

Bylaws of the Porsche Club of America, Redwood Region

ARTICLE I: NAME

The name of the Club shall be the

PORSCHE CLUB OF AMERICA, REDWOOD REGION.

Hereinafter PORSCHE CLUB OF AMERICA, REDWOOD REGION shall be referred to as the Club, and PORSCHE CLUB OF AMERICA shall be referred to as NATIONAL.

ARTICLE II: GENERAL OBJECTIVES

The general objectives of the Club, 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 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.

ARTICLE III: POWERS AND BADGE

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 the Articles of Incorporation, issued under the statutes of the State of California, and in these Bylaws.

Section 2 – Badge

- (a) The badge of the Club shall meet the approval of the Board of Directors and shall be executed by and under authority of the Board of Directors of the Club.
- (b) The official regional insignia shall be of a form appropriate to the theme of the Club, and shall be inscribed with the initials or name of the Club and such other inscriptions as appropriate. The colors shall be appropriate to the symbolic design established by the Club. The logo/badge for the Club shall be as shown on exhibit A to these Bylaws.

No substantial alteration to the logo/badge may be adopted by the Club unless approved by a majority vote of its active members.

ARTICLE IV: MEMBERSHIPS, DUES, AND FEES

Section 1 – Membership

Membership in the Club shall be restricted to owners, lessees, or co-owners of Porsches who are 18 years of age or older, and to such other persons interested in the Club and its objectives as provided in Section 2 (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.

Section 2 – Classes of Membership

- A. ACTIVE – Any owner, lessee or co-owner of a Porsche acceptable to a Regional Club, who is 18 years of age or older, having paid Club 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. 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.
- E. DUAL MEMBER—Upon proof of membership in NATIONAL and in another Region of NATIONAL, an Active member and their Family-Active or Affiliate member may also apply for

membership in the Club. Fees for Dual memberships shall be set by the Board of Directors of the Club.

Section 3 – National and Regional Club Membership

No active, family-active, associate, family-associate, or affiliate member may hold membership in the Redwood Region without at the same time being a member in good standing of a National Club which are each a separate legal entity.

Section 4 — Geographic Boundaries of the REGION and Club. The geographic boundaries of this REGION shall encompass the counties as recommended by the REGION and defined by NATIONAL. The Club REGION includes Del Norte, Humboldt, Lake, Marin, Mendocino, Napa and Sonoma Counties of California. Club members must reside in one of the encompassed counties unless they are a Dual Member as noted.

Section 5 – Membership Application

Applications for membership may be made either through the National Office or Redwood Region, either of which may reject it.

Section 6 – Dues

National annual dues for the various classes of membership shall be determined from time to time by the National Board of Directors. National dues shall be collected by the National Club, which shall refund to Redwood Region such part thereof as shall have been set by the National Board of Directors. National dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed.

Section 7 – Membership Year

The membership year for members in Redwood Region shall be set forth by the National organization who will manage renewal notices. Members who do not renew shall be dropped from membership.

Section 8 – Privileges

Members, including family-active members and dual members, in good standing shall be entitled to all the privileges of the Club, except that associate members and affiliate members shall be entitled neither to vote nor hold elective office, and except further that family-active members, affiliate members, and family-associate members shall not be entitled to receive any duplication of any Club mailing to the active member. Ballots will be issued by mail, electronic means, or any combination thereof, to active members only, with space for the vote of the family-active member. Only active members and family-active members, including dual members in good standing, shall be eligible to be nominated for elective Club office. The active and family-active member may cast only one vote each in any election or referendum.

Section 9 – Suspension

Any member may be suspended by a two-thirds vote of the Region Board of Directors or by the National Club in accordance with its Bylaws for infractions of Regional Club or National rules or regulations or for actions inimical to the general objectives or best interests of Club or PCA.

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 PCA National Board of Directors or a committee appointed by the National Executive Council for the purpose, concerning the alleged misconduct. In order to be considered valid, such appeal must be made in writing within 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 45-day appeal window. In the event of an appeal, the National 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 10 – Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Regional Club or to the Executive Director of the National Office. The recipient shall inform the other of the resignation. The member's 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 11 – Transfers

Any member may request for transfer out of Redwood Region to another region within the PCA. This request shall be submitted in writing to the National Office.

Section 12 – Termination

An active member or associate member may terminate or change the family-active, affiliate or family-associate membership by written notice to the National Office.

