

**PORSCHE CLUB OF AMERICA
CALIFORNIA CENTRAL COAST REGION
BYLAWS
April 2011**

ARTICLE I

Name and Principal Office

Section 1 - Name

The name of this organization shall be CALIFORNIA CENTRAL COAST REGION, PORSCHE CLUB OF AMERICA, INC. It shall operate as a Regional Club of the Porsche Club of America, Inc.

Section 2 - Principal Office

The principal office of this organization shall be located at such place as designated by the Board of Directors within the geographical area described in Article IV, Section 3 hereof.

ARTICLE II

General Objectives

The CALIFORNIA CENTRAL COAST REGION (hereinafter referred to as "CCCR") and its members are joined together and mutually pledged as follows:

- (a) To further and promote the highest standards of courtesy and safety on the roads.
- (b) To enjoy and share in the goodwill and fellowship engendered by owning a Porsche and engaging in social or other events of CCCR.
- (c) To maintain the highest standard of operation and performance of the marque by sharing and exchanging technical and mechanical information.
- (d) To establish and maintain 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) To exchange ideas and information with other Porsche clubs throughout the world and in such other cooperation as may be desirable.
- (f) To establish mutually cooperative relationships with other sports car clubs as may be desirable.

ARTICLE III

Powers, Corporate Seal and Badge

Section 1 - Powers

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

Section 2 - Corporate Seal

The corporate seal of the Club shall be circular in form, being inscribed with the name of the Club and year and place of its incorporation.

Section 3 - Badge

The official regional insignia shall be of a form appropriate to its theme, inscribed with the initials of the Club and such other inscriptions as appropriate. The colors shall be appropriate to the symbolic design established for the insignia.

ARTICLE IV

Memberships, Membership Area, Dues and Fees

Section 1 - Memberships

- (a) An 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 CCCR, for membership in one of the classes defined in Section 2 of this Article. Upon finding 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 CCCR from other regions.

Section 2 - Classes of Membership.

There shall be four classes of membership: Active, Family, Affiliate, and Dual. For purposes of reference hereafter, Active, Family, and Affiliate Members shall be collectively referred to as "Regular Members".

- (a) ACTIVE. An owner, co-owner, or lessee of a Porsche, acceptable to CCCR, who is 18 years of age or older, who has paid National and Regional Club dues and fees as required.
- (b) FAMILY. One other person of the Active Member's immediate family, also 18 years of age or older, restricted to wife, husband, sister, brother, son, daughter, mother or father, whether or not otherwise qualified for active membership by owning or leasing a Porsche.
- (c) AFFILIATE. A person 18 years of age or older, named by the Active Member in lieu of a Family Member.
- (d) DUAL. A member in good standing of another PCA Region who pays an annual fee set by the Board of Directors may apply for dual membership status.

Section 3 - Area of Membership

- (a) Membership applications shall be accepted from residents of the following listed counties of the State of California comprising the CCCR as established by the PCA:
 - 1. San Luis Obispo
 - 2. Northern Santa Barbara (north of a line drawn from San Marcos Pass to Gaviota Pass)
- (b) Non-resident applications shall be accepted at the discretion of the Board of Directors.

Section 4 - Membership Applications

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

Section 5 - Dues

Dues are set by PCA and include an amount returnable to CCCR. Fees and assessments by CCCR shall be established by the Board of Directors.

Section 6 - Membership Year

- (a) The membership year shall be for one year beginning with the date of acceptance of original membership application and shall be renewable for one or more future years on the membership anniversary date.
- (b) The National Executive Secretary 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 National Office, membership shall thereby be terminated without further notice.

Section 7 - Privileges

Members in good standing shall be entitled to all the privileges of CCCR except that Dual Members shall not be entitled to vote nor hold elective office. Ballots shall only be provided to Active Members with space for the vote of the Family or Affiliate Member.

Section 8 - Termination

Membership in CCCR may be terminated by:

- (a) Resignation, submitted in writing to the principal office of CCCR as set forth in Article I, Section 2, preceding, with forfeit of all dues, fees, and assessments paid.
- (b) Suspension by a two-thirds vote of the Board of Directors of either the National Club, or CCCR, for infractions of National or Regional rules or regulations, or for actions hostile to the general objectives or best interest of the National or Regional Clubs. 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 it 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 their respective Family or Affiliate Member.

