

**RESTATED BYLAWS OF
PORSCHE CLUB OF AMERICA, SAN DIEGO REGION, INC.
A California Nonprofit Mutual Benefit Corporation**

Article I – Name and Principal Office

1.1 Name – The name of the Club shall be Porsche Club of America, San Diego Region, Inc., a California nonprofit mutual benefit corporation (the “Club”). The Club is a regional chapter of the Porsche Club of America, Inc. (“PCA”). The approved abbreviations of the Club’s name are “PCA-SDR,” “PCASDR,” and “SDR.”

1.2 Principal Office – The Club’s principal office shall be at the residence of the Archivist. The agent for the service of process shall be the Archivist.

Article II – Purposes and Powers

2.1 Purposes – The purposes of the Club shall be to encourage the highest standard of safety and courtesy on the highways, to increase the enjoyment of Porsche ownership by exchanging technical information and participating in such automotive and social events as may be agreeable to the members, and to engage in any other lawful act or activity for which a corporation may be organized under the Nonprofit Mutual Benefit Corporation Law of the State of California.

2.2 Powers – The Club shall be empowered to engage in any lawful activity necessary to carry out its objectives.

2.3 Member Participation – In the interest of maintaining the quality and scope of events, and to ensure that there is a large pool of experienced and qualified volunteers to support Club goals and activities, the Club shall encourage participation by members (especially new members) in events and Club management.

Article III – Membership, Dues, and Privileges

3.1 Requirements – Membership in the Club shall be limited to members of PCA currently assigned by PCA to the San Diego Region. Membership includes all classes of members as defined by PCA.

3.2 Classes of Membership – The Club shall have the following classes of membership: Full, Family and Guest.

a. Full Members– Any member who is registered with PCA (possesses a PCA membership card) as an Active or Life member. They must own, co-own or lease a Porsche, or be a substantial owner in a franchised Porsche dealership or distributorship, be 18 years of age or older, having paid club dues and fees as required. Full members are allowed to vote and hold office. Full members may request either a Family member or a Guest member but not both.

b. Family Members– A Full member may request a member of their family who is 18 years of age or older, to be their Family Member (in lieu of a Guest member). This is a member who is registered with PCA as a Family Active or a Family Life member (possessing a PCA membership card). Family members are allowed to vote and hold office.

c. Guest Members– A Full member may request a person who is 18 years of age or older, irrespective of Porsche ownership, to be their Guest Member (in lieu of a Family member). This is a member who is registered with PCA as an Affiliate member. Additionally, any member who is registered with PCA as an Associate, Family Associate or Honorary member is considered a Guest Member. Associate members, having paid club dues and fees as required, and being 18 years of age or older, are either formerly Active members who cease to own or lease a Porsche or they are employed in a Porsche related business. Family Associate members are requested by Associate members similarly to Family Active members. Guest members, regardless of type, must be in possession of a PCA membership card. Guest members may not vote or hold office.

3.3 Privileges – All Full and Family members shall have full privileges, rights, and duties of membership, including the right to vote and hold office, and all other rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. Guest members shall have all privileges, rights and duties of membership except that they may not vote or hold office.

3.4 Dues – There shall be no dues beyond those for membership in PCA, unless the membership votes otherwise. However, the Club may charge entry fees for events.

3.5 Voter Eligibility – Eligible voters shall include all Full and Family members of the Club whose dues are current. To allow for mail delays, lapsed members whose dues have expired not more than 30 days before the ballot deadline or meeting date shall be considered eligible, as shall prospective members whose applications and dues are received by the Club before ballots or meeting announcements are mailed, even though PCA has not yet acknowledged them.

3.6 Suspension of Membership – By a vote of two-thirds of the entire Board, any member of the Club may be suspended for violations of PCA or Club rules or regulations, or for actions inimical to the general objectives or best interests of PCA or the Club. The Board shall determine the duration of the suspension. Any member suspended by the Club shall have the right to appeal the suspension to PCA in accordance with PCA’s bylaws.

