COASTAL EMPIRE REGION
PORSCHE CLUB OF AMERICA

Bylaws

Amended September 2024

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ARTICLE I

Name

The name of Organization shall be Coastal Empire Region, Porsche Club of America, Inc. (CERPCA), herein referred to as the "Club".

ARTICLE II

General Objectives

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

a. The highest standards of courtesy and safety on roads.

b. The enjoyment and sharing of goodwill and fellowship engendered by Porsche ownership and engaging in such social and other events as may be agreeable to the membership.

c. The keeping of the highest standards of maintenance, operation and performance of the marque by sharing and exchanging technical and mechanical information.

d. The establishment and maintenance of mutually beneficial relationships with Porsche Works, Porsche Dealers, and service sources to the end that the marquee shall prosper and continue to enjoy its unique leadership and position in sports car history.

e. The interchange of ideas and suggestions with other Porsche clubs throughout the world and in such cooperation may be mutually desirable.

f. The establishment and maintenance of mutually cooperative relationships as may be desirable with other sports car clubs.

g. The Club shall be politically non-partisan and preserve of the independence of the Porsche Club of America, 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 Club is and shall remain a totally member-driven and primarily member-financed independent entity allowing neither inappropriate or undue influence, financial or material, from outside its domain, owing allegiance only to its members.

ARTICLE III

Powers, Corporate Seal and Badge

Section 1: Powers

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 these bylaws. Only elected officers or persons authorized by the Club President to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations incurred by this Club are incurred solely as corporate obligations. No personal liability shall be attached to or incurred by any member or officer of the Club by reason of any corporation obligation or liability.

Section 2: Corporate Seal

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

Section 3 – Badge

The badge of the Club shall be circular in form, being inscribed “COASTAL EMPIRE REGION” at the top with “PORSCHE CLUB OF AMERICA” at the bottom. The center of the badge will contain the letters “CE” over a black and white checkered flag, with a silhouette of a rearing horse held within the letter “C”. The letters will represent the initials of Coastal Empire, the checkered flag shall indicate the racing history of the marque, and the rearing horse symbolizes the power, agility and elegance of Porsche automobiles. The colors of the badge shall be red, white, black and silver/grey. The logo/badge for the Club shall be shown as exhibit A to these Bylaws. No substantial alteration to the logo/badge is authorized without the approval a 2/3 majority of Club members.

ARTICLE IV

Membership

Section A: Primary 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 other people interested in the Club and its objectives as provided in the following sections 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 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. Members of the Club must be current members in good standing with the Porsche Club of America, Inc (PCA), with their membership assigned or transferred to the Club. The word "co-owner", in addition to its usual meaning, shall include a person who holds a substantial stock ownership in a franchised Porsche dealership or distributorship.

Section 2 – Classes of Membership

A. ACTIVE – Any owner, lessee or co-owner of a Porsche, 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. HONORARY – Any person who, on the affirmative vote of the PCA Executive Council, is deemed to merit recognition for outstanding interest in or service to the Club. Such membership shall be limited to one year, but may, upon the affirmative vote of the Executive Council, be renewed.

E. LIFE – Any person who, on the affirmative vote of the National Board of Directors, is deemed to have performed such extraordinary service to the Club as to warrant this singular honor. Each National President, upon termination of the President's elected term, shall automatically be a life member without such vote. A life member shall be considered as an active member, may name a family member under (B) above.

F. 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 – Membership Application

Applications for membership may be made either through the National Office or an individual Regional Club, either of which may reject it.

Section 4 – Dues

Annual dues for the various classes of membership shall be determined from time to time by the PCA National Board of Directors. National dues shall be collected by the National Club. No additional membership dues will be charged nor collected by Coastal Empire Region PCA.

Section 5 – Membership Year

The Executive Director of the National Office shall send each member one billing for renewal dues about 45 days prior to their membership expiration. Members who do not renew shall be dropped from membership and the Club so notified.

