal dues at or about the due date. If dues are not paid before becoming delinquent as determined by PCA, memberships shall thereby be terminated without further notice.

Section 8 – Privileges

Members shall be entitled to all the privileges of Diablo. Honorary, Associate, Affiliate, and Dual Members shall not be entitled to vote in Regional elections. Ballots shall be distributed only to Active Members.

Section 9 – Termination

Membership in Diablo may be terminated as follows:

- A. By resignation, submitted in writing to the principal office of Diablo, with forfeit of dues, fees and assessments previously paid.
- B. By expulsion following suspension. A member may be suspended by majority vote of the Board of Directors of PCA or Diablo, for infractions of National or Diablo rules or regulations, or for actions inimical to the general objectives or best interest of PCA or Diablo. Upon written notice of such suspension, the suspended member shall be afforded a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by the Board for the purpose, concerning the alleged misconduct. 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. Suspension of any member is applicable to his or her Family-Active or Affiliate Member.
- C. By request for transfer to another region within the jurisdiction of PCA submitted in writing to the principal office of Diablo.
- D. By an Active Member who terminates the membership of any Affiliate Member by written notification to the Membership Director.

Section 10 – Liabilities of Membership

No officer, Director or member of Diablo shall be personally liable for any of Diablo's debts, obligations or acts, except as specifically required by law or other section(s) of these Bylaws. Any and all creditors shall look only to the assets of Diablo for payment.

Article V: Meetings of the Members

Section 1 – Annual Meeting

An annual meeting of the members of Diablo shall be held during the first quarter at such place as the Board of Directors may determine for the purpose of considering a report of the affairs of Diablo and the transaction of such other business as may properly be brought before the membership. At the Annual Meeting, the minutes of all meetings of the Board of Directors during the previous twelve (12) months including the Treasurer's report shall be available for inspection by any member. The reading of minutes of meetings shall not be required unless voted for by the majority of the Active Members present and voting. Notice of such annual meeting shall be distributed to the address or electronic address as shown for each Member on the membership roll not less than seven (7) days prior to the date the meeting will be held.

Section 2 – Special Meetings

Special meetings of the members of Diablo may be called at any time by the President, a majority of the Board of Directors, or upon delivery of a written petition signed by twenty-five

(25) Active Members to any member of the Board of Directors. Notice of a Special Meeting shall be distributed to the Members by the Board of Directors not less than seven (7) days prior to the date set for the Special Meeting and shall include the purpose for which the meeting is being called.

A quorum for any special meeting of the members shall consist of twenty percent (20%) of the total Active Members. Every act of a special meeting duly held at which a quorum is present shall be regarded as an act of the entire membership.

At all special meetings of the members, each Active member shall be entitled to one vote on any matter which is properly brought before the membership. Such vote may be voice vote or by written ballot. There shall be no cumulative voting, nor shall any proxies be permitted.

Section 3 – Conduct of Meetings

The President, or such other member of the Board of Directors as the President may appoint, shall preside at all meetings. The President may make an exception in the case of a Special Meeting called by the members.

Section 4 – Minutes

Minutes of all meetings shall be recorded by the Secretary or by such person as may be appointed by the Board of Directors for that purpose.

Section 5 – Guests

Guests shall be permitted at any meeting, unless a closed meeting is declared by a majority of the Board of Directors present.

Article VI: Directors

Section 1 – Board of Directors

The Board of Directors shall consist of five (5) Directors elected by the Diablo membership, and shall constitute the officials of Diablo. Members related by marriage, significant others as well as members related by blood and residing in the same household may not serve as Directors on the same board. The Board shall be responsible for the proper conduct of the administrative affairs of Diablo, the proper functioning of the several Committees, and shall insure compliance with these Bylaws and the Articles of Incorporation of Diablo in accordance with the laws governing such corporations in the State of California.

Section 2 – Elected Officers

Each year the Directors shall elect among themselves for that year: one (1) Director to serve as President; one (1) Director to serve as Vice President; one (1) Director to serve as Secretary; and one (1) Director to serve as Treasurer. The remaining one (1) Director shall serve as Director-at-Large.

