

**Central New York Region, Inc.
Porsche Club of America, Inc.
Bylaws
TABLE OF CONTENTS**

Article I	2
Section 1- Name.....	2
Section 2 – Principal Office.....	2
Article II	2
Section 1 – General Objectives.....	2
Article III	2
Section 1 – Powers.....	2
Article IV	2
Section 1 – Members.....	2
Section 2 – Classes of Membership.....	3
Section 3 – National and Regional Club Memberships.....	3
Section 4 - Membership Applications.....	3
Section 5 – Dues.....	3
Section 6 – Membership Year.....	3
Section 7 – Privileges.....	4
Section 8 – Expulsion.....	4
Section 9 – Suspension.....	4
Section 10 – Resignations.....	4
Article V	4
Section 1 – Officers.....	4
Article VI	4
Section 1 – Executive Council.....	4
Article VII	4
Section 1 – Duties of Regional Director.....	4
Section 2 – Duties of the Activities Chairman.....	5
Section 3 – Duties of the Secretary-Treasurer.....	5
Article VIII	5
Section 1 – Activities Committee.....	5
Section 2 – Temporary Committees.....	5
Article X	5
Section 1 – The Annual Meeting.....	5
Section 2 – Regular Meetings.....	6
Section 3 – Special Meetings.....	6
Section 4 – Quorum.....	6
Section 5 – Notice of Meeting.....	6
Article XI	6
Article XII	6
Section 1 – Authority to Incur Obligations or Indebtedness.....	6
Section 2 – Unauthorized Obligations.....	6
Section 3 – Personal Liability for Unauthorized Obligations.....	6
Article XIII	7
Article XIV	7
Section 1 – Amendment of Bylaws.....	7
Section 2 – Proposed Amendments.....	7
Section 3 – Notice of Proposed Amendments and Referendum.....	7
Section 4 – Ballots.....	7
Section 5 – Tellers.....	7
Section 6 – Notice of Referendum Results.....	7

CENTRAL NEW YORK REGION, INC.
PORSCHE CLUB OF AMERICA, INC.
Bylaws

Article I
Name and Principal Office

Section 1- Name

The name of the Club shall be the Central New York Region, Inc., Porsche club of America, Inc. It shall operate as a Regional Club of the Porsche Club of America, Inc., under the charter granted August 24, 1957.

Section 2 – Principal Office

The principal office of the Club shall be located at the residence of its duly elected Regional Director or at the residence of his successor, in the event of the Regional Director's death, resignation, disability or disqualification.

Article II
General Objectives

Section 1 – 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 a regional or local scale of the general objectives of the Porsche Club of America, Inc. These general objectives are:

- a. The highest standards of courtesy and safety on the roads,
- b. The enjoyment and sharing of good will and fellowship engendering 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 Sports Car Clubs as may be desirable.

Article III
Powers

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 Certificate of Incorporation, issued under the statutes of the State of New York, and in these Bylaws.

Article IV
Membership, Dues and Fees

Section 1 – Members

Membership in the Club shall be restricted to owners 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 un Section 2(b), (c) and (d) of this Article.

Section 2 – Classes of Membership

- a. Active – Any owner or co-owner of a Porsche, acceptable to the Executive Council who is 18 years of age or older who resides within the Region as defined in the Regional Charter, having paid such National and Regional Club dues and fees as required.
- b. Family – Any member of an active member’s family who is 18 years of age or older, having paid such National and Regional dues and fees as required.
- c. Associate – 1. Any active member of the National Club who resides outside the Region as defined in the Regional Charter.
2. Any active or associate member who ceases to own or co-own a Porsche while a member in good standings, in either case having paid such National and Regional dues as required.
- d. Honorary – Any person honored by the National Club with an honorary membership shall be extended the courtesy of honorary membership in the Central New York Region, when he is within the area served by the Region.

Section 3 – National and Regional Club Memberships

- a. Any member who resides within the boundaries of a chartered Regional Club must be a member in good standing of that Club to be a member in good standing of the National Club.
- b. Any member of a chartered Regional Club must be a member in good standing of the National Club to be a member in good standing of the Regional Club.