Section 6 – Privileges

Members, including family members, in good standing shall be entitled to all the privileges of the Club, except that honorary members, associate members and affiliate members shall be entitled neither to vote nor hold elective office. A member may cast only one vote in any election or referendum. Further, family-active members, affiliate members, and family associate members shall not be entitled to receive Porsche PANORAMA or any duplication of any mailing to the active member.

Section 7 – Suspension

Any member may be suspended by two thirds vote of the Board of Directors in accordance with these Bylaws for infractions of National or Regional Club rules or regulations or for actions detrimental to the general objectives or best interests of PCA or the Regional Club. 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 Board of Directors or a committee appointed by the Executive Council for the purpose, concerning the alleged misconduct. In order to be considered valid, such 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 at the end of the 45-day appeal window. In the event of an appeal, the Board of Directors, Executive Council or appointed committee may thereafter continue the suspension for a definite time, lift the suspension, or expel the member. Expulsions may be appealed to the PCA National Board of Directors in accordance with PCA Bylaws. The PCA Board of Directors decision shall be final. Suspensions of active and associate members are also applicable to family-active, family associate and affiliate members.

Section 8 – Resignation

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 an affiliate member named by written notification to the Executive Director of the National Office.

ARTICLE V

Elected Officers

Section 1 – Elected Officers

The elected officers of the Club will consist of four members who shall be voted in by Club membership as President, Vice President, Secretary, and Treasurer. Their term of office will be two years and end on December 31. The elected officers shall serve two-year staggered terms, with elections for President and Secretary positions being voted on in December of even numbered years, while the offices of the Vice-President and Treasurer will be voted on in December of odd-numbered years. No officer may continue in office if the officer shall move their residence beyond the borders of the Clubs designated regional boundary. Elected officers will serve a maximum of four (4) consecutive terms in their current position. After a member serves the maximum consecutive terms in their current position, such members cannot immediately be nominated for that position; however, that member may be nominated for other elected positions. If a vacancy occurs during mid-term, the remaining Board members will appoint a Club member in good standing to fill the vacancy for the unexpired term. A member serving to fill an unexpired term will be eligible to be voted in to serve the maximum consecutive terms above. Results of the annual election shall be announced annually in December at a time and place to be determined by the Board and will be published on the Club website.

Section E. Recall of Elected Officers

Any Board member may be removed from their office for just cause after notification of the members of the Board. This is accomplished by two thirds vote of Board of Directors present at a special meeting called for that purpose. A written or email/mail notice will be sent to the elected officer to be removed at least two weeks prior to the meeting. The vote to recall an

officer will be accomplished by secret ballot, received by the President or Vice President if they are not the individual being voted on for recall. Vacancies will be filled as described in Article III, Section 1

ARTICLE VI

Executive Council and Board of Directors

Section 1 – Executive Council

The President, the Vice President, the last Past President continuing to be an active member of the Club, the Secretary, and the Treasurer shall constitute the Executive Council in which the government of the Club shall be vested. It shall be responsible for the proper conduct of the administrative affairs of the Club, the proper functioning of committees, and shall insure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these Bylaws.

Section 2 – Board of Directors

The elected officers, appointed chairs, and last Past President 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 administrative affairs of the Club by the Executive Council, the fulfillment of duties by the officers, and compliance with these Bylaws. All decisions of the Board of Directors involving major policy considerations shall be arrived at in person, by mail, telephone or electronic canvass of the entire Board, to the fullest extent possible. All decisions of the Board of Directors shall be by majority vote of the Board members voting, to the fullest extent possible. All decisions of the Board of Directors at any meeting called by the Board shall be by a majority of the votes cast by those members present. At any meeting of the Board of Directors, the representation of two thirds of the Board members shall constitute a quorum.

ARTICLE VII

Duties of Officers

Section 1 – Duties of President

The President shall preside at all meetings of the Executive Council and the Board of Directors and shall perform duties normally associated with the office of President. The President shall call monthly meetings of the Board of Directors. The President may call meetings of the Executive Council as the President may see fit and shall call such a meeting at the request of any 3 members of the Council. The President shall cause to be published to its members, an annual report on the status of the Club. This report shall include Club plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Club.