Article IV – Directors

4.1 Board of Directors – The Board of Directors (the “Board”) shall establish policies and see to the proper conduct of the affairs of the Club in compliance with these bylaws. The Board shall consist of seven members known as “Directors,” plus an Advisor.

4.2 Advisor – The immediate Past President shall serve as an advisory member of the Board (the “Advisor”). If the immediate Past President is a Director or is unable to serve, the position will be filled by the most recent Past President who is not a Director and is able to serve. The Advisor shall have no vote except in the case of a tie vote of the Directors present.

4.3 Requirements – All Directors must be Full or Family members of the Club. No two members of the same family or significant others/partners shall serve on the Board at the same time.

4.4 Vacancies – A vacancy on the Board shall be filled from the Full or Family members of the Club by a majority vote of the entire remaining Board, or, at the Board’s option, by vote of the members in a regular or special election called for that purpose.

4.5 Removal – Any Director who commits fraud, misrepresents or fails to disclose material information to the Board, is convicted of a felony, violates PCA or Club rules or regulations, performs any action inimical to the general objectives or best interests of PCA or the Club, or fails to attend three consecutive regularly scheduled Board meetings may be removed by a two-thirds vote of the entire Board. A Director may also be removed by the members, pursuant to the procedures outlined under Special Meetings of the Members.

Article V – Officers

5.1 Officers – The Officers of the Club shall be President, Vice President, Secretary, and Treasurer. The Board shall choose the Officers from among its Directors, as described under Elections.

5.2 President – The President shall be the principal executive officer of the Club. With support and assistance of the other Directors, the President shall be responsible for implementing the policies established by the Board.

5.3 Vice President – The Vice President shall assume the duties of the President in the absence of the President, and shall undertake such other duties as the President may assign.

5.4 Secretary – The Secretary shall be responsible for recording minutes of the Board’s business meetings and for conducting the Club’s correspondence.

5.5 Treasurer – The Treasurer shall be the custodian of the Club’s funds, shall manage all receipts and disbursements, and shall maintain all necessary records in connection therewith. The Board shall establish limits and safeguards to ensure fiscal integrity. The Treasurer will present a financial report at each regularly scheduled Board meeting.

5.6 Presiding Officer – The President shall preside over all Board meetings. In the absence of the President, the Vice President, Secretary, or Treasurer shall preside, in that order.

5.7 Removal from Office – Any Officer may be removed from office by a vote with the approval of at least four Directors. Officers so removed shall retain their positions as Directors.

5.8 Vacancies – A vacancy among the Officers shall be filled by majority vote of the Board.

Article VI – Committees and Appointments

6.1 Committees – The President shall appoint an Archivist and a Membership Chair, and may create, make appointments to, and abolish such other committees as may be expedient to further the Club’s objectives. All such actions shall require approval by a vote of the Board.

6.2 Transition – All committee appointments made by the Board shall normally expire when the Board transfers authority to its successor. However, the incoming Board may continue existing committee appointments as deemed necessary to ensure a smooth transition and provide continuity for Club events.

6.3 Eligibility – With Board approval, any member of the Club is eligible to serve on committees.

6.4 Archivist – The Archivist shall act as custodian of Club records, including but not limited to financial records, treasurer’s reports, minutes of all Board meetings and Special Meetings of the Members, articles of incorporation, bylaws, designation of agent for service of process, designation of principal place of business, tax returns and statements, annual reports, insurance waivers, general correspondence, and other records necessary to run the Club. Minutes shall be kept in written form; other books and records may be kept in any form capable of being converted into written form.

6.5 Membership Chair – The Membership Chair shall maintain a roster of the Club’s members, and shall prepare lists as necessary to distribute the Club’s newsletter, ballots, and other member communications.

Article VII – Elections

7.1 Terms – Directors shall be elected by the members for two-year terms. Terms shall commence at the regular December meeting of the Board.

