

Amended and Restated Bylaws of the Connecticut Valley Region/Porsche Club of America Inc.

Sept 13, 2011

Amended:

November 15, 1987

November 23, 1996

January 2001

Sept 13, 2011

ARTICLE 1: NAME AND PURPOSE OF THE CLUB

Section 1 Name

The Club is a Connecticut corporation and shall be known informally as the Connecticut Valley Region-Porsche Club of America, hereinafter referred to as “the Club” or “CVR”.

Section 2 Principal Office

The principal office of the Club shall be located at the residence of its duly elected President or at the residence of his or her predecessor.

Section 3 Territory

The Club's territory shall include Hartford, New Haven, Tolland, Windham, Middlesex, Litchfield, Fairfield, and New London Counties of the State of Connecticut, and Hampden and Hampshire Counties of the Commonwealth of Massachusetts, or as otherwise determined by Porsche Club of America, Inc. (hereinafter “National”).

Section 4 General Objectives

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

- A. The highest standards of courtesy and safety on the road.
- B. The enjoyment and sharing of good will 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 marque by sharing and exchanging technical information.
- D. The establishment and maintenance of mutually beneficial relationships with the Porsche factory, Porsche dealers, and other service sources to the end that the marque will prosper and continue to enjoy its unique leadership and position on road and track.
- E. The interchange of ideas and suggestions with other Porsche clubs throughout the world and in such cooperation as may be desirable.

- F. The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.
- G. The support and promotion of worthy charitable and civic causes.

ARTICLE 2: POLICY AND POWERS

Section 1 Policy

- A. The Club shall be politically non-partisan.
- B. The Club has a separate statement of policies and procedures (the “Policies and Procedures”) which are binding on the conduct of Club affairs in the same manner as these Bylaws.

Section 2 Powers

- A. 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 certificate of incorporation and in the Bylaws.
- B. All obligations incurred by the Club are incurred solely as corporate obligations. No personal liability whatsoever shall be attached to or be incurred by any member or officer of the Club by reason of any corporate obligation or liability.

ARTICLE 3: MEMBERSHIP, DUES, AND PRIVILEGES

Section 1 Members

Membership eligibility, classes and attributes shall be as set forth in Article IV of the National Bylaws as same may be amended from time to time.

Section 2 Annual Dues

No dues other than those paid to the Porsche Club of America, Inc. are to be levied on the members.

Section 3 Privileges

Members in good standing, including associate, family, and affiliate members, shall be entitled to all of the privileges, including voting in Club elections,. All such Members may hold appointive and elective offices.

Section 4 Expulsion

Membership will automatically lapse for expulsion by, or non-payment of dues to, National.

Section 5 Suspension

Any member may be provisionally suspended by a two-thirds vote of the Board of Directors of the Club for violation of National or Club rules and regulations or for other action inimical to the general objectives or best interests of the Club. Any such suspension shall be referred to National pursuant to Article VI, Section 8 of the National Bylaws as same may be amended from time to time. A member who is suspended by National shall be concurrently suspended from the Club. Upon suspension, the member shall be given a reasonable opportunity to be heard by the Board of Directors who may thereafter, continue or (subject to any contrary determination by National) terminate the suspension.

ARTICLE 4: MANAGEMENT, OFFICERS, AND DIRECTORS

Section 1 Management

The Connecticut Valley Region-PCA shall be managed by its Board of Directors; the Board of Directors shall be composed of the principal officers and the chairpersons of its standing committees.

Section 2 Principal Officers

The elected officers of the Club shall be a President, Executive Vice President, one or more programs Vice Presidents, Secretary, Treasurer, Assistant Treasurer/ Drivers Education Registrar and Assistant Treasurer/ Club Race Registrar. Their terms shall be two years, ending on December 31. The number, duties and authority of programs Vice President positions shall be determined by the Board of Directors.

Section 3 Board of Directors

The Board of Directors, consisting of the officers and chairpersons of the standing committees shall consist of not fewer than five members who shall determine all matters of Club policy in a manner consistent with these Bylaws and the Policies and Procedures, insure the proper conduct of the administrative affairs of the Club by the officers, the fulfillment of duties by the officers, and compliance with these Bylaws and the Policies and Procedures. Each officer and each standing committee chairperson shall have one vote. Chairpersons of other committees may vote on matters before the Board at the discretion of the Board of Directors.

Section 4 Duties of the President

The President or the President's designee shall preside at all meetings of the members and the Board of Directors and perform all duties pertaining to the office. The President shall have the power to appoint and remove the chairpersons of the committees. The President shall have the power to choose the location of Board meetings, subject to concurrence of the Board.

Section 5 Duties of the Vice President(s)

The Executive Vice President(s) shall perform the duties of the President in the absence of the President. The Program Vice Presidents shall assist the President in performing such duties as may be assigned to them by the President.

Section 6 Duties of the Secretary

The Secretary (or in instances in which the Secretary is unable to attend, a designee of the President) shall attend all meetings of the members and Board of Directors and shall record full and complete minutes of the proceedings and all votes. The Secretary shall submit periodic reports to the Secretary of State and make such other filings as are required by law, and perform such other duties incidental to this office as required by these Bylaws. The Secretary shall have custody of the Club records for the current and preceding years. The Secretary will also handle all Club insurance matters with the appropriate agents.

Section 7 Duties of the Treasurer

The Treasurer shall have custody of all monies, accounts, deposits, debts, obligations, and assets belonging to the Club and shall file federal and state tax returns on behalf of the Club as required by law. The Treasurer shall receive all monies of the Club and deposit them to the Club account in the financial institutions selected by the Board of Directors. The Treasurer shall have direct control and supervision over the Club's assets, and of payment of the Club's debts and obligations.