Section 2 – Duties of 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 Secretary

The Secretary shall attend all meetings of the Executive Council and 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 the minutes of Executive Council and Board of Director meetings, notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of the Club's records.

Section 4 – Duties of 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 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 double-entry 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 Executive Council, and who 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.

Section 5. Responsibilities upon leaving office

Upon Leaving Office All Board members, upon retiring or leaving their office, shall deliver all records, historical information, and other property belonging to the Club to his/her successor.

ARTICLE VIII

Chairs and Committees

Section 1 – Chairs

Appointed Chairs will serve for the duration of the term of the President who appointed them unless removed from office or the individual resigns. Appointed Board members may also be reappointed by newly elected Presidents.

There shall be eight standing chairs of the Club, as follows:

A. Driver Education Chair
B. Membership Chair
C. Social Chair
D. Concours Chair
E. Insurance Chair
F. Safety Chair
G. Historian
H. Dealer Liaison Chair

Section 2 – Committees

Committees may be formed by the President as required and necessary for the performance of the Club's business. Committees may be formed for regular club functions such as Nominating Committees, or for special events like an annual Holiday Party. Committee Chairs will normally report to the Board once a month. The President, with the advice and majority consent of the Executive Council, shall appoint the chairs of standing or newly formed committees and their members.

ARTICLE IX

Election of Officers

Section 1 – Nominating Committee

The nominating committee shall consist of two members of the Board and one or more other members appointed by the Board each year. The nominating committee will nominate a member to serve the following year. The nominating committee shall be appointed no later than September of each year. The nominating committee report shall be presented at the November monthly meeting of the membership. Additional nominations may be made from the floor in accordance with parliamentary procedures. An election ballot shall be e-mailed/mailed and/or included on the Club website for each member not later than 15 November of each year. Ballots will be returned by e mail/mail, or by electronic ballot on the Club website Provision for additional candidates will be made and attached to the e-mail/mailing or Club website. Ballots filled out must indicate the member returning the ballot by including their name and signature if received by mail. Ballots returned by e-mail as an attachment must come from the e-mail address on file with the Club. Only one ballot per member will be allowed. The Nominating Committee Chair will function as ballot committee to certify the validity of the ballots and report the election results to the Board no later than 15 December. Ballots must be in the hands of the election chairman and electronic voting closed at least two days prior to the reporting.

Section 2 – Nominations by the Members

Active members and/or family-active members in good standing may be submitted to the Nominating Committee for each office. Such nominations must be submitted to the Nominating Committee Chair and must be received prior to the November monthly meeting.

Section 3 – Notice of Elections

During November of any election year, the Secretary shall cause to be published a notice of election and the names of all nominees for office. No later than 15 November of any election year, the Secretary shall cause to be mailed (or, if electronic means shall have been approved in accordance with these Bylaws, then by mail, by electronic means or any combination thereof), to all active members a notice of election and a ballot or link for electronic voting containing the names of all nominees for office. The notice of election shall set a return date for ballots no later than 10 December of any voting year.

Section 4 – Ballots

Balloting may be by mail, with the name and Club Badge printed. Mailed votes will be cast on standard size postcards, indicating the member's choice of candidates and the offices for which they stand, and must be signed by the member. The ballot will also provide a space for the vote of the family-active member. Any member shall be entitled to write in the name of any member in good standing as their choice for any office. All mailed ballots shall be returned to the Nominating Committee Chair or other appointed election official no later than the date set forth in the notice of election. Electronic voting is authorized giving due consideration to methods of voting which are reasonably secure, non- duplicative, and convenient, and which provide the essence of the ability to write in additional candidates and to have the votes sent to and recorded by the same official. If the Executive Council is satisfied that it has arrived at procedures that are efficacious and suitable for balloting, it may, with approval of the Board, adopt electronic voting procedures in lieu of mailed balloting procedures, and that may supersede mailed voting procedures for members preferring to vote by email or other electronic means. All votes submitted in accordance with these procedures will be considered valid and all other votes shall be invalid. The member who receives the greatest number of votes cast for the office for which the member is a candidate shall be declared elected.