7.2 Number Elected – Elections held in odd-numbered years shall be for three Directors; elections held in even-numbered years shall be for four Directors. Additional Directors may be selected to fill vacancies.

7.3 Nominating Committee – On or before June 1 of each year, the President shall appoint a Nominating Committee consisting of at least three Full or Family members, at least one of whom shall be a Director. The President, Secretary, and Membership Chair may not serve on the Nominating Committee. The Nominating Committee shall submit a slate of nominees for the Board not later than August 1, together with the nominees’ statements of qualifications. It is recommended that there be at least two candidates for each vacancy to be filled. Members of the Nominating Committee may not run for office.

7.4 Self-Nomination – Full and Family members may nominate themselves for the Board by presenting written requests to the Nominating Committee before the Nominating Committee presents its slate. Self-nominated candidates will appear on the ballot along with selections of the Nominating Committee.

7.5 Ballots – Directors shall be chosen by ballot at an election held during the month of September of each year. The Nominating Committee shall prepare and disseminate the ballots. All ballots will note the deadline and the place to return completed ballots. Ballots must be sent to the members at least two weeks before ballot deadlines.

7.6 Voting – Each voting member may vote for as many candidates as there are Directors to be elected. No member may cast more than one vote for any candidate. Only ballots received at the specified destination by the specified deadline will be counted. Ballots cast for more than the allowed number of candidates will not be counted.

7.7 Ballot Tabulation – The President, Secretary, and Membership Chair (the “Tabulating Committee”) shall tabulate the ballots. If the President, Secretary, or Membership Chair appears on the ballot, the President shall name an alternate person to replace the candidate on the Tabulating Committee. Replacements may not be members of the Nominating Committee nor appear on the ballot. To ensure the integrity and privacy of the ballot count, no other members shall be present during tabulation.

7.8 Results – The candidates receiving the most votes shall be deemed elected, up to the number of Directors to be elected. In the event of a tie, the result shall be resolved by lot. The President shall announce the names of the elected candidates by September 30, and shall read the names of the elected candidates and the number of ballots cast into the minutes of the October meeting of the Board. Individual vote totals shall not be disclosed to members outside the Tabulating Committee. Ballots shall be retained by the Tabulating Committee until the first regularly scheduled meeting of the new Board.

7.9 Incoming Board – The incoming Board may meet informally at any time following its election and prior to commencement of its term to discuss Club business, including the selection of Officers and committee chairpersons, financial affairs, event scheduling, and all other matters deemed necessary by the Board for implementation upon assumption of office. However, until their term commences, the incoming Board shall not be authorized to spend or commit Club funds without approval of the outgoing Board.

7.10 Transition of Power – The outgoing board will convene the December Board meeting and conduct business necessary to conclude its term. The outgoing Board shall then transfer authority to the incoming Board and adjourn their meeting. The incoming Board shall call their first official meeting to order, formally designate Officers and the Advisor for the coming year, and conduct whatever other business it deems appropriate, including appointments of committees and chairs.

Article VIII – Meetings of the Board

8.1 Regular Meetings – The Board shall meet regularly once each month. Notice of regular monthly Board meetings will appear each month in the Club newsletter. All members are eligible to attend.

8.2 Special Meetings – The President or a majority of the Board may convene such other meetings as they consider desirable, provided that all Directors are given 48 hours notice of the meeting and its purpose. The Board may conduct any business consistent with the purpose for which the meeting was called. Any action taken at a special meeting shall have the same effect as if taken at a regular meeting.

8.3 Quorum – No Club business may be conducted at any Board meeting unless a quorum is present. A quorum shall consist of a simple majority of the Directors.

8.4 Decisions While Meeting – Any measure before the Board may be passed by a majority of those present and voting unless otherwise required by these bylaws. In the event of a tie vote of the Directors, the Advisor may cast the deciding vote.

8.5 Proxies and Conferencing – Voting by proxy is not permitted. However, Directors may attend by electronic conference, provided that all may hear the comments of all others.