Section 4 - Membership Applications

- a. By persons Residing within the Region – Application to both the Regional and National Club must be made to the Regional Club. If accepted or rejected by the Executive Council the application to the National Club shall be marked “Accepted by the Central New York Region, Inc.” or “Rejected --- etc.”, and signed by the Regional Executive. The applicant shall be notified in writing of the disposition of his application and if his application is rejected, any monies he has deposited shall be returned.
- b. By Persons Residing Outside the Region – The applicants membership card in the National Club must be presented with or accompany his application. If the Executive Council approves or rejects the application the applicant shall be informed in writing of the disposition of his application by the Region Director and his National membership card returned to him. If the application is rejected any monies the applicant has deposited shall be returned to him. The National Club shall be notified that the applicant has been accepted or rejected for membership in the Regional Club.
- c. Conflict as to Applicants Eligibility – In the event of a conflict between the Membership Committee of the National Club and the Regional Club as to the eligibility of an applicant which the Regional Club does not decide with a two-thirds vote of its’ entire membership, the Regional Club will accept the decision of the Executive Council of the National Club.

Section 5 – Dues

Annual dues for active, family and associate members shall be determined from time to time by the members at any Annual Meeting. Until further determination at an Annual Meeting of the Club, the dues for the following classes of membership shall be:

- a. Active.....\$2.00
- b. Family.....\$1.00
- c. Associate.....\$2.00
- d. Honorary.....none

Section 6 – Membership Year

The membership year shall terminate on December 31. Annual dues for the new membership year shall be due and payable on January 1. Members whose dues are not paid within 45 days thereafter shall be automatically expelled.

A reduced rate membership shall be available for new members joining the Club after June 30 for the balance of the membership year. The reduced membership rate shall be one-half of the annual rate.

No refund of membership dues shall be made.

Section 7 – Privileges

Members in good standing shall be entitled to all of the privileges of the Club, except that associate and honorary members shall not be entitled to vote and honorary and family members shall not be eligible for any office.

Section 8 – Expulsion

Membership will automatically lapse for non-payment of dues. Application for membership of persons who have been expelled for non-payment of dues will be reviewed by the Executive Council of the Club.

Section 9 – Suspension

Violation by a member of National or Regional rules and regulations or other action inimical to the general objectives or best interests of the Club shall be reported in detail by the Executive Council to the National Board of Directors together with a recommendation that the member be suspended from the National and Regional Clubs.

Section 10 – Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Club. His resignation shall become effective upon receipt and all Club privileges shall terminate as of that date.

Article V **Officers**

Section 1 – Officers

The elected officers of the Club shall be a Regional Director, Secretary-Treasurer and Activities Chairman. No person may hold more than one office at one time and no member shall be eligible for election to the same office for more than two consecutive years. All officers of the Club shall serve for a term of one year, which term shall run concurrently with the fiscal year of the Club.

Article VI **Executive Council**

Section 1 – Executive Council

The elected Officers of the club shall constitute the Executive Council of the Club. The Executive Council shall be responsible for the proper conduct of the administrative affairs of the club, the proper functioning of committees and shall insure compliance with these Bylaws. It shall be the responsibility of the Executive Council to determine all matters of the Club policy not otherwise determined by the members at any regular meeting. All decisions of the Executive Council shall be by majority vote unless otherwise directed by these Bylaws.

Article VII **Duties of Officers**

Section 1 – Duties of Regional Director

The Regional Director shall preside at all meetings of the members and the Executive Council and shall perform the duties usually associated with the Office of President. He shall be the Chief Executive Officer of the Club. He shall report to the members at regular meetings the plans and programs and policy decisions reached by the Executive Council and other pertinent matters concerning the affairs of the Club.

The Regional Director will be authorized to make emergency withdrawals from the Club's bank account. In the absence of the Regional Director, or in the event of his death, resignation, disability or disqualification, his duties shall be performed by the Activities Chairman.

Section 2 – Duties of the Activities Chairman

It shall be the duty of the Activities Chairman to arrange for the meeting place for each meeting and to provide a special program, consistent with the objectives of the Club, for each Annual and regular meeting.

It shall be the duty of the Activities Chairman to provide rules and regulations, suitable prizes and adequate safety inspection for any competitive events he may arrange.

The Activities Chairman will assume the responsibilities of the Regional Director in the event of the Regional Director's death, resignation, disability or disqualification or in the event that he shall have assumed the responsibilities of the Regional Director, the Executive Council shall appoint any member eligible to hold office to serve the remainder of term.

Section 3 – Duties of the Secretary-Treasurer

The Secretary-Treasurer shall attend all meetings of the members and of the Executive Council and shall record full and complete minutes of the proceedings and all votes in books kept for that purpose. He shall keep a current roster of all Club members. He shall send notices of meetings and other information relating to the proper conduct of the Club to the members.

The Secretary-Treasurer shall have custody of all monies, debts, obligations and assets belonging to the Club. He shall receive all monies of the Club and deposit them to the Club account in a bank insured by the Federal Deposit Insurance Corporation. He shall have direct control over and supervision of all Club assets and of all payments of Club debts and obligations. He shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club.