Section 5 – Notice of Election Results

The Secretary shall publish the results of the elections no later than 15 December of any election year.

Section 7 –Duties of Newly Elected Officials

Upon tabulation of the votes the Secretary shall immediately notify the people elected. The President or President-Elect shall, as soon as possible call a meeting of the newly elected Executive Council members for the purpose of introduction, review of duties and current Board of Director and Committee members.

ARTICLE X

Meetings and Rules

Section A. Board of Director Meetings

the Board of Directors will meet monthly or as directed by the President, but not less than six times per calendar year. At least half of the Board members must attend either in person or electronically to achieve a quorum of the Board. Voting will be public and by consensus. If consensus cannot be reached, the Board shall utilize a majority of two thirds of the vote of the Board members present.

Section B. Special Meetings

The President may convene special meetings as required. Special meetings may be called by the President or by a majority vote of the Executive Council.

Section C. Order of Meetings

All regular and special meetings of Club shall be conducted in accordance with parliamentary procedure specified in the current edition of Robert's Rules of Order unless otherwise covered by the Club Bylaws.

Section D. Minutes

Minutes shall be kept of all Club meetings. The minutes shall include, but not be limited to: date, time, and place of meeting; members present; narrative of monthly reports, matters proposed, discussed, or decided to include old and new business; record of any decisions made or voting.

ARTICLE XI

Fiscal Year, Obligations and Indebtedness

Section 1 – Fiscal Year

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

Section 2 – Authority to Incur Obligations or Indebtedness

Only members authorized by the Executive Council to act on behalf of the Club shall incur any obligation or indebtedness or make charitable donations in the name of the Club. Authority to incur obligation or indebtedness will be limited to specified persons, for a set time frame, and for a specified maximum amount of funds to be obligated. Members authorized to contract on behalf of the Club will not obligate the Club until contracts are approved, payment is reviewed and authorized by a majority vote of the Board of Directors, and then made by the Treasurer. 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 Officer of the Club by reason of any such corporate obligations or liability. Prospective contracts for goods, services, or other purchases shall be solicited by competitive bidding to the maximum extent practical.

Section 2 – Charitable Donations

No elected Officer or any other person authorized by the Executive Council to act on behalf of the Club shall incur any obligation or indebtedness or make a charitable contribution in the name of the Club without approval of two thirds of the Executive Council.

Section 3 – 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 Executive Council or the Board of Directors approve the incurring of any such obligation or indebtedness.

Section 4 – 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 an act will 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. Such conduct will be considered as grounds for member suspension as outlined in Article IV, Section 7 of these Bylaws

Section 5- Financial Oversight

The Treasurer will submit, and the Board of Directors review, monthly 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. If the Club's annual expenses exceed revenue the Treasurer will report the reasons for the difference to the Board of Directors and take

corrective action as appropriate. The Club shall protect itself with either insurance or bonding to cover malfeasance by the elected officers, employees, and any individual empowered to sign checks in the name of PCA.

ARTICLE XII

Revision and Amendments

Section 1 – Revision

The bylaws may be revised by amended by a two-thirds majority vote of the Board of Directors assembled during a regular or special meeting after dissemination of proper notice. Notice of revision must be presented in writing (mail or email) at least 30 days prior to the meeting at which the vote will take place.

Section 2 – Amendments

Amendments to the Club Bylaws must be approved by a two thirds majority vote of Club membership after dissemination of proper notice. Notice of amendments will be presented in writing (mail, email or notice posted to the Club website) to the membership at least thirty days prior to voting taking place. Voting may be accomplished by mail or electronically. The Club Secretary will publish the results once voting is completed.

COASTAL EMPIRE REGION, PORSCHE CLUB OF AMERICA BYLAWS

Signed by

PRESIDENT _____ DATE _____

VICE PRESIDENT _____ DATE _____

SECRETARY _____ DATE _____

TREASURER _____ DATE _____