Section 3 – Term of Office

The term of office of each Director shall begin on January 1st of the year following their election and last two (2) years, or until a successor is duly elected, qualified and installed. A member appointed to fill a vacancy on the Board of Directors shall serve only the unexpired term of the Director being replaced. Three (3) Directors shall commence their terms in odd numbered years, while two (2) Directors shall commence their terms in even numbered years. Therefore, in October of an even numbered year, elections shall be held for three (3) Directors, while in October of an odd numbered year two (2) Directors shall be elected.

Section 4 – Nominations

Not later than July 1st, the Board of Directors shall elect one of its members as chair of a Nominating Committee. The chair shall select not less than two (2) Active Members who are not members of the Board of Directors and who, upon ratification by the Board of Directors, shall serve, with the chair, as the Nominating Committee. The Nominating Committee shall submit its report at the August Board meeting and recommend to the Board, one (1) or more candidates for each pending Director vacancy among Active Members willing to serve.

In addition, three percent (3%) of the Active Members (with a minimum of ten (10) Active Members, whichever is greater) may submit a nominating petition to a Board Member who shall immediately inform and forward the petition to the Secretary not later than September 1st of each year, nominating an Active Member to be placed on the ballot for election to the Board of Directors.

No member may be nominated or placed on the ballot without his or her express written permission, which shall be obtained by the Chairperson of the Nominating Committee and made a part of the records of the proceedings of that Committee.

Section 5 – Elections

A. A majority of the Board of Directors shall appoint an Active Member to serve as the Election Chair, who shall be responsible for overseeing certifying and reporting the results of each election to the Secretary.

B. If the Election Chair is a candidate for election, he/she shall be replaced in the election process by a non-candidate Board Member.

C. Not later than October 5th of the year, the Election Chair shall distribute a notice to each eligible Member containing the names of all candidates. This notice shall contain a ballot, or instructions for accessing a secure online voting system which shall present a ballot.

D. The ballot shall contain the following:

I. Instructions to vote for no more candidates than the number of Directors to be elected.

II. There shall be spaces provided on the ballot for write-in votes.

E. All ballots received by October 25 shall be segregated. A ballot may be received by mailing it to the principal office of Diablo, or through a secure online voting system.

F. The Election Chair shall number any ballot received after October 25th in the order it is received.

G. On or before November 1st of each year, the Election Chair and at least two (2) members of the Nominating Committee not running for office shall open, count and tally those ballots, or if a secure online voting system is used, shall review the tally of online votes reported by the online voting system, and certify the results.

H. In the event of a tie, the Election Chair shall open the first day's ballot(s) received after October 25th to determine a winner. If they remain a tie, the Election Chair shall repeat this process until the tie is broken. If, after opening all late ballot(s) a tie remains; the Secretary shall then flip a coin in the presence of the candidates to determine a winner.

Section 6 – Vacancies

A vacancy on the Board of Directors shall exist upon the death, suspension, resignation or termination of a Director. The Board of Directors may declare vacant the seat of any elected director who is absent from three (3) successive meetings of the Board. Board vacancies shall be filled by election of an Active Member as a Director by a majority of the remaining members of the Board at its next succeeding meeting, to hold office until the term of said Director replaced shall expire.

In the event of a vacancy in the President's position, due to death, suspension, resignation or termination; the remaining Directors shall elect, from among themselves or the general membership, the most qualified eligible person to assume the unexpired term of President. The successor of the President must be elected by a majority vote of the remaining Directors. In the event of a deadlock (tie), the most recent Past President, who is still an Active Member, shall cast the deciding vote. In short-term absences, the Vice President shall substitute for the President.

Section 7 – Call of Meetings

Meetings of the Directors may be called at any time by the President or by a majority of the Directors. Each Director shall be notified of such meetings at least forty-eight (48) hours prior to the time set for said meeting. A majority of the Board of Directors shall constitute a quorum.

Section 8 – Recall of Elected Directors

Any member of the elected Board of Directors may be recalled in the following manner:

A. Recall proceedings must be initiated by submitting a Recall Petition to the Secretary. Said Recall Petition must be signed by not less than twenty-five (25) Active Members.

