

Bylaws

Porsche Club of America Chicago Region, Incorporated

Updated Monday, August 28 2023

ARTICLE I: Name and Headquarters

The name of the club shall be "Porsche Club of America/Chicago Region, Incorporated." (Hereinafter, the Club) For purposes of incorporation within the State of Illinois, its principal office shall be at the residence of one of its duly elected officers (as designated by the Board of Directors). This Region shall consist of those counties so designated by the National Porsche Club of America and accepted by the Board of Directors and Officers of the Chicago Region.

ARTICLE II: Objectives

The general objectives of the Club, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

1. The highest standards of motor vehicle maintenance, driving courtesy and safety on the roads.
2. The enjoyment and sharing of goodwill and fellowship engendered by owning a Porsche and engaging in such social, educational, or other events as may be agreeable to the membership.
3. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
4. 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.
5. The interchange of ideas and suggestions with other Porsche Clubs and other interested parties throughout the world and in such cooperation as may be desirable.
6. The establishment of such mutually cooperative relationships with other car clubs as may be desirable.
7. The preservation of the independence of the Porsche Club of America (PCA) and the Chicago Region, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned to the Club in interest or purpose. In furtherance of this goal, the Porsche Club of America - Chicago Region is and shall remain a totally member - driven and primarily member-financed independent entity allowing neither inappropriate nor undue influence, financial or material, from outside its domain, owing allegiance only to its members.

ARTICLE III: Powers and Badge

Section 1 – Powers

The Club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of the Club as set forth in the Certificate of Incorporation, issued under the statutes of the State of Illinois and in these Bylaws.

Section 2 – Badge

The badge of the Club shall be:



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

ARTICLE IV: Policy

1. The Club shall be politically non-partisan.
2. The Club is empowered to do all things and conduct all business, not for profit, necessary to carry out the general purposes set forth in the Certification of Incorporation and in these Bylaws.
3. See article on obligation and indebtedness.
4. It shall be the official policy of the Club that no one will be discriminated against or denied membership because of their sex, race or religious creed.

ARTICLE V: Memberships, Dues, and Fees

Section 1 – Membership

Membership in the Club shall be restricted to owners, lessees, or co-owners of Porsches who are 18 years of age or older, and to such other persons interested in the Club and its objectives as provided in Section 2 (B), (C), and (D) of this Article. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designated as a Porsche automobile by Porsche, Porsche AG or its successor, which is powered by an engine which is, basically, one which was installed in such bodies by the manufacturer of such automobiles, although not necessarily in the body concerned.

Section 2 – Classes of Membership

- A. **ACTIVE** – Any owner, lessee or co-owner of a Porsche acceptable to a Regional Club, who is 18 years of age or older, having paid Club dues and fees as required.

- B. **FAMILY-ACTIVE** - An individual requested by an active member as his or her family-active member, restricted to persons 18 years of age or older, whether otherwise qualified for active membership by ownership of a Porsche or not.
- C. **ASSOCIATE** – Any active member who ceases to own, lease or co-own a Porsche while in good standing, or any person, employed by a Porsche-oriented business, interested in the Club and its objectives having paid Club dues and fees as required. A person of the associate member's family who has been a family-active member as in (B) above, may continue as a family-associate member similarly.
- D. **AFFILIATE MEMBER** – A person, 18 years of age or older, named by the active member at the time of joining or at any renewal of membership in lieu of a family-active member.

Section 3 – National and Regional Club Membership

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

Section 4 – Membership Application

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

Section 5 – Dues

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

Section 6 – Membership Year

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

Section 7 – Privileges

Members, including family-active members, in good standing shall be entitled to all the privileges of the Club, except that associate members and affiliate members shall be entitled neither to vote nor hold elective office, and except further that family-active members, affiliate members, and family-associate members shall not be entitled to receive any duplication of any Club mailing to the active member. Ballots will be mailed (or, if electronic means shall have been approved in accordance with these Bylaws, then by electronic means, or combination thereof), 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 Club office. The active and family-active member may cast only one vote each in any election or referendum.

