

BYLAWS

As Revised, March 2014

FOX VALLEY REGION, PORSCHE CLUB OF AMERICA, INC. **FVR-PCA**

ARTICLE I: NAME

The name of the Club shall be the Fox Valley Region, Porsche Club of America, Inc, designated "FVR-PCA" hereafter.

ARTICLE II: GENERAL OBJECTIVES

The general objectives of the FVR-PCA, 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 marquee 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 marquee 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 support of recognized charity(ies) or community services.

ARTICLE III: POWERS

The FVR-PCA 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 Article II within the limitations of the statutes of the State of Wisconsin.

ARTICLE IV: MEMBERSHIPS, DUES, AND FEES

Section 1 - Membership

Membership in the Porsche Club of America, Inc. ("National Club" hereafter) 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 (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.

Section 2 - Classes of Membership

A. ACTIVE - Any owner, lessee or co-owner of a Porsche acceptable to FVR-PCA, who is 18 years of age or older, having paid the National Club dues and fees as required, and may include (if requested by the active member) as a **family-active member**, one other person of the active member's immediate family, also 18 years or older, restricted to wife, husband, brother, sister, son, daughter, mother or father, whether otherwise qualified for active membership by ownership of a Porsche or not.

B. 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 the National Club dues and fees as required. A person of the associate member's family, who has been a family-active member as in (A) above, may continue as a **family-associate member** similarly.

C. HONORARY - Any person who, on the affirmative vote of the Executive Council of the National Club, 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.

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.

Section 3 - National and Regional Club Membership

No active, family-active, associate, or family-associate member may hold membership in the National Club without at the same time being a member in good standing of a Regional Club (in this case FVR-PCA). Similarly, no active, family-active, associate, or family-associate member may hold membership in a Regional Club (in this case FVR-PCA) without being a member in good standing of the National Club.

Section 4 - Membership Application

Per National Club Bylaws, all applications for membership to the National Club from the Counties of the FVR-PCA shall be forwarded to the FVR-PCA which shall either accept or reject the application. In case of rejection the applicant or a member on behalf of the applicant may appeal to the National Executive Council whose decision, unless overruled by a vote of at least two-thirds of the Region's members, shall be binding on the Region. FVR-PCA consists of the following Counties: **State of Wisconsin:** Brown, Calumet, Door, Florence, Forest, Kewaunee, Langlade, Manitowoc, Marinette, Menominee, Oconto, Outagamie, Waupaca, Winnebago, Shawano; **State of Michigan:** Alger, Baraga, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Marquette, Menominee, Ontonagon, and Schoolcraft.

Section 5 - Dues

Annual dues for the various classes of membership shall be determined from time to time by the Board of Directors of the National Club. National dues shall be collected by the National Club, which shall refund to the member's Region such part thereof as shall have been set by the Board of Directors. Annual dues shall be due and payable to the National Club at the end of the month in which the member joined or in which the member last renewed. There shall be no dues beyond those for membership in the National Club, unless the FVR-PCA Board of Directors by a $\frac{3}{4}$ vote shall so approve.

Section 6 - Membership Year

The manager of the National Club Executive Office shall send each member one billing for renewal dues about 45 days prior to their membership expiration. Members who do not renew shall be dropped from membership and their Regions so notified. Subscriptions to Panorama shall begin with the issue of the next month after receipt of application for membership.

Section 7 - Privileges

Members, including immediate family members residing at the registered member's address, in good standing shall be entitled to all the privileges of the National Club, except that honorary members, associate members, and affiliate members shall be entitled neither to vote nor hold elective National office, and except further that

family-active members, affiliate members, and family-associate members shall not be entitled to receive Panorama. Ballots will be e-mailed to active members only, with space for the vote of the family-active member. Only active members and family-active members, in good standing, shall be eligible to be nominated for elective National office. A member may cast only one vote in any election or referendum.

Section 8 - Suspension

Any member may be suspended by a two-thirds vote of the Board of Directors of the National Club or by a two-thirds vote of the Board of Directors of FVR-PCA for infractions of National or FVR-PCA rules or regulations or for action inimical to the general objectives or best interests of the National Club or FVR-PCA. Upon receipt of 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 (National Club or FVR-PCA), or a committee appointed by either for the purpose, concerning the alleged misconduct. Either the National Board of Directors or the Fox Valley 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.

Suspensions of active and associate members are also applicable to family-active, family-associate and affiliate members.

Section 9 - Resignations

Any member may resign by addressing a letter of resignation to the Membership Chair of the FVR-PCA or to the Executive Director of the National Club. Upon receipt of the resignation letter by either the Membership Chair of the FVR-PCA or the Executive Director of the National Club, the recipient shall inform the other potential recipient of the action. The member's resignation shall become effective upon receipt and all Club privileges shall terminate as of that date.