- (c) An Active Member may transfer to another Region within the jurisdiction of PCA by a written request to the Membership Director, a call to the National PCA office, or by making the appropriate changes through the National PCA website.
- (d) An Active Member may terminate the membership of a Family or Affiliate Member named by written notification to the CCCR Membership Director, PCA National or through the PCA National website.

Section 9 - Liabilities of Membership

No officer, director, or member of CCCR shall be personally liable for any of CCCR's debts, obligations, or acts, except as specifically required by law or other sections of these Bylaws.

ARTICLE V

Meetings of the Members

Section 1 - Annual Meeting

An annual meeting of the members shall be held during the month of December at such place as the Board of Directors may determine for the purpose of considering reports of the affairs of CCCR and the transaction of such other business as may properly be brought before the membership. Notice of such annual meeting shall be published in the *Coastalair* in sufficient time to give reasonable notice of such meeting to the members not less than seven (7) days prior to the date of the annual meeting.

Section 2 - Special Meetings

The President may call special meetings of the members of CCCR at any time. Special meetings may also be called by a majority of the Board of Directors or any 25 Active Members in good standing. Notice of Special Meeting shall be given in the manner herein before prescribed for annual meetings, except that notice of Special Meetings must be sent to all members 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 called.

Section 3 - Quorum

A Quorum for a meeting of the members shall consist of 20 Regular Members, 5 of whom are elected members of the current Board of Directors, in good standing present at the meeting. 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 - Voting

At all meetings of the members, each Regular 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. There shall be no cumulative voting, nor shall any proxies be permitted.

Section 5 - Conduct of Meetings

The President, or such other Member of the Board of Directors as the President may appoint, shall preside at all meetings. An exception may be made in the case of a special meeting called by the members. Unless otherwise provided in these Bylaws, Robert's Rules of Order in its most recent edition shall be the rules for conduct of all meetings.

Section 6 - Minutes

Minutes of all business meetings shall be recorded by the Secretary, or by such person as may be appointed by the Board of Directors for that purpose. At the Annual and each Regular meeting, the minutes of all previous meetings shall be presented and available for inspection by any member. The reading of minutes of meetings shall not be required unless voted for by the majority of Regular Members present and voting.

Section 7 - Guests

Guests shall be permitted at the Annual and all Regular meetings, unless a closed meeting is declared by a majority vote of the Board of Directors.

ARTICLE VI

Directors

Section 1 - Board of Directors

The elected Board of Directors shall constitute the officials of CCCR. The Board shall be responsible for the proper conduct of the administrative affairs of CCCR, the proper functioning of the several Committees, and shall insure compliance with these Bylaws and the Articles of Incorporation of CCCR, in accordance with the laws governing such corporations in the State of California. In fulfilling these responsibilities, the Board shall have the power to establish all operational procedures necessary for the conduct of all CCCR business and the implementation of the policies established by these Bylaws. The Board also has the power to approve, modify, or disapprove all actions of committees or individuals appointed to represent CCCR.

Section 2 - Number and Qualification

The Board of Directors shall consist of ten (10) elected Regular Members in good standing, and the immediate past President.

Section 3 - Term of Office

The term of office of each elected Director shall be January 1 to December 31 of the following calendar year.

Section 4 - Nomination

Not later than August 1 of each year, the Board of Directors shall elect one of its members as chairperson of a nominating Committee. The Chairperson of the Nominating Committee shall select two (2) Regular Members in good standing who may or may not be members of the Board of Directors and who, upon ratification by the Board of Directors, shall serve as the Nominating Committee. Not later than October 1 of each year, the Nominating Committee shall recommend candidates to the Board for each Board position from among Regular Members willing to serve as Directors.

In addition, any Regular Member may submit a nominating petition to the Secretary not later than October 1 of each year, nominating a Regular Member to be placed upon the ballot for election to the Board of Directors. No member may be nominated or placed on the ballot without their permission, which shall be obtained no later than October 1 by the Chairperson of the Nominating Committee and made a part of the records of the proceedings of that Committee. No member shall run for more than one (1) Board position in any given year. Qualifications and pictures of the nominees should be submitted to the *Coastal* Editor and placed in the October edition of the *Coastal*.