Section 8 – Suspension

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

Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard, in person or through a representative, by the PCA National Board of Directors or a committee appointed by the National Executive Council for the purpose, concerning the alleged misconduct. To be considered valid, an appeal must be made in writing within 45 days of the written suspension notification. If the suspension was not for a stated length of time and no written appeal is tendered, the member is automatically expelled from PCA at the end of the 45-day appeal window. In the event of an appeal, the National Board of Directors may thereafter continue the suspension for a definite time, lift the suspension, or expel the member, and its decision shall be final. Suspensions of active and associate members are also applicable to family active, family associate and affiliate members.

Section 9 – Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Regional Club or to the Executive Director of the National Office. The recipient shall inform the other of the resignation. The member's resignation shall become effective upon receipt and all Club privileges shall terminate as of that date. Resignation of an active member likewise terminates membership of his/her family or affiliate member. An active member may terminate the membership of their family-active or affiliate member named by written notification to the Executive Director of the National Office.

Section 10 – Transfers

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

Section 11 – Termination/Changes

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

ARTICLE VI: Elected Officers

Section 1 – Elected Officers

The elected officers of the Club shall be the Executive Council, consisting of the President, Vice President, Secretary, Treasurer, and Past President. Their terms of office shall be two years and shall end on December 31. No officer shall serve in the same office more than two consecutive terms.

In addition to the Executive Council, the Elected Officers shall also include five Directors. Their terms of service shall be two years with terms staggered so no more than three directors are up for election at any one time.

No officer may continue in office if the officer moves the officer's residence beyond the borders of the Club as set forth by the National Office.

Section 2 – Eligibility

Only active members and family-active members, in good standing, shall be eligible to be nominated for elective Club office.

ARTICLE VII: Elected Officers/Board of Directors

Section 1 – Elected Officers

The President, Vice President, Secretary, Treasurer, and Five Directors shall constitute the Elected Officers in which the administration of the Club shall be vested. They shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of the committees, and shall ensure compliance with these Bylaws. All decisions of the Elected Officers shall be by a majority vote unless otherwise provided in these Bylaws.

Section 2 – Board of Directors

The Elected Officers and last Past President continuing to be an active or family-active member of the Club shall constitute the Board of Directors of the Club. It shall be the responsibility of the Board of Directors to determine all matters of Club policy. The Board of Directors shall ensure the proper conduct of the governance of the Club and compliance with these Bylaws. All decisions of the Board of Directors involving major policy considerations shall be arrived at by mail, telephonic or electronic canvass of the entire Board, to the fullest extent permitted by law. All decisions of the Board of Directors at any called meeting or canvas of the Board shall be by a majority of the votes cast by those members present, to the fullest extent permitted by law.

At any meeting of the Board of Directors, representation of a simple majority of those Board members shall constitute a quorum.

ARTICLE VIII: Duties of Officers

Section 1 – Duties of President

The President shall preside at all meetings of the Board of Directors and shall perform the duties usually pertaining to the President's office. The President shall call at least 11 meetings of the Board of Directors per calendar year. The President may call meetings of the Board of Directors as the President may see fit and shall call such a meeting at the request of any 3 members of the Elected Officers. The President shall cause to be published in the Club's official publication a semi-annual report on the status of the Club, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Club.

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

Section 2 – Duties of the Vice President

The Vice President shall assist the President in the conduct of the administrative affairs of the Club and perform such other duties as may be assigned to the Vice President by the President. In the absence of the President, the Vice President shall preside, and act as President. In case of the President's death, resignation or disqualification, the Vice President shall become President.

Section 3 – Duties of the Secretary

The Secretary shall attend all meetings of the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast thereat. The Secretary shall cause to be published in the Club's official publication notices of proposed and adopted amendments to these Bylaws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of or cause to be

kept the Club's National Charter and all non-financial records at all times. The Secretary shall perform all duties appertaining to the Secretary's office required by law.

Section 4 – Duties of the Treasurer

The Treasurer shall have responsibility for all monies, debts, obligations, and assets belonging to the Club. The Treasurer shall cause all monies of the Club to be deposited in the Club accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Club assets and of all payments of Club debts and obligations. The Treasurer shall ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall cause to be published in the Club's official publication a full and correct report semiannually on the financial status of the Club. The Treasurer shall also give a full and correct report on the financial status of the Club at any meeting of the Board of Directors. The Treasurer shall cause to be maintained books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets, and liabilities of the Club. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer or by such other person(s) as designated by the Board of Directors, and who is (are) overseen by the Treasurer. The Treasurer shall submit the Treasurer's books of account and records to a certified public accountant, at Club expense, at the close of the fiscal year as directed by the Board of Directors. The Treasurer shall have custody or cause to be kept the financial records of the Club.