An active member may terminate the membership of an affiliate member named by written notification to the Executive Director of the National Club with a copy to the Membership Chair of the FVR-PCA Region.

It is expected that such termination action by an active member of the FVR-PCA will be discussed first with the President of FVR-PCA before the termination letter is sent to the National Club.

Section 10 - Guests

Guests accompanied by a member are permitted and encouraged at all club functions. The hosting member is responsible for the guest admission fee to public events, e.g. such as held at Road America. Members are responsible to see that their guests follow the Bylaws of FVR-PCA while participating in club functions. Members may bring one guest per event or activity.

Section 11 - Member and Guest Conduct

Members and guests are expected to abide by the National Club Code of Ethics, incorporated at the end of these Bylaws in **ARTICLE XIII PCA CODE OF ETHICS**

ARTICLE V: ELECTED OFFICERS AND SPECIAL APPOINTMENTS

Section 1 - Elected Officers and Board of Directors of FVR-PCA

The Elected Officers of the FVR-PCA shall be a President, Vice President, Secretary, and Treasurer. Their terms of office shall be one year, and shall end on December 31 of the year. No Elected Officer shall serve in the same office for more than two consecutive years. The Board of Directors may waive the term limitation to fill an office vacancy. No Elected Officer may continue in office if the Officer shall move the Officer's residence beyond the borders of the United States or Canada.

The Board of Directors of FVR-PCA shall consist of the Elected Officers plus Committee Chairs.

ARTICLE VI: DUTIES OF FVR-PCA ELECTED OFFICERS

Section 1 - Duties of President

The duties of the President shall be to preside at all meetings of the Board of Directors and general membership meetings. The President shall perform the duties usually pertaining to the office, as described in the Region Procedure Manual, and may call special meetings of the Board of Directors upon notification to all Board members. In the absence of the President, the Vice President shall preside, and act as President.

It is suggested that the President review the FVR-PCA bylaws every two years by April 1st to ensure compliance with PCA National requirements, if any, and to fulfill FVR-PCA needs that may arise in the interim 2 year period. Any amendments or revisions by the President shall be submitted to the FVR-PCA Board for review and approval, following procedures in ARTICLE XI: AMENDMENT OF BYLAWS, Section 1 - Amendment of Bylaws.

If revisions or amendments to the bylaws are deemed to be necessary during the ensuing two years by the President, or are submitted by one of the members of the Board of Directors or one of the members of FVR-PCA, the same procedure shall be followed, i.e. review and approval by the President, and subsequent review and approval by the Board members, following procedures in ARTICLE XI: AMENDMENT OF BYLAWS, Section 1 - Amendment of Bylaws. Once approved, the date of review and/or amendment shall be placed at the beginning of the bylaws.

Section 2 - Duties of Vice President

The Vice President shall assist the President in the conduct of the administrative affairs of the FVR-PCA and perform such other duties, as described in the Region Procedure Manual, as may be assigned to the Vice President by the President and shall act as President in the absence of the President.

Section 3 - Duties of Secretary

The Secretary shall perform the duties as described in the Region Procedure Manual, and attend all meetings of the membership and the Board of Directors. The secretary shall keep full and complete minutes of the proceedings and of all votes cast at such proceedings. The Secretary shall cause to be published in the FVR-PCA's official magazine, Whaletales, notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the FVR-PCA.

The Secretary shall maintain the Official copy of the current By-Laws in Word format in order to facilitate the By-Laws review by the President every two years.

Section 4 - Duties of Treasurer

The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to the FVR-PCA, and duties as described in the Region Procedure Manual.

The Treasurer shall receive all monies of the FVR-PCA and deposit them 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 FVR-PCA debts and obligations.

The Treasurer shall maintain clubs FVR-PCA financial records for a minimum of 7 years.

The Treasurer shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of FVR-PCA.

The Treasurer shall cause to be published, quarterly, in the Club's official magazine, Whaletales, a full and correct report on the financial status of the FVR-PCA.

The Treasurer shall also give a full and correct report on the financial status of the FVR-PCA at any meeting of the Board of Directors or general membership meetings. All checks or other orders for the payment of monies in the name of the FVR-PCA shall be signed

by the Treasurer, or by such other Board Officer designated by the Board. All reimbursements must be accompanied by a receipt. Expenditures greater than \$50 will need Board approval. The Treasurer or other appointee shall have responsibility to complete the proper annual tax filings for FVR-PCA and ensure that the Wisconsin incorporation status for FVR-PCA is updated annually.