ARTICLE V: ELECTED OFFICERS

Section 1 – Elected Officers

The elected officers of the Club shall be a President, Vice President, Secretary, and Treasurer. Their terms of office shall be one year and shall end on December 31. No officer may continue in office if the officer shall move the officer's residence beyond the borders of the Club, except that Dual Members may hold elected office.

At the discretion of the Board of Directors, as indicated by a two-thirds majority vote, the Officer positions of Treasurer and Secretary may be combined into a single position called Secretary/Treasurer. If so created, the Secretary/Treasurer will be entitled to only one vote at either Board meetings or Executive Council meetings. The duration of the combined Secretary/Treasurer position is for only one year and requires an annual two-thirds majority vote of the Board to be reinstated for another year.

Section 2 – Eligibility

Only active members and family-active members, including dual members in good standing, shall be eligible to be nominated for elective Club office, however, only one family member can be on the Executive Council at any one time

ARTICLE VI: ELECTED OFFICERS/ BOARD OF DIRECTORS

Section 1 – Elected Officers (Executive Council)

The President, the Vice President, the Secretary, the Treasurer and last Past President continuing to be an active member of the Club shall constitute the Executive Council in which the administration of the Club shall be vested. It shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the committees, and shall ensure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these Bylaws.

Section 2 – Board of Directors

The members of the Executive Council and the appointed Directors shall constitute the Board of Directors of the Club. It shall be the responsibility of the Board of Directors to determine all matters of Club policy. The Board of Directors shall ensure the proper conduct of the governance of the Club and compliance with these Bylaws. All decisions of the Board of Directors involving major policy considerations shall be arrived at by mail, telephonic or electronic canvass of the entire Board, to the fullest extent permitted by law. All decisions shall be by majority vote of the Board members voting, to the fullest extent permitted by law. All decisions of the Board of Directors at any called meeting of the Board shall be by a majority of the votes cast by those members present, to the fullest extent permitted by law. At any meeting

of the Board of Directors, representation of more than one-half of those Board members shall constitute a quorum.

ARTICLE VII: DUTIES OF OFFICERS

Section 1 – Duties of President

The President shall preside at all meetings of the Executive Council and the Board of Directors and shall perform the duties usually pertaining to the President's office. The President shall call at least 4 meetings of the Board of Directors per calendar year. The President may call meetings of the Executive Council as the President may see fit and shall call such a meeting at the request of any 3 members of the Executive Council. The President shall cause to be published in the Club's official publication a semi-annual report on the status of the Club, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Club.

The President is a voting member of the National Board of Directors and participates in all National Board of Directors meetings.

Section 2 – Duties of Vice President

The Vice President shall assist the President in the conduct of the administrative affairs of the Club and perform such other duties as may be assigned to the Vice President by the President. The Vice President shall be responsible for the development, coordination, publication and the updating of the Club's calendar. The calendar of events shall be presented to the Board of Directors in January for approval. In the absence of the President, the Vice President shall preside, and act as President. In case of the President's death, resignation or disqualification, the Vice President shall become President.

Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the Executive Council and the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast thereat. The Secretary shall cause to be published in the Club's official publication notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of or cause to be kept the Club's National Charter and all non-financial records at all times. The Secretary shall perform all duties appertaining to the Secretary's office required by law.

Section 4 – Duties of Treasurer

The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the Club. The Treasurer shall cause all monies of the Club to be deposited to the Club accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall

have direct control over, and supervision of, all Club assets and of all payments of Club debts and obligations. The Treasurer shall ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall cause to be published in the Club's official publication a full and correct report semiannually on the financial status of the Club. The Treasurer shall also give a full and correct report on the financial status of the Club at each meeting of the Board of Directors. The Treasurer shall cause to be maintained books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Club. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer or by the President and who is overseen by the Treasurer. The Treasurer shall submit the Treasurer's books of account and records to the Finance Committee within 30 days of the close of the fiscal year as directed by the Board of Directors. The Treasurer shall have custody or cause to be kept the financial records of the Club. The Treasurer shall file all necessary Federal, State and Local tax documents as required by law. Copies of such documents shall be retained by the Treasurer for no less than seven (7) years.

Section 5 – Duties of the Past President

The Past President shall have the responsibility to serve as a member of the Board of Directors to provide continuity. Duties shall be assigned by the Executive Council and Board of Directors as needed for the improvement and advancement of the Club's objectives.