Section 5 – Duties of the Past President

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

Section 6 – Duties of Directors

The Directors shall have the responsibility to serve as a voting member of the Board of Directors with other duties being assigned by the President.

Section 7 – Vacancies / Interim Appointments

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

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

The Board of Directors may declare vacant the seat of any Board of Director member who is absent from three (3) consecutive meetings of the Elected Officers without reasonable cause or report submission.

Section 8 – Financial Accounts

The Board of Directors will specify a minimum of one additional member of the Executive Council other than the Treasurer as signature authority on the Club's accounts.

ARTICLE IX: STANDING COMMITTEES and SPECIAL COMMITTEES

Section 1 - Appointment of Standing Committee Chairs

Standing Committee Chairs are appointed by a majority vote of the Board of Directors and may, in like manner, be dismissed by the majority vote of same, except that a unanimous vote of the Board of Directors shall be required for the appointment of the chair and members of the Nominating Committee and for their dismissal or replacement.

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

Section 2 – Number

There shall be 19 standing committees of the Club, as follows:

1. Autocross
2. Timing and Scoring
3. Blackhawk Farms DE
4. Autobahn DE
5. Gingerman DE
6. Road America DE and Club Race
7. Safety
8. Tech
9. Concours
10. Rallye
11. Driving Tours
12. Insurance
13. Social
14. Membership
15. Sponsorship
16. The Scene
17. Social Media
18. Website
19. Club History

Section 3 – Standing Committee Members

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

Section 4 – Duties and Responsibilities

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

Section 5 – Special Committees

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

Section 6 - Term

Standing Committee Chair and member terms are from January 1 to December 31 of each year. They will automatically renew each year up to a term limit of ten years, or unless terminated by a majority vote of the Board of Directors. The Board of Directors, at its discretion, may extend the term limit for a specific Standing Committee Chair or member if no suitable replacement is available.

Existing Standing Committee Chairs on the date of ratification of these bylaws that have been in those positions for five or more years shall have a term limit of the number of years they have been in the role plus five years.

ARTICLE X: ELECTION OF OFFICERS

Section 1 – Nominating Committee

The Nominating Committee shall be appointed and approved unanimously by the Board of Directors annually during the regularly scheduled Board meeting in August. The Nominating Committee Chair must be a voting member of the Club. No member of the Nominating Committee may be elected to an office in the same year in which he or she serves on the Nominating Committee. The Nominating Committee is responsible for nominating a slate of officers to serve in the following term. Not later than the first Wednesday in September of each election year, the Nominating Committee shall recommend to the Board of Directors at least one, preferably two, or more candidates for each Elected Officer position whose term is expiring.

Section 2 – Nominations by the Members

Active and family-active members in good standing may nominate candidates for each office at any time. Such nominations must be submitted to the Nominating Committee not later than the first Wednesday in September of each year to be placed on the ballot for the current election cycle and must be signed by at least 25 members in good standing.

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

Section 3 – Notice of Elections

Election shall be by ballots published in a variety of media (including the Club's website, newsletter and/or email) no later than the second Monday of October.

Section 4 – Ballots

All ballots must be signed by the voting member and received by the Nominating Committee Chair via U.S. Mail, common carrier, or electronically, no later than the Thursday before the next regularly scheduled board meeting, normally the first Wednesday of November. A member shall be entitled to only one vote regardless of multiple memberships.

The ballot shall contain:

- Names of the nominees
- Instructions to vote for no more than one candidate for each Officer position.
- Space for voting for the ACTIVE member's vote and the FAMILY-ACTIVE member's vote.
- Space provided for write-in votes.

- Space provided for the signature of each voting member, their individual membership number, and their email address (if appropriate).
- A statement noting the calendar date deadline for the receipt of ballots.

Ballots may be mailed or sent electronically.

Section 5 – Tellers

After the deadline for receipt of the ballots, the Nominating Committee shall then count the ballots and report the results to the Board of Directors at the regularly scheduled November Board Meeting.

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

Written protests shall be directed to the Board of Directors within 15 days of the results being announced. The Board of Directors have 15 days to hear the objection and determine a resolution. The Board of Directors' decision will be final.