Section 5 - Interim Appointments

In the event of the death, resignation, disability or disqualification of any Board member, one of the elected officers shall make an interim appointment to the office so vacated for the balance of the unexpired term.

Section 6 - Meetings of the Board of Directors

Meetings of the Board of Directors shall be held as determined and scheduled by the current President of FRV-PCA.

A minimum of one annual meeting shall be held in the first quarter of the calendar year.

At any meeting of the Board of Directors, five or more Board members shall constitute a quorum.

Section 7 - Emergency Meetings of the Board of Directors

Emergency meetings may be called by a majority of the Board in order to discuss and act upon such immediate and critical matters as may be facing the Club and/or its membership. The President shall have the power to call an Emergency Meeting. E-mail, telephone, or such other expedient communications means may be used to conduct the business of such meetings. In addition, proxy powers may be given to a participating Board Member by absent or unavailable Board members via a simple communication to the entire remaining Board e.g. e-mail. The Secretary or such other designated Board Member shall take minutes of the meeting, document any proxies and shall report to the general membership, as determined by the Board.

ARTICLE VII: FVR-PCA COMMITTEES

There shall be nine Standing Committees of the FVR-PCA, as follows:

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|------------------------|---------------------------------|
| A. Membership | F. Technical |
| B. Librarian/Archivist | G. Newsletter (Editor) |
| C. Social | H. Dealership |
| D. Past President | I. Insurance/Safety Coordinator |
| E. Webmaster | |

The Board of Directors may create such other committees from time to time, to exist at its pleasure, as it may see fit. The President, with

the advice and majority consent of the Board of Directors, shall appoint the chairs of the Committees and their members, and may, in like manner, dismiss or replace the Chairs and members.

The Membership Committee :

- a. facilitate new member applications
- b. determine continuing qualification of members and notify the Board of Directors when a member ceases to qualify for membership
- c. keep a current and correct club membership list. Report monthly on membership gains and losses
- d. share membership list only among FVR-PCA Board Members
- e. contact new members with a welcome letter
- f. send thank you letter to members who renew membership
- g. make follow-up contact via phone and/or e-mail to those whose membership has lapsed
- h. act as welcoming agent to new members

Librarian/Archivist:

- a. keep and maintain the library
- b. maintain list of books and materials lent to members
- c. add to the library books and materials deemed appropriate
- d. dispose of any books and materials deemed no longer relevant
- e. maintain historical records and provide storage for the Region's management and activities files and date for access by current Board members.

Social Committee:

- a. provide appropriate programs and speakers for meetings
- b. assist in obtaining sites for club events, parties, and other social activities
- c. act as welcoming agents to new club members and guests
- d. petition the Treasurer for funds to cover expenses for obtaining speakers and programs.
- e. support hosts of socials, tech sessions or other events

Past President:

- a. assist the current President and Board of Directors on FVR-PCA matters and offer advice and counsel

Webmaster:

- a. maintain and upgrade the FVR-PCA website
- b. offer website assistance as needed when requested by a member

Technical:

- a. prepare and provide such technical information on Porsche automobiles to the membership as deemed appropriate by the Technical Committee Chair
- b. organize Technical meetings for the membership to further their knowledge of and participation with Porsche automobiles

Newsletter (Editor):

- a. prepare the official monthly newsletter, Whaletales, to inform and educate the membership on the activities of the FVR-PCA
- b. maintain permanent copies of Whaletales

Dealership Liaison:

- a. foster a relationship between FVR-PCA and the local Porsche dealership Manager

Insurance/Safety Coordinator:

- a. ensure that insurance request form is completed and submitted to PCA National
- b. ensure that event hosts have appropriate National Club insurance waiver forms printed in color for their event
- c. ensure that the FVR-PCA and members have appropriate National Club insurance waiver forms signed by all participants and in place before the beginning of all FVR-PCA events including but limited to any time a wheel is turned or lifted.
- d. ensure that at the conclusion of any insured event, signed waiver forms are collected and retained for a minimum of seven years
- e. ensure that an observer's report form is completed after every insured event by an event participant other than the host and submitted to PCA National within five days of conclusion of event
- f. ensure that a post event report is completed after any insured event and submitted to PCA National within five days of conclusion of event to verify the occurrence or absence of any incidents
- g. ensure that an incident report form is completed and submitted to PCA National within five days of the conclusion of an event for any incidents during the event

ARTICLE VIII: ELECTION OF OFFICERS

Section 1 - Nominations

Any Active member wishing to be a candidate for a position as an Elected Officer must submit a written notice by mid-September to the Secretary stating their desire to participate in a particular role.

This notice must be included in the October Whaletales of the year submitted.

Section 2 - Notice of Elections

By the first day of November, the Secretary shall prepare and disseminate a ballot for voting by each active and family-active member of FVR-PCA, per Article IV, Section 7 Privileges.