Section 5 - Election

- (a) Not later than November 1 of each year, the Secretary shall send to each Active Member in good standing a ballot containing the names of all nominees submitted by the nominating Committee and by nominating Petitions-
- (b) The ballot shall:
 1. contain a list of all candidate names running for the Board.
 2. not allow for the submission of write-in candidates.
 3. have instructions to vote for candidates for each Board position available.
 4. have two columns: one for Active Member's vote, and one for the Family/Affiliate Member's vote.
 5. contain a unique identifier for each paper ballot.
 6. contain a statement noting the calendar date deadline for the return of ballots.
 7. contain instructions for returning the completed ballot to CCCR.
- (c) All ballots must be returned and/or received no later than November 15 by whatever means deemed appropriate by the Board of Directors. All returned ballots must uniquely identify who is casting the ballot. Non-electronic ballots must contain a previously assigned unique identifier for that ballot. Electronic ballots must be returned containing the same unique identifier included with the original ballot. Each voter on all

ballots must be clearly identifiable as a CCCR member from current CCCR membership records. If any of the conditions listed in this paragraph are not met, the ballot is declared to be invalid.

- (d) On or before December 1 of each year, the Secretary and at least two (2) members of the Nominating Committee shall count, and tally those ballots as defined above and certify the results.
- (e) The Secretary shall number all ballots received after November 15 in order, as they are received. In the event of a tie, the Secretary shall open the first day(s) ballot(s) received after the deadline to determine a winner. If the results remain a tie, the Secretary shall repeat this process until the tie is broken. If, after opening all the late ballot(s) a tie still 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 or in the event no candidate has been elected under the provisions of these Bylaws to fill a Board position. The Board of Directors shall declare vacant the seat of any elected Director who is absent from three (3) successive meetings of the Board of Directors without prior notification to the President.

In the event a vacancy occurs, the remaining Directors shall elect a Regular Member to fill the vacancy at its next succeeding meeting. The election shall require a majority vote of the remaining Board and the consent of the Regular Member to be nominated. Any Director so elected shall hold office until the next regular election of the Board of Directors by the membership.

In the event of the vacancy of the President's position, due to the death, suspension, resignation, or termination of the President, the remaining Directors will elect, from among themselves or the general membership, the most qualified person available to assume the unexpired term of the President. The successor to 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 will cast the deciding vote. In short-term absences, the Vice President will substitute for the President.

Section 7 - Combined Meeting

A combined meeting of the outgoing and incoming elected Board of Directors shall be held for the purpose of transferring records and discussing pending business.

Section 8 - 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 meeting at least forty-eight (48) hours prior to the time set therefore.

Section 9 - Quorum

Five (5) elected Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. There shall be no proxy voting by any Director. A similar vote of at least four (4) Directors at a meeting duly held at which a quorum is present shall be required to constitute an act of the entire Board of Directors.

Section 10 - 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 their terms of office.

Section 11 - 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) Regular Members in good standing.
- (b) Upon receipt of said Recall Petition, the Secretary, shall cause to be printed in the ensuing *Coastalair* an article giving the reason for the Recall as stated in the Recall Petition. Within seven (7) days after distribution of said *Coastalair*, a Recall Ballot shall be sent to each Regular Member. Such ballot shall clearly state the date by which the ballot must be returned; said date to be approximately fifteen (15) days after the distribution date of the *Coastalair* containing the Recall notice. Within fifteen (15) days after the return date, the Secretary and at least two (2) Active Members appointed by the President shall 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 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 *Coastalair*.

ARTICLE VII

Director's Positions and Duties

Section 1 - Officers and Standing Committee Chairpersons

The newly elected Board of Directors shall select from their elected members, persons to fill each of the following offices of the Board. The immediate past-president shall preside over this selection process. The selection process can include volunteering, majority voting, following the vote guidelines of the membership, or any combination thereof as decided by a majority vote of the newly elected Directors. The duties of the Directors shall include each of the following offices:

President

- (a) To chair the Board of Directors.
- (b) To serve as an ex-officio member of all Committees except the Nominating Committee, Bylaws Committee, and any other Committee the President deems appropriate to delegate to the Vice President to act as ex-officio member.
- (c) To preside at all meetings of the Members and of the Board of Directors.
- (d) To execute all documents and correspondence in the name of CCCCR as authorized by the Board of Directors and/or the Membership.
- (e) To sign in absence of the Treasurer all drafts upon the accounts of CCCCR and all documents financially obligating CCCCR.
- (f) To keep and maintain the Statement of Policy.