Section 6 – Notice of Election Results

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

Section 7 – Duties of Newly Elected Officials

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

ARTICLE XI: FISCAL YEAR

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

ARTICLE XII: OBLIGATIONS AND INDEBTEDNESS

Section 1 – Authority to Incur Obligations or Indebtedness

Only persons authorized by the Board of Directors to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred as corporate obligations. No personal liability whatsoever shall attach to or be incurred by any member or officer of the Club by reason of any such corporate obligation or liability.

No elected officer or any other person authorized to act on behalf of the Club shall incur any obligations or indebtedness in the name of the Club in excess of the sum of \$500 without prior approval of a majority of the Board of Directors, for standing operating expenses (such as that are within the Club's approved budget).

Section 2 – Unauthorized Obligations

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

Section 3 – Personal Liability for Unauthorized Obligation

The incurring of any obligation or indebtedness in the name of the Club by any elected Officer or member in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such act or acts shall be personally liable individually and collectively, to the Club in an amount equal to the obligations or indebtedness which the Club may be required to pay.

Section 4 – Conflict of Interest

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

Section 5 – Financial Oversight

All Committee Chairs, Special Appointees and individual members of the Board of Directors shall prepare and submit annual budgets to the Treasurer for collective review and approval by the Elected Officers.

The Treasurer shall submit and the Board of Directors shall internally review and audit quarterly reports on the Club's finances.

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

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

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

ARTICLE XIII: MEETINGS

Section 1 – Board of Director Meetings

Meetings of the Board of Directors may be called at any time, but at least 11 times per year, by the President or a majority of the Board of Directors. Each Board Member shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A simple majority of the Board of Directors is required to pass an issue being voted on, with a quorum of Board Members in attendance.

Meetings may be held in person, via telephone, or via electronic video conferencing.

Guests

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

Section 2 – Quorum

A simple majority of the voting members of the Board of Directors shall constitute a quorum.

Section 3 – Votes by Proxy

Proxy votes are not allowed on behalf of board members at Board of Director Meetings.

Section 4 – Club General Membership Meetings

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

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

Voting

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

Conduct of Meetings

The President, or in his/her absence the Vice President, shall preside at all meetings and will manage the agenda, discussion, and voting.

Guests

Guests shall be permitted at all general membership meetings unless a closed meeting is declared by a majority vote of the Board.

ARTICLE XIV: OFFICIAL PUBLICATION

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

ARTICLE XV: DISPOSITION OF SURPLUS FUNDS

Upon dissolution or liquidation of the Porsche Club of America/Chicago Region, Inc., the Board of Directors of the Club shall dispose of all remaining assets of the Club after paying or making provision for the payment of all of the liabilities of the Club (except any assets held upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Club by transferring such assets to such organization or organizations qualified as a tax-exempt organization(s) described in Section 501(c)(3) of the Internal Revenue Code as the Board of Directors of the Club shall determine. Any of such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Club is then located, exclusively for the purposes of the Club in such manner, or to such tax-exempt organization(s) described in Section 501(c)(3) of the Internal Revenue Code as said court shall determine.

ARTICLE XVI: AMENDMENT OF BYLAWS

Section 1 – Review

Bylaws will be reviewed annually by the Board of Directors in January.

Section 2 – Amendment of Bylaws

Proposed amendments to these Bylaws may be considered upon either recommendation by a majority of the Board of Directors or by written petition signed by at least twenty-five (25) active or family-active members in good standing. The Secretary shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws.

Section 3 – Approval of Proposed Amendments

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

Section 4 – Ballots

Voting upon amendment(s) to the Bylaws shall be by ballot. Ballots will include space for providing the signature of each active and family-active voting member, their membership number, and their email address (if appropriate). Ballots cast in accordance with procedures adopted under this Article XV shall be valid, and all other ballots shall be invalid.

Amendment(s) to these Bylaws shall be approved by a majority of the votes cast by the voting membership. A 5 percent quorum of the voting membership in ballots must be received if the amendment(s) are to be passed. Members, if they so choose, may vote by mail or electronically, subject to submission deadlines and directions communicated in the official publication of the Club or on the Club's website at the time of publication of the proposed amendment(s).

Section 5 – Tellers

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

Section 6 – Notice of Vote or Referendum Results

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