He shall give a full and correct report of the financial status of the Club at any Annual Meeting.

The Secretary-Treasurer shall maintain double entry books of accounts which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Club. The Secretary-Treasurer shall sign checks and other orders for payment of monies in the name of the Club.

The Secretary-Treasurer shall perform all other duties incident to his office required by law or by these Bylaws.

In the event of the Secretary-Treasurer's death, resignation, disability or disqualification, the Executive Council shall appoint any member eligible to hold office to serve the remainder of the term.

Article VIII **Committees**

Section 1 – Activities Committee

The Activities Chairman may appoint (each with the unanimous approval of the Executive Council), a committee of no more than four members, to assist in the performance of the Activities Chairman's duties.

Section 2 – Temporary Committees

Temporary Committees will be appointed by the Regional Director from time to time as may be desired and necessary. Committee Chairmen will keep adequate records and books of the proceedings and actions of their committees and make full and complete reports at any meeting. All committee decisions shall be determined by a majority vote of the committee members.

Article X **Meetings**

Section 1 – The Annual Meeting

The Annual Meeting of the Club shall be held each year in September or October at such time and place as the Executive Council may determine after due consideration of the convenience of the members.

Section 2 – Regular Meetings

Meetings of the members shall be held on a more or less regular schedule and shall be called Regular Meetings. This schedule may be modified by the members at any meeting or by the Executive Council. The fulfillment of the objectives of the Club should ordinarily require bimonthly or oftener meetings.

Section 3 – Special Meetings

Special Meetings of the members may be called by the Regional Director.

Section 4 – Quorum

At any Annual Meeting or special Meeting or Regular Meeting of the members a quorum shall consist of 51% of the average number of members present at the last three regular meetings. All decisions of the members for any Meeting shall be by a majority vote.

Section 5 – Notice of Meeting

A notice stating the time, date, place and purpose of the Meeting shall be mailed by the Secretary-Treasurer not less than 14 days nor more than 30 days prior to the Annual Meeting and Regular Meetings, and not less than 5 days nor more than 30 days prior to a Special Meeting.

Article XI **Fiscal Year**

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

Article XII **Obligations of Indebtedness**

Section 1 – Authority to Incur Obligations or Indebtedness

Only the elected Officers 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 by reason of any such corporate obligation or liability.

No elected Officer or other person 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 \$10.00 without prior approval of the Executive Council.

No obligation shall be incurred in the name of the Club in excess of \$35.00 without prior approval of the members at any meeting.

The total indebtedness of the club shall at no time exceed \$60.00

Section 2 – Unauthorized Obligations

No elected Officer 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 approve the incurring of any such obligations or indebtedness.

Section 3 – Personal Liability for Unauthorized Obligations

The incurring of any obligation or indebtedness on the name of the Club by any elected Officer or any 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.

Article XIII
Surplus Funds

The annual dues shall be adjusted at any Annual Meeting upon the recommendation of the Executive Council so that a working balance of no more than a desirable and reasonable amount shall accumulate in the Club treasury.

Article XIV
Amendment of Bylaws

Section 1 – Amendment of Bylaws

These Bylaws may be amended by a majority of the votes cast in a referendum of the membership which shall be conducted by mail.

Section 2 – Proposed Amendments

The Executive Council or any 10 members in good standing may propose amendments to these Bylaws. Amendments proposed by 10 or more members shall be submitted to the Secretary-Treasurer in writing and shall be signed by each member.

Section 3 – Notice of Proposed Amendments and Referendum

The Secretary-Treasurer shall mail to the members any proposed amendment submitted to him within 45 days thereafter, together with an explanation of the amendments and the need therefore by its sponsors. The Secretary-Treasurer shall mail to the members with the notice of the proposed amendment a Notice of Referendum with a referendum date not less than 30 days nor more than 45 days from the date of the notice's mailing.

Section 4 – Ballots

Votes for or against a proposed amendment to these Bylaws shall be cast on a standard size postcard and must be signed by the members. A postcard which may be used for balloting will be included with the Notice of Referendum. All ballots shall be mailed to the Secretary-Treasurer and postmarked no later than the referendum date set forth in the Notice of Referendum. Unsigned ballots or ballots mailed subsequent to the referendum date shall be invalid.

Section 5 – Tellers

The Secretary-Treasurer and any two members of Officers designated by the Regional Director shall serve as tellers and shall tabulate the votes cast in the referendum within 10 days of the referendum date.

Section 6 – Notice of Referendum Results

The Secretary-Treasurer shall include the results of the referendum on a proposed amendment in the first mailing of the notice of a meeting following the tabulation of the votes or ballots.