Vice President

- (a) To preside at meetings in the absence of the President, or when ordered to do so by the President.
- (b) To assist the President and/or the Board of Directors in any manner that the President or the Board may direct.
- (c) To act as Parliamentarian.
- (d) To chair the Bylaws Committee; keep and maintain the Bylaws and their changes; participate on any Committee, in place of the President, as deemed appropriate by the President; keep and maintain the official calendar of CCCCR events; work closely with the Activities Director on maintenance of the events calendar; and be responsible for all sponsorships and advertising.

Treasurer

- (a) To keep records and books of account reflecting the financial condition and operation of CCCCR.
- (b) To sign all checks and drafts upon the account of CCCCR and all documents financially obligating CCCCR.
- (c) To receive all monies paid to CCCCR and deposit same to its credit with the bank approved by the Board of Directors.
- (d) To secure from each standing and special committee or event chairperson a written budget of anticipated income and expenses for all functions requiring the use of CCCCR funds. Approval of said budget by the CCCCR Board constitutes approval to spend CCCCR funds to the limits of the approved estimates for specific expenditures.
- (e) A report of all CCCCR income and expenses shall be submitted to the Board at least quarterly.
- (f) To file all tax forms required by the IRS and California State government offices to maintain CCCCR tax exempt status.

Secretary

- (a) To record and preserve the minutes of the meetings of the Board of Directors and to present and to read such minutes at the request of the President or any of the Directors.
- (b) To record and preserve minutes of all special membership meetings and to present and read such minutes upon demand.
- (c) To receive all ballots, count them, cause to be published the results thereof, and keep them for inspection for a

period of thirty (30) days after the results are announced.

- (d) To maintain a permanent file of all CCCR legal documents regarding incorporation, tax exempt status, and tax filings.
- (e) To do all acts otherwise required of the Secretary by these Bylaws or other applicable laws.

Activities Director

- (a) To develop a suitable schedule of social events which will provide a broad range of such events for all members. These events to include Dinner Meetings, Tech Sessions, Tours, Pit Crew, Picnics, Swap Meets, and other events deemed to be social in nature.
- (b) To develop a suitable schedule of competition events which will provide a broad range of such events for all members. These events to include Rallies, Autocrosses, Time Trials, Concours, and other events deemed to be competitive in nature.
- (c) To schedule events. Said schedule subject to approval of the Board of Directors.
- (d) To negotiate for and procure suitable sites for events.
- (e) To coordinate with other organizations in connection with conducting and participating in events.
- (f) To issue press releases concerning events and encourage participation as deemed appropriate.
- (g) To procure appropriate event awards.
- (i) To work closely with the Vice President for the accurate and sensible maintenance of the official CCCR Calendar.

Safety Director

- (a) To manage all matters pertaining to insurance, including reporting of events to PCA National.
- (b) To review all competitive events against safety requirements imposed by applicable insurance or National rules.
- (c) To compile and enforce competition rules under which events are conducted. Rules for events shall be established as specified in the CCCR Rule Books for those events where Rule Books exist.

Membership Director

- (a) To distribute application blanks to prospective members.
- (b) To process and record said applications and necessary membership data.
- (c) To notify the *Coastal* Editor of the names of new members to be published.
- (d) To disperse extra Panorama copies to new members.
- (e) To greet new members and guests at all CCCR functions.
- (f) To maintain the master list of all Members.
- (g) To distribute the CCCR Roster in conformance with the master roster as maintained above.

Section 2 – At Large Directors

The Board of Directors shall also include the remaining elected Directors who do not fill one of the above positions as at-large directors. These at-large directors shall fill whatever standing committees the president sees fit to appoint.

Coastal Editor

As provided by Article XI, Section 3.

Webmaster

As provided by Article XI, Section 4.

ARTICLE VIII

Special Committees

Section 1 - Appointments

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

Section 2 - Duties and Responsibilities

Special Committee Chairpersons are responsible for a written budget of all anticipated expenses of CCCR funds in connection with their function. Chairpersons shall also submit to the Treasurer a written accounting of all receipts and disbursements related to their function, together with all duly accredited invoices and other supporting documentation as may be required by the Treasurer.