The Treasurer shall provide a fidelity bond, at the Club's expense, in a form and amount satisfactory to the Board of Directors.

The Treasurer shall give a report of the financial status of the Club at the annual meeting, and at any meeting of the Board of Directors when requested to do so by the presiding officer. The Treasurer shall, annually or as otherwise requested, provide a detailed report of the financial activities and status of the Club to the Board of Directors or a financial review committee as established by the Board of Directors.

ARTICLE 5: COMMITTEES

Section 1 Standing Committees

There shall be standing committees as follows: A. Program; B. Membership; C. Rally; D. Driver Education; E. Autocross; F. Safety; G. Concours; H. *Challenge*; I. Emporium; J. Technical; K. Past President; L. Historian; M. Special Events; N. Tours; O. Club Race; P. Website; Q. Community Service; R. Trophy.

Section 2 Committee Changes

Committees may be created or eliminated by a two-thirds vote of the Board of Directors.

Section 3 Committee Chairpersons and Members

The Board of Directors, Nominating Committee, and the officers (and officer nominees or officers-elect, if any) shall cooperate to recruit the committee chairpersons and committee members and make recommendations of appointment to the President.

ARTICLE 6: ELECTION OF OFFICERS

Section 1 Nominating Committee

A nominating committee, which will select candidates for each elected office, shall be appointed by the President. Notification of the formation of a nominating committee shall be announced in *Challenge* and on the Club website at least three (3) months before the election. The names of the nominating committee members shall be announced in *Challenge* and on the Club website at least two (2) months prior to the election. The report of the nominating committee setting forth the slate of nominees shall be published in *Challenge* and on the Club website at least thirty (30) days before the election. In addition, any member may place in nomination the name of one or more candidate if sponsored by twenty-five (25) members, provided such nomination, properly executed, is received by the nominating committee at least 60 days before the election.

Section 2 Election and Removal of Officers

- A. The election of the officers shall be at the Annual Meeting, by a majority vote of the members present.
- B. Removal From Office - Should a principal officer be deemed by one or more other principal officers to be improperly fulfilling the responsibilities of office, not following the Region's statement of Policies and Procedures, and/or having engaged in conduct not becoming an officer of the Club, such officers may bring a motion to dismiss before the Board. Such motion will carry with a two-thirds vote of the full Board. Written votes in absentia will be permitted.

- A. Emergency Succession - Should an officer resign, be dismissed or be unable to serve during his or her elected term, a replacement will be appointed by vote of the Board of Directors at the first opportunity, that appointee to serve out the term to the next annual meeting, after which a duly elected officer will assume the responsibilities.

ARTICLE 7: MEETINGS

Section 1 Regular Meetings of Members

Regular meetings will be held throughout the year. The date and place of such meetings will be determined by the program committee and the members duly notified in *Challenge* or by posting on the Club website.

Section 2 Annual Meetings of Members

The annual meeting of the Club shall be held at a time and place determined by the Board of Directors. Notice of the time and place of the annual meeting shall be delivered to the members by notice in *Challenge* or the Club website at least four weeks prior to the meeting.

Section 3 Special Meetings of Members

Special meetings may be called at any time by the Board of Directors. Upon the signed petition of any twenty five members, the Board of Directors shall, within three weeks within receipt of such petition, schedule and announce a special meeting as per the methods described in Section 2 above.

Section 4 Quorum for Members' Meetings

At any meeting of the members, those members in attendance shall constitute a quorum.

Section 5 Board of Directors Meetings

The Board shall meet at least quarterly to conduct the business of the Club. Members are encouraged to attend but may not vote.

Section 6 Notice and Quorum for Board Meeting

Meetings of the Board of Directors shall take place as regularly scheduled or as otherwise called by the President or the President's designee by email to the members of the Board. For the normal conduct of business, those Board members present plus a majority of the elected officers shall constitute a quorum.

ARTICLE 8: INDEMNIFICATION

Indemnification. The Club shall defend, indemnify and hold harmless all current and former Officers, Directors and Chairpersons (collectively "Officials") to the fullest extent permitted by law against all liability, loss, and costs (including, without limitation, attorneys' fees) incurred or suffered by the Official by reason of or arising from the fact that the Official is or was an Officer, Director or Chairperson, or is or was serving at the request of the Club in a similar or related capacity. The Club may, by majority vote of the Board of Directors, provide such indemnification to members who are not Officials. The indemnification provided in this section will not be exclusive of any other rights to which any person may be entitled under any statute, agreement, resolution of the Club, contract, or otherwise.

ARTICLE 9: AMENDMENTS OF THE BYLAWS AND POLICIES AND PROCEDURES

Section 1 Bylaws

The Bylaws may be amended by a two-thirds vote of the members present at any regular or special meeting of the club of which due notice of the meeting, and of proposed amendments, has been made known to the members through *Challenge* and the Club website two weeks prior to the meeting, as in Article 7 Section 2. Alternatively, the Board may decide to have such amendments approved by mailed ballots distributed to the full membership, as per Article 6 Section 2A.

Amendments to the Bylaws may be proposed by the Board of Directors. A petition signed by any twenty-five members and addressed to the Secretary proposing an amendment shall be subject to the same provisions of notice and voting as in Article 7 Section 2 above. At the time of notification and/or voting, the Board of Directors may, at its option, make known its agreement or lack thereof with the petitioned amendment(s).

Section 2. Policies and Procedures

The Policies and Procedures may be amended at a duly convened meeting of the Board of Directors, by the affirmative vote of a majority consisting of not less than three Board members.

Board Approved – July 11, 2011