B. Upon receipt of said Recall Petition, the Secretary shall cause to be printed in the ensuing newsletter an article outlining the conditions involved in the Recall. Within seven (7) days after distributing said newsletter, a Recall Ballot shall be distributed to each Active Member. Such

ballot shall clearly state the date by which the returned ballot must be postmarked; said date to be fifteen (15) days after the mailing date of the newsletter containing the Recall notice. Not less than twenty (20) days after said postmark date, the Secretary and at least two (2) Active members appointed by the President shall open, count, and tally all ballots, and certify the results.

C. As soon as the count has been made, the Secretary shall notify the President of the results. A Director will be recalled by a two-thirds (2/3) majority of the ballots cast. The results shall be read into the minutes of the next meeting of the Board of Directors and published in the ensuing newsletter.

Section 9 – Continuity

The Board of Directors shall be charged with the responsibility for arranging the events to be conducted through the month of March of the year following the expiration of any Board Members term.

Article VII: Directors' Positions and Duties Section 1 – Officers and Board Members

A. President. The President shall be chief executive officer and shall preside at meetings of Diablo.

B. Vice President. The Vice President shall accept the responsibilities of the President in the President's absence, and any other duties as assigned.

C. Secretary. The Secretary shall keep minutes of all business meetings of Diablo and shall also discharge such other duties as may be authorized by the Board. In the absence of the Secretary, the president shall appoint a Secretary pro tem.

D. Treasurer. The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to Diablo. The Treasurer shall cause all monies of Diablo to be deposited to Diablo's accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Diablo assets and of all payments of Diablo debts and obligations. The Treasurer shall ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of Diablo. The Treasurer shall also give a full and correct report on the financial status of Diablo at any meeting of the Board of Directors. 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 Diablo. All checks or other orders for the payment of monies in the name of Diablo shall be signed by the Treasurer or by such other person(s) as designated by Board of Directors, and who is (are) overseen by the Treasurer. The Treasurer shall submit the Treasurer's books of account and records to a certified public accountant, at Club expense, monthly and at the close of the fiscal year. The Board will specify a minimum of one additional Board member's name other than the treasurer as signature authority on Diablo's accounts.

E. One (1) Director shall serve as Director-at-Large.

Section 2 – Non-Voting Directors

The Board of Directors may also include the following Non-Voting Directors:

- A. An immediate Past President who continues as an Active Member of Diablo shall be invited and encouraged to continue in an advisory capacity in the year(s) following his or her term(s) until succeeded.
- B. The current Newsletter Editor of Diablo.

Article VIII: Special Committees

Section 1 – Appointments

There may be as many Special Committees appointed by the Board of Directors as required to carry out the activities and objectives of Diablo. Any member(s) of Diablo may be appointed a chairperson of a Special Committee by any Director, subject to approval by the entire Board of Directors, to serve at the discretion of the Board.

Article IX: Club Property

Section 1 – Acquisition of Property

Diablo may maintain and acquire such property for use in its Club functions as it deems necessary, upon approval of the Board of Directors.

Section 2 – Use and Disposal of Property

Such property shall remain the property of Diablo and may only be used and properly disposed of with the prior authorization of the Board of Directors.

Article X: Obligations and Indebtedness

Section 1 – Authority to Incur Obligations and Indebtedness

Only the Board of Directors or persons authorized by the Board to act on behalf of Diablo shall incur any obligation or indebtedness in the name of Diablo. Authority to incur obligation or indebtedness beyond the elected officers of Diablo will be in writing, limited to specified persons, for a set time frame, and for a specified maximum amount of funds to be obligated. Contracting authority cannot obligate Diablo, until contracts are approved by a majority vote of the Board, and payment is authorized or made by the Treasurer. 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 Director of Diablo by reason of any such corporate obligation or liability.

No Director or any other person authorized by the Board of Directors to act on behalf of Diablo shall incur any obligation or indebtedness in the name of Diablo in excess of \$100.00 per event without prior approval of a majority of the Board of Directors, except for the following purposes:

- A. Production and distribution expenses of the Regional Newsletter.
- B. Stationery and postage for ordinary administrative use.
- C. Other appropriate purposes determined by the Board to be for the benefit of Diablo.