ARTICLE IX

Club Property

Section 1 - Acquisition of Property

CCCR may maintain and acquire certain property for use in its Club functions, upon approval of the Board of Directors.

Section 2 - Use of Property

Such Property shall remain the property of CCCR and may only be used with the prior authorization of the Board of Directors.

ARTICLE X

Obligations and Indebtedness

Section 1 - Authority to Incur Obligations or Indebtedness

Only the Board of Directors or persons authorized by the Board to act on behalf of CCCR shall incur any obligation or indebtedness in the name of CCCR. 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 CCCR by reason of any such corporate obligation or liability.

No Director or any other person authorized to act on behalf of CCCR shall incur any obligation or indebtedness in the name of CCCR in excess of \$100 without prior approval of a majority of the Board of Directors, except for the following purposes:

- (a) Printing, distribution, and postage expenses of the *Coastalaire*.
- (b) Stationary and postage for ordinary administrative use.

Section 2 - Unauthorized Obligations

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

Section 3 - Personal Liability for Unauthorized Indebtedness

The incurring of any obligation or indebtedness in the name of CCCR by any Director or member in contravention of these Bylaws shall be considered beyond the scope of authority of such Director or member. The person or persons responsible for such act or acts shall be personally liable, individually or collectively, to CCCR in an amount equal to the obligations of indebtedness which CCCR may be required to pay. In addition, they are immediately subject to removal from the Board and/or expulsion from CCCR by a 2/3 voter of the current Board.

ARTICLE XI

Official Publications

Section 1 - Name

The name of the official publication of CCCR shall be The *Coastalaire*.

Section 2 - Circulation

The *Coastalaire* shall be published and distributed monthly to each member and to such others as approved by the Board of Directors.

Section 3 - Editor

The editor(s) shall be appointed by the Board of Directors and, unless elected or appointed as a director, shall serve

as a non-voting member(s) of such Board.

Section 4 - The CCCR Web Site and Webmaster

The Webmaster(s) shall be appointed by the Board of Directors and, unless elected or appointed as a director, shall serve as a non-voting member(s) of such Board. The Webmaster(s) shall maintain the CCCR "Home Page" or web site on the Internet and, in conjunction with the *Coastalaire* Editor, periodically update the materials displayed.

Section 5 - Other Communication Forms

It is the responsibility of the CCCR Board of Directors to ensure proper communication of CCCR business between themselves and all CCCR members. To that end, CCCR publishes a monthly newsletter and maintains a website on the internet. These resources and all other forms of communication that may be required should make use of all means available to facilitate interaction to and from the Board and CCCR members. This may include US mail, electronic mail, hard copy paper, or such other means that may become feasible in the future. No wording in these bylaws shall be construed or interpreted to restrict in any way the conduct of official CCCR business/information flow between the CCCR Board and CCCR members.

ARTICLE XII

Amendments to Bylaws

Section 1 - Proposed Amendments

Proposed amendments to these Bylaws may be considered upon either recommendation by not less than four (4) Directors or by a written petition signed by at least twenty-five (25) Active Members in good standing. The Board of Directors shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws.

Section 2 - Approval of Proposed Amendments

- (a) The essence of the proposed amendment(s) shall be printed in the *Coastalaire* together with a statement announcing the availability of the exact wording of such amendment(s). The essence of any emergency amendment proposed shall be printed in the ensuing issue of the *Coastalaire*.
- (b) Within seven (7) days after the distribution of said *Coastalaire*, a uniquely identified ballot shall be sent to each Regular Member. Such ballot shall clearly state the date by which the returned ballot must be postmarked or electronically dated; said date to be approximately fifteen (15) days after the distribution date of the *Coastalaire* containing the essence of the proposed amendment(s). Within fifteen (15) days after the return date, the Secretary and at least two (2) Regular Members appointed by the President shall count, and tally all ballots, and certify the results.
- (c) Amendments to the Bylaws shall be approved by two-thirds of the votes cast.
- (d) As soon as the count has been made, the Secretary shall notify the President of the results. The results shall be read into the minutes of the next meeting of the Board of Directors and published in the ensuing *Coastalaire*.