Section 6 – Vacancies / Interim appointments

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

In the event of the death, resignation, disability or disqualification of a candidate for the office of Vice President, Secretary, or Treasurer, running unopposed, or elected but not yet seated, the Executive Council shall make an interim appointment to that office for not more than one year, during which time a special election will be held to fill the office for the remainder of the term.

Section 7 - Financial Accounts

The Executive Council will specify a minimum of one additional Elected Officer's name other than the Treasurer as signature authority on the Club's accounts.

ARTICLE VIII: STANDING COMMITTEES and SPECIAL COMMITTEES

Section 1 – Appointment of Standing Committee Chairs

Standing Committee Chairs are appointed by a majority vote of the Executive Council and may, in like manner, be dismissed by the majority vote of same, except that a unanimous vote of the Executive Council shall be required for the appointment of the chair and members of the Nominating Committee and for their dismissal or replacement. The Appointed Directors shall each serve a term commencing with their appointment until January 1 of the following year, or until they resign or are removed from their Directorship. They may be reappointed each year.

Any voting member of the Club may serve as a member or Chair of a Standing Committee.

Section 2 – Number

There shall be 7 standing committees of the Club, as follows:

- 1) Nomination
- 2) Safety
- 3) Membership
- 4) Communications
- 5) Events
- 6) Autocross
- 7) Rally

Section 3 – Standing Committee Members

Standing Committee members must be a member in good standing of the Club and may vary in number as required to accomplish the work of each committee. Committee members may be appointed by Standing Committee Chairs. Committee members may be dismissed or replaced by a majority consent of the Executive Council.

Section 4 – Duties and Responsibilities

Committee Chairs (Directors) are accountable to the Executive Council and shall submit an annual written budget of all anticipated expenses and income in connection with their function.

- (a) Duties of the Safety Director. The Safety Director shall report to the President and shall act as an advisor to the Event Leader of all events where safety could be a factor. This specifically refers to autocrosses, driver training sessions, driving tours and rallies, but is not limited to those types of events. When in the opinion of the Safety Director an unsafe condition exists or would probably exist, the situation will be brought to the attention of the Event Leader for corrective action and a written report of the situation and the corrective action taken will be submitted to the President by the Safety Director within seven (7) working days. In the event the Safety Director cannot be present at an

event where safety could be a factor, the duties defined above will be performed by the most senior Board member in attendance if the Safety Director has not named a replacement. It is emphasized that the position of Safety Director is advisory in nature and does *not* imply responsibility for the safety of an event.

- (b) Duties of the Membership Director. The Membership Director shall control and maintain all records relating to the Club's membership. He/she shall report on membership monthly and publish an annual membership roster not later than April 1. The Membership Director shall be responsible for Club name badges and for welcoming and leading the integration of new Members into Club activities. The Membership Director will lead efforts to increase membership in the Club.
- (c) Duties of the Communications Director. The Communications Director shall be responsible for all Club outreach through their own efforts and in directing the Communications Committee which consists of the Newsletter Editor, Webmaster, Social Media Lead and Sponsorship Coordinator. The Communications Director shall ensure that our members and sponsors are kept informed of Club activities in a timely manner. The Newsletter Editor, Webmaster, Social Media Lead and Sponsorship Coordinator shall comprise the Communications Committee under the direction of the Communications Director; the members holding these four (4) positions are encouraged to attend Board Meetings but do not have voting rights.
- (d) Duties of the Newsletter Editor. The Newsletter Editor shall publish the Club's newsletter, *der Riesenbaum*, monthly and cause it to be distributed by electronic and/or hardcopy means as appropriate. The newsletter shall contain information pertinent to the membership as well as articles of general interest. The Newsletter Editor shall solicit articles from the Board and members as well as write articles him/herself. The Newsletter Editor shall maintain an archive of past newsletters. The Newsletter Editor shall coordinate schedules and content with the Region Webmaster.
- (e) Duties of the Webmaster. The Webmaster shall create and maintain the Club's website keeping it current and useful to all members. The Webmaster shall coordinate all content with the Vice President, Events Director and Newsletter Editor to ensure that all information is current, updated and correct. The Webmaster shall be responsible for the accuracy of the calendar on the Club's website
- (f) Duties of the Social Media Lead. The Social Media Lead shall be responsible for keeping the information posted on various social media websites accurate, relevant and interesting. The Social Media Lead shall utilize social media to enhance participation in events and in attracting new members.
- (g) Sponsorship Coordinator. The Sponsorship Coordinator shall be responsible for securing sponsorships, selling advertising, collecting fees and securing copy for the ads. The Sponsorship Coordinator shall be called upon to assist in soliciting sponsors/partners for the Club and Club events and to ensure that the sponsors/advertisers are appropriately recognized. The Sponsorship Coordinator will

deliver all funds to the Treasurer and ad copy to the Newsletter Editor in a timely manner.