Each ballot shall include the names of all qualified nominees and shall include not less than one candidate for each elective office.

Incumbent candidates shall be so noted on the ballot and it shall carry an instruction to vote for not more than one candidate for each of the four elective offices.

The ballots shall be returned by the voting members to the Secretary by November 15.

Section 3 - Results of Elections

Before the first day of December, the Secretary shall tally all ballots.

As soon as the count has been completed, the Secretary shall notify the President of the election results.

The President shall immediately notify all successful candidates of the fact of their election.

Once the candidates have been notified, the President will forward the election results from the Secretary to the remainder of the Board of Directors.

ARTICLE IX: FISCAL YEAR

The fiscal year of the FVR-PCA Club shall be the calendar year.

ARTICLE X: MEETINGS

Section 1 - Annual Meeting

An annual meeting of the members shall be held in the first quarter of the calendar year for the purpose of considering reports of the affairs of FVR-PCA and the transaction of other such business and may be properly brought before the membership. Notice of such annual meeting shall be given to each member prior to the date of the meeting.

Section 2 - Special Meetings

A special transitional meeting will be held prior to the annual meeting for incoming/outgoing board members in December.

Other special meetings may be held at the direction of the President.

Notice shall be given to the members prior to the date of the meeting and shall include the purpose of the special meeting.

Section 3 - Quorum

A quorum for the purpose of holding general membership meetings shall consist of those members attending a meeting at which two or more of the Elected Officers are present.

Notice of the meeting shall have been published in Whaletales.

Every act of a meeting duly held at which a quorum is present shall be regarded as an act of the entire membership.

Section 4 - Conduct of Meetings

The President or such other member as the President may appoint shall preside at all meetings. Meetings shall be conducted using "Robert's Rules of Order", unless another method is agreed upon by the members.

Section 5 - Meeting Notes

Meeting notes of all meetings shall be recorded and archived by the Secretary, or by such member as may be appointed by the Secretary; i.e. Librarian/Archivist.

ARTICLE XI: AMENDMENT OF BYLAWS

Section 1 - Amendment of Bylaws

All amendment changes must be distributed electronically to the general membership prior to the meeting. The members of FVR-PCA may alter, amend, or suspend these Bylaws by a majority vote of the

members who return their ballot by the given date. The Secretary will tally the ballots and report the results to the President within two weeks. The President will then inform the membership of the voting results.

ARTICLE XII – ENACTING CLAUSE

Section 1 - Bylaws

These Bylaws shall become effective upon a favorable vote. The Secretary is responsible for retaining the updated FVR-PCA Bylaws subsequent to any changes resulting from such a meeting.

ARTICLE XIII-PCA CODE OF ETHICS

Section 1- Code of Ethics of the National Club is incorporated here for member reference.

PCA CODE OF ETHICS AND CONDUCT

This document is presented to define the standards and ethics to which the organization holds itself, its elected and appointed representatives, its employees, and its members. It supplements but does not replace our established Bylaws and procedures, which are documented elsewhere. The following represents the way we want to be and to do business.

PCA is not a political organization. It exists for the benefit of its members, to further their enjoyment of their cars. In the performance of this mandate, it must operate under the rule of law, adhering to the laws of the various countries and jurisdictions under which it exists. This means that illegal behavior is not tolerated, and that close attention is paid to the requirements of the law in the actions of all involved, national and regional officers, individual members, and those within the national office.

Beyond this, we accept the obligation to do what is right. An ethical system is based on the mutual benefit of the involved parties; the corollary of this is that we treat neither fellow members nor non-members in a way that is demeaning, embarrassing, derogatory, or otherwise inappropriate. Our natural competitiveness does not extend to taking unfair advantage of others, be they individuals, clubs, or businesses. Actions and words about which there may be some question are undertaken, when possible, only after careful thought and perhaps consultation.

Decisions affecting PCA should be either self-obvious or readily explained. Particular attention should be paid to potential conflicts of interest involving special treatment or gifts from individuals or companies possibly hoping to gain something in return. Other potential conflicts of interest, in which an officer, employee, or member must

weigh his immediate and personal potential for gain against the best interests of PCA, require special thoughtful attention. Transparency in all actions is desirable. Nothing must be allowed to compromise the integrity, credibility, and best interests of PCA in the making of decisions that affect the club.

The culture of PCA is founded on doing the right thing to the best of our ability. Without this we lose our self-respect both as an organization and as individuals, a price that we will not pay. Non-adherence to these principles will not be tolerated; behavior or actions damaging to PCA will be dealt with by the established club Bylaws, and may result in permanent loss of membership.