8.6 Member Participation – Any member who has business to bring before a regular meeting of the Board may address the meeting, provided that prior notice is given to the President concerning the nature of the business to be presented.

8.7 Conflict of Interest – No Director shall engage in any transaction that could create a conflict of interest with the Club without specific approval of the Board. Directors shall disclose to the Board any potential conflict between their personal interests and the Club's. No Director shall vote on any matter in which he has a material financial interest.

8.8 Decisions Without Meeting – When unable to meet, the Board may approve measures by telephone or other means, provided that all Directors unanimously approve the measures and subsequently sign the minutes documenting the decision.

8.9 Minutes – The minutes of all regular and special meetings shall be recorded, and the full minutes or a summary shall be published in the Club's newsletter. After approval by the Board, the Secretary shall sign a copy of the minutes of each meeting and submit it to the Archivist.

Article IX – Special Meetings of the Members

9.1 Calling Meetings – Special Meetings of the Members may be called by the President, by the Board, or by petition signed by at least 3% of the eligible voters as of the date the petition is submitted, stating the purpose of the meeting. Within 20 days after receipt of a valid petition, the Board shall designate a date, time, and place for the Special Meeting. The designated date for the Special Meeting of the Members shall be no more than 90 days after receipt of the petition.

9.2 Notice – Notice of any Special Meeting of the Members shall be published in the Club's newsletter and sent to all eligible voters at least 20 days before the meeting date. Publication in the Club's newsletter shall be deemed adequate notice to all eligible voters. The notice shall state the date, time, place, and purpose of such meeting.

9.3 Presiding Officer – The members present shall select a Chairman to preside over the meeting. The Chairman shall appoint a Recorder to take minutes of the meeting, which shall be submitted to the Secretary for publication and archiving.

9.4 Attendance – Directors and Officers are not required to attend any Special Meeting of the Members. However, no Club member, including Directors and Officers, shall be prohibited from attending any Special Meeting of the Members. All eligible voters present shall sign an attendance list and include their PCA membership numbers in order to permit validation of quorum requirements.

9.5 Quorum and Decision Making – A quorum at any Special Meeting of the Members shall consist of 5% of the eligible voters as of the date of the meeting. A Special Meeting of the Members may conduct any business consistent with the purpose for which the meeting was called, and may pass any action by a majority vote of the eligible voters present. If no quorum is present, the members in attendance at any meeting may submit informal resolutions or other results of the meeting to the Board. However, in the absence of a quorum, no vote or resolution taken at the meeting shall have any binding effect on the Board or Club.

9.6 Ratification – If a Special Meeting of the Members is attended by at least one-third of the eligible voters of the Club as of the date of the meeting, any action taken at the meeting shall be effective without further ratification. If less than one-third of the eligible voters are present but a quorum is established, any action taken at the meeting shall be subject to ratification by the Board or the membership of the Club.

a. Ratification by Board – The Board shall vote on any action of a Special Meeting at or before its next regularly scheduled Board meeting. If the Board fails to ratify the action by a majority vote, the matter shall be submitted to the members for ratification. No ratification by the membership shall be required if the Board ratifies the action.

b. Ratification by Members – If the Board does not ratify the action of a Special Meeting, or if the Board fails to vote on the action at or before its next regularly scheduled Board meeting, the action shall be submitted to the members for ratification by ballot. Ballots for ratification shall be sent to all eligible voters no later than 90 days after the Board receives written notice of any action taken at a Special Meeting of the Members. The ballots shall state the deadline for return of completed ballots, and the place where the ballots are to be returned. Ballots shall be sent to all eligible voters no later than two weeks prior to the designated deadline for return. A majority of the ballots cast shall be required to ratify any action taken at a Special Meeting of the Members. The election shall be supervised by a committee comprising the Chairman of the Special Meeting of the Members, a Director chosen by the Board, and the Membership Chair.