- (h) Duties of the Events Director The Events Director shall direct and coordinate all aspects of non-competition driving events (i.e., other than autocross and rallies). The Events Director will provide coordination, assistance and guidance to all such event leaders and such other committees as may be placed under his/her jurisdiction by the Board of Directors. A Concours Chair will report to the Events Director and shall organize, direct and coordinate the Club's annual concours event. The Concours Director shall be assisted by a committee named by the Board if appropriate. The Events Director will maintain and administer the Events Policy.
- (i) Duties of the Autocross Director The Autocross Director shall direct and coordinate the functioning of Autocross activities and direct the autocross and such other competition oriented activities as may be placed under his/her jurisdiction by the Board of Directors.
- (j) Duties of the Rally Director. The Rally Director shall direct and coordinate the functioning of Rally activities to include instruction, time-speed-distance, gimmick and related rally events
- (k) Duties of the Goodie Store Manager. The Goodie Store Manager shall be responsible to the Treasurer for the operation of the Club's Goodie Store including selecting and ordering stock for items not available through the pcawebstore, operating the Goodie Store at events, keeping inventory and accounting for the funds spent and received. The Goodie Store Manager will submit a complete accounting of inventory to the Treasurer at the end of the fiscal year; all financial transactions shall be submitted to the Treasurer as appropriate.
- (l) Duties of the Nominating Committee shall be described in Article IX of these Bylaws
- (m) Financial Review Committee. The Chairperson of the Financial Review Committee shall be an Active member of the Club, and shall be appointed by the President and approved by a majority of the Board of Directors no later than December 1st each year. This committee shall review the financial records of the Club and submit a preliminary or final report of their findings to the Board of Directors no later than January 31 of the succeeding year. The review shall be in sufficient depth to ensure the accuracy of the Club's records and financial statements. The term of the committee shall expire upon acceptance of their report by the Board of Directors.

Section 5 – Special Committees

The Executive Council may create such other ad hoc committees from time to time as required to execute the Club's special activities, events, or objectives.

Section 6 - Term

Standing Committee Chair and member terms are from January 1 to December 31 of each year. They will automatically renew each year unless terminated by a majority vote of the Executive Council or by withdrawal of the Committee Chair from consideration.

ARTICLE IX: ELECTION OF OFFICERS

Section 1 – Nominating Committee

The Executive Council, by unanimous vote, shall appoint a Nominating Committee consisting of an active Past President and two voting members of the Club. The Past President will chair the committee. In the event an active recent Past President is unable to serve, a recent active Executive Council member will be appointed who will chair the committee. No member of the Nominating Committee may be elected to an office in the same year in which he or she serves on the Nominating Committee. The Nominating Committee is responsible for nominating a slate of officers to serve in the following term. Not later than the September Board Meeting of each election year, the Nominating Committee shall recommend to the Executive Council at least one, preferably two, or more candidates for each elected Officer position. At the annual meeting, the slate of candidates will be presented to the membership by the Committee.

Section 2 – Nominations by the Members

Active and family active members, including dual members in good standing may nominate candidates for each office. Such nominations must be submitted to the Nominating Committee not later than September 1 of each year.

No member may be nominated or placed on the ballot without their consent.

Section 3 – Notice of Elections

The Secretary shall cause to be published a notice of election and the names of all nominees for office in the issue of the Club's official publication, and by electronic means, immediately following the annual meeting. The notice of election shall set an election date no more than fifteen (15) days from the date of the notice's publication. The Secretary shall cause to be transmitted by electronic means to all Active Members a notice of election and a ballot containing the names of all nominees for office. The notice of election shall set a return date for the ballot which shall be at least thirty (30) days before the end of the year.

Section 4 – Ballots

All balloting shall be by mail, electronic means, or any combination thereof. Votes shall be cast on a Club ballot, indicating the member's choice of candidates and the offices for which they stand, and must be signed as set forth in the ballot instructions by the Member. Any Voting

Member shall be entitled to write in the name of any qualified Voting Member in good standing as their choice for any office. All ballots shall be returned to the Secretary as per ballot instructions and shall be timestamped no later than the election date set forth in the notice of election. The Board shall establish procedures for validating ballots.

