

## **BYLAWS**

### **ZONE 8 OF THE**

### **PORSCHE CLUB OF AMERICA, INC.**

#### **ARTICLE I: NAME**

The name of the club shall be "Zone 8 of the Porsche Club of America, Inc." (Hereinafter referred to as "Zone 8"). Zone 8 shall be a Maryland not-for-profit corporation.

#### **ARTICLE II: PURPOSE AND OBJECTIVES**

The primary purpose of Zone 8 is to foster cooperation and coordination among the regions ("Regions") of Porsche Club of America, Inc. ("PCA National") that PCA National assigns to the zone, designated as "Zone 8" (each a "Zone 8 Region"). Zone 8 provides an organization for those Regions to share information, to identify and adopt the best practices of other Regions and otherwise to assist those Regions in order to sponsor such activities as those Regions deem appropriate and in the best interests of their respective members.

The objectives of Zone 8 to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

- A. The highest standards of courtesy and safety on the roads.
- B. The enjoyment and sharing of goodwill 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 and mechanical information.
- D. 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.
- 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 car clubs as may be desirable.
- G. Participate in such charitable activities as may from time-to-time be approved by Zone 8

#### **ARTICLE III: BOARD OF DIRECTORS**

##### **Section 1: Membership**

The duly elected President of each of the Regions, along with the Zone 8 Representative, Secretary and Treasurer shall constitute the Board of Directors of Zone 8. It shall be the responsibility of the Board of Directors to determine all matters of Zone 8 policy. The Board of Directors shall ensure the proper conduct of the administrative affairs of the zone by the Zone 8 Representative, the fulfillment of duties by the officers, and compliance with these Bylaws.

## Section 2: Zone 8 Representative

The Zone 8 Representative shall be appointed by the Executive Council of PCA National as outlined in the PCA National Bylaws. The Zone 8 Representative shall be the senior officer of Zone 8 and shall carry out the policies of Zone 8 as determined by the Board of Directors. The Zone 8 Representative shall supervise, direct and manage the business and affairs of Zone 8, being responsible for the proper conduct of the administrative affairs of the zone, the proper functioning of any committees, and shall ensure compliance with these Bylaws.

The Zone 8 Representative shall preside at all meetings of the Board of Directors and shall perform the duties usually appertaining to the senior officer's office.

## Section 3: Secretary

The Secretary shall be appointed to a two year term, beginning on January 1, upon the recommendation of the Zone 8 Representative with the advice and consent of the Zone 8 Presidents of the Regions. The Secretary shall continue in office until replaced.

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 there at. The Secretary shall cause to be published in a manner directed by the Board of Directors notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of Zone 8. The Secretary shall have charge and custody of the records of the Board and Zone 8. The Secretary shall perform all duties incident to the Secretary's office as required by law.

## Section 4: Treasurer

The Treasurer shall be appointed to a two year term, beginning on January 1, upon the recommendation of the Zone 8 Representative with the advice and consent of the Zone 8 Presidents of the Regions. The Treasurer shall continue in office until replaced.

The Treasurer shall have responsibility for all monies, debts, obligations and assets belonging to Zone 8. The Treasurer shall cause all monies of Zone 8 to be deposited to Zone 8 accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have supervision of all Zone 8 assets and of all payments of Zone 8 debts and obligations. The Treasurer shall ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of Zone 8. The Treasurer shall cause to be published a full and correct annual report on the financial status of Zone 8. The Treasurer shall also give a full and correct report on the financial status of Zone 8 at any meeting of the Board of Directors. The Treasurer shall maintain an accurate accounting system that shall properly reflect the true and correct status of all receipts, disbursements, balances, assets and liabilities of Zone 8. If requested by the Board of Directors, the Treasurer shall submit the Treasurer's books of account and records to a certified public accountant, at the expense of Zone 8, at the close of the fiscal year. The Treasurer may retain an accountant who will file all necessary tax returns for Zone 8, the retention of whom shall be approved by the Zone 8 Representative.

#### Section 5: Vacancies

A vacancy in the office of Secretary or Treasurer shall be filled by recommendation of the Zone 8 Representative with the advice and consent of the Zone 8 Presidents of the Regions.

A vacancy in the Zone 8 Representative position shall be filled by the Executive Council of PCA National as outlined in the PCA National Bylaws.

#### Section 6: Removal

The Secretary or Treasurer may be removed from office by a two thirds vote of the Zone 8 Presidents of the Regions for actions such as: Committing fraud; misrepresenting or failure to disclose material information to the Board; conviction of a felony; violation of PCA or Club rules or regulations; performing any action inimical to the general objectives or best interests of PCA or the Club; failure to perform the duties of the position or to follow zone policy as set forth by the Board of Directors.

The Zone 8 Representative may removed by the by the Executive Council of PCA National as outlined in the PCA National Bylaws.