Article X – Fiscal Matters

10.1 Fiscal Year – The Club's fiscal year shall be the calendar year.

10.2 Annual Report – Within 120 days after the end of the Club's fiscal year, the Board shall cause an annual report to be prepared, which shall include a balance sheet as of the end of the fiscal year, an income statement for the fiscal year, a statement of changes in financial position for the fiscal year, and either an independent accountant's report or a statement that the reports were prepared without audit from the Club's books and records. The report will also state where the names and addresses of current members are located. The Club shall notify each member of the member's right to receive a copy of the report, and, on written request by an eligible voter, shall promptly cause the most recent annual report to be sent to the requesting member.

10.3 Compensation – Directors and members of committees will serve without compensation for their services, but may be reimbursed for expenses incurred on behalf of the Club, as may be fixed or determined by the Board.

10.4 Authorized Obligations – Obligations or indebtedness in the name of the Club, including committee or event expenses, shall be incurred only for the general benefit of the Club, and only with the authorization of the Board.

10.5 Indemnification – The Club will hold any member harmless from any civil liability for any action taken by the member on behalf of the Club with the express or implied permission of the Board, provided that the action meets the standards of conduct set forth in Corporations code section 7237. The Club will further assist and defend said member from any civil action instituted against the member and/or the Club resulting from said member's authorized action, including but not limited to, reimbursing such member for attorneys' fees and court costs.

10.6 Work Product – The Club shall be authorized to use, publish, or distribute any products created by Club members on behalf of the Club or submitted to the Club for publication unless other conditions are approved by the Board. Usage by the Club of submitted material does not preclude continued private or public use of the material by its creator.

10.7 Disposition of Assets – In the event of dissolution of the Club, the assets remaining after the settlement of all Club debts and other obligations shall be distributed equally to all members considered to be Active, Life or Associate members by PCA.

Article XI – Communications

11.1 Mailings – The Club's newsletter, *The Windblown Witness*, and other materials mailed by the Club, including election materials and ballots, where appropriate, shall be mailed to those considered to be Active, Life, Associate or Honorary members by PCA. Family and Affiliate members will receive their materials at the address of their related Active, Life or Associate member. Publication in *The Windblown Witness* shall be deemed due notice except as otherwise required by law.

11.2 Other Communications – Additional communications to the members may be sent by mail or electronic means, as the Board may choose.

11.3 Board Oversight – All Club communications with members shall be in accordance with the Board's guidance and directives.

11.4 Address of Record – All mailed communications will be sent to the Active, Life, Associate or Honorary member's address currently on file with PCA. Members are responsible for ensuring that their address records are current.

11.5 Ballot Information – Whenever any measure is submitted to the members by ballot, the Board shall attempt to find qualified members to prepare position statements supporting and opposing the measure. Candidates for Board seats shall be encouraged to submit statements of their qualifications. Position statements and candidate statements shall be distributed prior to and/or together with ballots.

11.6 Club Sanction – No activities shall be conducted in the Club's name without prior approval by the Board.

Article XII – Amendment of Bylaws

12.1 Amendments – Amendments to these bylaws may be proposed by the Board at any regular or special meeting, or by a majority vote of eligible voters present at a Special Meeting of the Members where a quorum is present.

12.2 Voting – Amendments proposed by the Board shall be voted on in conjunction with the regularly scheduled election for the Board of Directors, unless the Board deems it necessary to hold a special vote sooner. Amendments proposed by the members shall be ratified under the provisions described for Special Meetings of the Members, Ratification by Members. The affirmative vote of a majority of eligible members voting shall be required for approval of any amendment to these bylaws.

12.3 Publication – The Board shall cause the proposed amendments to be published in the newsletter at least 45 days before the ballot deadline.

12.4 Effective Date – Unless otherwise specified in the proposal to amend, any amendment shall take effect on January 1 following its ratification.

Article XIII – Governing Law

13.1 Governing Law – Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these bylaws.

Adopted December 2002

Amended September 2008

Amended January 2016