The ballot shall contain:

- Names of the nominees
- Instructions to vote for no more than one candidate for each Officer position.
- Space provided for write-in votes.
- Space provided for the signature of each voting member, their individual membership number, and their email address (if appropriate).
- A statement noting the calendar date deadline for the receipt of ballots.

Section 5 – Tellers

On or after November 1, the Secretary and a member in good standing who is not running for office in the election, shall count and tally all ballots received by the deadline. If the active Secretary is on the ballot, the Past President shall substitute, or another member in good standing with no direct interest in the outcome.

Ballots received after the deadline shall not be counted unless there is a tie for any of the positions. If a tie remains after all the late ballots are tallied, the Secretary (or Past President) shall flip a coin in the presence of the candidates or members present to determine a winner.

Written protests shall be directed to the Executive Council within 15 days of the results being announced. The Executive Council has 15 days to hear the objection and determine a resolution. The Executive Council decision will be final.

Section 6 – Notice of Election Results

The Secretary shall cause to be published within 30 days the results of the election in the Club's official publication and/or on the Club's website.

Section 7 – Duties of Newly Elected Officials

Upon tabulation of the votes, the Secretary shall immediately notify all those on the ballot of the election results. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted Executive Council for the purpose of appointment of committee members whose terms are to start at the first of the next year, as well as other appointments which may be required. At the discretion of the President-Elect, the meeting described above may be by telephone or electronic means.

Section 8 —Recall (or removal) of Members of the Executive Council.

Any member of the Executive Council may be recalled (or removed) in the following manner:

(a) Recall Petition—Recall proceedings must be initiated by submitting a recall petition to the Secretary. Said recall petition must be signed by no less than thirty-five (35) Active Members of the Club in good standing.

(b) Recall Voting—Upon receipt of said recall petition, the Secretary shall, by electronic means, within seven (7) days, transmit to each Voting Member, a secret recall ballot. Due notice shall be given therein that only ballots bearing electronic postmarks dated within twenty-one (21) days subsequent to the date on which the recall petition was received by the Secretary will be valid. Twenty-eight (28) days after the day the recall petition was received by the Secretary, the Secretary and at least two (2) Active Members appointed by the Board of Directors shall open, count and tally all ballots. The ballots, as counted, shall be retained by the Secretary until the next meeting of the Directors.

(c) Certification of the Recall Vote—As soon as the count has been made, the Secretary shall notify the Board of Directors of the results. A member of the Executive Council will be recalled (or removed) by a two-thirds majority of the membership voting. The results shall be read into the minutes of the next Board of Directors meeting, and shall be published in the next issue of the Club's official publication.

(d) Recall of the Secretary—In the event of a petition to recall the Secretary, all duties of the Secretary under this section shall fall to the Treasurer.

ARTICLE X: FISCAL YEAR

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

ARTICLE XI: OBLIGATIONS AND INDEBTEDNESS

Section 1 – Authority to Incur Obligations or Indebtedness

Only persons authorized by the Executive Council 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 as corporate obligations. No personal liability whatsoever shall attach to or be incurred by any member or officer of the Club by reason of any such corporate obligation or liability.

No elected officer or any other person authorized to act on behalf of the Club shall incur any obligations or indebtedness in the name of the Club in excess of the sum of \$100 without prior

approval of a majority of the Executive Council, for standing operating expenses (such as that are within the region's approved budget).

Any expenditure or obligation of the Club that would exceed a sum that exceeds three hundred fifty dollars (\$350), other than those involved in the ordinary operation of the Club's official publications must be approved in advance by a majority of the Board of Directors.

Section 2 – Unauthorized Obligations

No elected Officer or any other 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 entire membership of the Club nor shall the Executive Council or the Board of Directors 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 the Club by any elected 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 obligations or indebtedness which the Club may be required to pay.

Section 4 – Conflict of Interest

No Board Member shall engage in any transaction that could create a conflict of interest with the Club. Board Members shall disclose to the Executive Council any potential conflicts between their personal interests and the Club's. No Board Member shall vote on any matter in which they have a material financial interest or conflict of interest.

Section 5- Financial Oversight

All Committee Chairs, Special Appointees and individual members of the Executive Council shall prepare and submit event budgets to the Treasurer for collective review and approval by the Executive Council.

The Treasurer shall submit and the Executive Council shall internally review and audit quarterly reports on the Club's finances.

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

The Treasurer shall cause to be published in the Club's official publication a full and correct report annually on the financial status of the Club.