#### Section 7: Region Presidents

The Presidents of each Region may only be elected, removed or replaced and vacancies filled according to the bylaws of the individual President's Region. Regions may only be created, added or removed from the zone by the Executive Council of PCA National. Regions may only be dissolved according to the procedures and policies of PCA National.

### **ARTICLE IV: COMMITTEES**

The Zone 8 Representative may create committees or Zone 8 positions from time to time, to exist at his or her pleasure, as he or she may see fit. The Zone 8 Representative shall appoint the committee chairs and he or she may, in like manner, dismiss or replace the chairs and/or members of the Committees.

### **ARTICLE V: MEETINGS OF THE BOARD**

The Zone 8 Representative shall call at least two meetings of the Board of Directors per calendar year or at such other times as the Zone 8 Representative or the Board of Directors may determine. Additionally, the Zone 8 Representative shall call such a meeting at the request of any three Presidents of the Regions.

A simple majority of the members of the Board in office shall constitute a quorum for the transaction of business at any meeting and except as otherwise provided herein. The acts of a majority of the Board present at any meeting at which a quorum is present shall be the acts of the Board.

Voting by proxy is not allowed. Directors may participate in the meeting and vote telephonically if they are unable to be at the meeting. Telephonic participation by Directors shall count towards the determination of a quorum.

## **ARTICLE VI: OBLIGATIONS AND INDEBTEDNESS**

### Section 1: Authority to Incur Obligations or Indebtedness

- A. Only the Zone 8 Representative, the Treasurer or a committee chair that is authorized by the Zone 8 Representative may incur any obligation in the name of Zone 8 or expend any of Zone 8's funds. All obligations incurred in accordance with these Bylaws shall be solely corporate obligations and no personal liability whatsoever shall attach to or be incurred by any member of the Board or Officer of Zone 8 by reason thereof.
- B. Except for expenses related to the normal operations of Zone 8 and other appropriate purposes as determined by the Zone 8 Representative to be for the benefit of Zone 8, no officer of Zone 8 or any other person authorized by the Zone 8 Representative to act on behalf of Zone 8 shall incur any obligation or indebtedness in the name of Zone 8 in excess of the sum of \$100.00 without approval of the Zone 8 Representative.

### Section 2: Unauthorized Obligations

No Officer or any other person authorized to act on behalf of Zone 8 shall incur any obligation or indebtedness in the name of Zone 8 which is not for the general benefit of the entire membership of Zone 8 nor shall any Officer or 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 Zone 8 by any Officer or that person 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 Zone 8 in an amount equal to the obligations or indebtedness which Zone 8 may be required to pay.

## **ARTICLE VII: INDEMNIFICATION**

### Section 1: Right to Indemnification

Zone 8 shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was a Board member against judgments, fines, amounts paid in settlement, and reasonable expenses (including attorney's fees) reasonably incurred by such person in connection with such proceeding or threat of proceeding. If a Board member is entitled to indemnification in respect of a portion, but not all of the liabilities to which he or she may be subject, Zone 8 shall indemnify only for such portion of the liabilities incurred by reason of the fact that he or she is or was a Board member.

### Section 2: Advance of Expenses

Zone 8 shall pay expenses (including attorney's fees) incurred in defending any action or proceeding referred to in Section 1 of this article in advance of the final disposition of the action or proceeding if the Board member furnishes Zone 8 (a) a written statement of his or her good faith belief that he or she is entitled to be indemnified by Zone 8 under applicable law and (b) a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she is not entitled to be indemnified by Zone 8 under applicable law.

### Section 3: Contractual Obligation

The obligations of Zone 8 to indemnify a Board member under this article, including the duty to advance expenses, shall be considered a contract between Zone 8 and such Board member, and no modification or repeal of any provision of this article shall affect, to the detriment of the Board member, such obligations of Zone 8 in connection with a claim based on any act or failure to act occurring before such modification or repeal.

### Section 4: Indemnification Not Exclusive; Inuring of Benefit

The indemnification and advancement of expenses provided by this article shall not be deemed exclusive of any other right to which one indemnified may be entitled under any statute, agreement, vote of the Board or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, legal representatives and estate of any such person. The Board shall have the power to give other indemnification to the extent not prohibited by applicable law.

## **ARTICLE VIII: FISCAL YEAR**

The fiscal year of Zone 8 shall be the calendar year.

## **ARTICLE IX: DISTRIBUTION OF SURPLUS FUNDS**

At the close of each fiscal year all surplus funds of Zone 8 as may exist, other than for such amount deemed desirable and necessary as a minimum working balance by the Zone 8 Representative shall be distributed equally among the Regions.

## **ARTICLE X: AMENDMENT OF BYLAWS**

These Bylaws may be amended by an affirmative vote of two-thirds of the entire Board.

*Adopted January, 2011*

*Amended January, 2017*