Section 2 – Unauthorized Obligations

No Director or person authorized to act on behalf of Diablo shall incur any obligation or indebtedness in the name of Diablo which is not for the general benefit of the membership of Diablo, nor shall the Board of Directors approve the incurring of any such obligation or indebtedness.

The incurring of any obligation or indebtedness in the name of Diablo by any elected Officer or member in contravention of these Bylaws shall be deemed beyond the authority of that individual. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to Diablo in an amount equal to the obligations or indebtedness which Diablo may be required to pay.

Section 3 - Financial Oversight

The Board, Committee Chairs, Special Appointees, or individual members as applicable shall prepare and submit budgets for all DE, Tour, and Social Events to the Treasurer for collective review and approval by the Board.

The Treasurer shall submit and the Board shall internally review monthly reports on Diablo's finances.

The Treasurer shall give a full and correct report on the financial status of Diablo at any meeting of the Board of Directors.

The Treasurer shall submit Diablo's financial records for compilation to an independent certified public accountant, at the Club's expense, monthly and at the close of the fiscal year. The results of these compilations shall be reported by the Treasurer to the Board of Directors.

If Diablo's annual expenses exceed revenues by more than 5%, the Treasurer shall report the reasons for the difference to the Board and the Board shall take corrective action as appropriate.

Diablo shall protect itself with either insurance or bonding to cover malfeasance by the elected officers, and any individual empowered to sign checks in the name of Diablo.

Article: Fiscal Year

Diablo's fiscal year shall be the calendar year.

Article XII: Regional Newsletter

Section 1 – Guidelines

The newsletter shall be published as directed by the Board.

Section 2 – Format and Expenses

The format of Diablo's newsletter shall be the responsibility of the editorial staff of the newsletter with the advice and consultation of the Board.

Expenses incurred by the editorial staff in the production of the newsletter shall be paid from Diablo's treasury with approval by the Board.

Unusual or non-routine expenses incurred in the production of Diablo's newsletter must be approved in advance by the Board.

Article XIII: Amendments to Bylaws

Section 1 – Proposed Amendment

Proposals to change the Bylaws of Diablo may be made at any time upon either the recommendation by not less than four (4) members of the Board of Directors or by a written petition signed by at least three percent (3%) of the Active Members (or at least ten members, whichever is greater). The Secretary, as directed by the Board, shall prepare the suggested amendment(s) in such manner as appropriate for inclusion into these Bylaws. Proposed amendments may be put to the vote of the membership only in October in conjunction with the election of the Board of Directors, unless the proposed amendment(s) is deemed by the Board of Directors to be of an emergency nature.

Section 2 – Approval of Proposed Amendments

A. The proposed amendment(s) shall be published, and the Members notified of their availability.

B. The notice shall contain a ballot, or instructions for accessing a secure online voting system which will present a ballot.

- I. The ballot shall clearly state the date by which the returned ballot must be received. A ballot may be received by mailing it to the principal office of Diablo, or through a secure online voting system.
 - II. Within five (5) days after said date of receipt, the Secretary and at least two (2) Active Members appointed by the President shall open, count, and tally ballots, or if a secure online voting system is used, shall review the tally of online votes reported by the online voting system, and certify the results. The Secretary shall notify the President of the results.
- C. An amendment shall be considered approved upon receiving an affirmative vote of two-thirds (2/3) of marked ballots which are received.
- D. The results of the vote shall be read into the minutes of the next meeting of the Board and then shall be published in the next issue of the Diablo newsletter.

Article XIV: Approved Bylaws

Section 1 – Criteria for Approval

The initial Bylaws have become effective upon affirmative vote of the initial Board of Directors of Diablo Region effective this 2nd day of February 1984.

Section 2 – Distribution

. Active Members of Diablo shall receive the current Bylaws on the date of their acceptance by Diablo. Thereafter, additional copies of these Bylaws will be available upon request to the Secretary of Diablo at any time.

Appendix

Section 1 – Revisions

The Bylaws as amended in 2017, record that the Bylaws were revised in the following years: 1986, 1989, 1994, 1997, 2008, 2013, 2014, and 2017.