The Treasurer shall submit the Club's financial records for an annual review at the close of the fiscal year, for audit by the Finance Committee as directed by the Executive Council.

ARTICLE XII: – MEETINGS

Section 1 – Executive Council Meetings

Meetings of the Executive Council may be called at any time, but at least *quarterly*, by the President or by a majority of the Executive Council members. Each Executive Council member shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A simple majority of the Executive Council is required to pass a voting issue, with a majority of Officers in attendance.

Section 2 – Board of Directors Meetings

Meetings of the Board of Directors may be called at any time, but at least *quarterly*, by the President or by a majority of the Board of Directors. Each Board Member shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A simple majority of the Board of Directors is required to pass an issue being voted on, with a majority of Members in attendance.

Section 3 – Club General Membership Meetings

An annual meeting of the members shall be held not later than October 31st of each year at such place as the Board of Directors may determine and direct for the purpose of considering reports of the affairs of the Club, nomination of candidates for office for the coming year and transaction of such other business as may properly be brought before the membership. Notice of such annual meeting shall be published in the Club's official publication (newsletter) and distributed via electronic means (blast e-mail) no less than fourteen (14) days prior to the date of the annual meeting.

Meetings of the members shall be at such time and place as designated by the Executive Council. Due notice of any Club Member Meetings shall be given by publishing in the official publication, on the club's website or via other electronic notice that reaches the entire membership.

Special meetings of the members may be called by the President, by a majority of the Executive Council, or by a petition signed by five (5) percent of the members. Due notice shall be given stating the date, time, place, and purpose of any such meeting at least ten (10) days before such meeting.

A quorum at any special meeting of the members shall consist of two and one half (2.5%) percent of the voting members in good standing, or ten (10) voting members in good standing, whichever is larger.

Voting – At all meetings of the members, each active or family-active- member in good standing shall be entitled to one vote on any matter which may be properly brought before the membership. Such vote may be via voice or by written ballot.

Conduct of Meetings – The President, or in his/her absence the Vice President, shall preside at all meetings and will manage the agenda, discussion and voting. Unless otherwise provided in these Bylaws, Robert’s Rules of Order in the most recent edition shall be the rules for conduct of all meetings

Guests - Guests shall be permitted at all meetings unless a closed meeting is declared by a majority vote of the voting members of the Board of Directors.

Section 4 – Minutes

Minutes of all meetings shall be recorded by the Secretary or by such persons as may be appointed by the Board of Directors for that purpose. At the annual and each regular meeting, the minutes for the previous meeting shall be present and available for inspection by any member. The reading of minutes shall not be required unless voted by a majority of Voting Members present.

ARTICLE XIII – OFFICIAL PUBLICATION

The Club shall publish an official publication to announce upcoming events, official notifications, stories about activities, etc.

ARTICLE XIV: AMENDMENT OF BYLAWS

Section 1 – Review

Each even numbered year, the President shall appoint a chairperson to select a committee to review the Bylaws and make such recommendations to the Board of Directors as deemed necessary by the committee. The committee shall consist of the chairperson and two (2) Active Members, each of whom shall be a past officer of the Club. Adoption of the committee’s recommendations shall be according to procedures set forth in Section 2 of Article XII.

Section 2 – Amendment of Bylaws

Proposed amendments to these Bylaws may be considered upon either recommendation by a majority of the Board of Directors or by written petition signed by at least 5% of Voting members in good standing. The Secretary shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws.

Section 3 – Notice of Proposed Amendments

The proposed amendment(s) shall be printed in the official publication of the Club or on the Club's website within sixty (60) days thereafter, together with an explanation of the proposed amendment(s) and the voting process.

Section 4 – Ballots

All balloting shall be by mail, electronic means, or any combination thereof. Votes shall be cast for or against a proposed amendment to these Bylaws. All ballots shall be returned to the Secretary per ballot instructions and shall be timestamped no later than the election date set forth in the notice of voting. The Board shall establish procedures for validating ballots. Amendment(s) to these Bylaws shall be approved upon 2/3 favorable vote of ballots cast.

Section 5 – Tellers

The Secretary and two voting members appointed by the President shall open, count and tally all ballots, and certify the results.

Section 6 – Notice of Vote or Referendum Results

The results shall be read into the minutes of the meeting and published in the next issue of the official publication of the Club or published on the Club's website within seven (7) days.

Exhibit A: Club Logo

The Club maintains two logos, one of which is the original region logo and one of which is the 50th anniversary Club logo.

