

Bylaws

Florida Thoroughbred Region Porsche Club of America, Inc.

As Amended, September 1, 2021

ARTICLE I: NAME AND PRINCIPAL OFFICE

Section 1 – Name

The name of the Club shall be Florida Thoroughbred Region Porsche Club of America, Inc.

Section 2 – Principal Office

The principal office of the Club shall be located at the residence of the current President, as established by the annual submission of Regional Officers to the National Office of the Porsche Club of America.

ARTICLE II: GENERAL 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:

- The highest standards of courtesy and safety on the roads.
- The enjoyment and sharing of goodwill and fellowship engendered by owning a Porsche and engaging in social or other events as may be agreeable to the membership.
- The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging safety, technical, and mechanical information.
- The establishment and maintenance of mutually beneficial relationships with Porsche dealers and other service sources.

July 6., 2021 Update.

- The interchange of ideas and suggestions with other PCA Regions, members, and clubs throughout the world and in such other cooperation as may be desirable.
- The establishment of mutually cooperative relationships with other sports car clubs as may be desirable.
- The establishment and maintenance of relationships with the community and charitable organizations.

ARTICLE III: POWERS. CORPORATE SEAL AND LOGO

Section 1 – Powers

The Club shall be empowered to do all things and to conduct all business 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 Florida and in these Bylaws.

Section 2 – Corporate Seal

The Corporate seal of the Club shall be circular in form, being inscribed with the name of the Club and the year of incorporation.

Section 3 – Logo

The logo of the Club is pictured.



Article IV: MEMBERSHIPS. MEMBERSHIP AREA. DUES AND FEES

Section 1 – Memberships

Membership in the Club shall be restricted to members in good standing of the Porsche Club of America (National Club).

Section 2 – Classes of Membership

- 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.
- 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.
- 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 defined above, may continue as a Family-Active Member similarly.
- 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 – Area of Memberships

Members shall be accepted in conjunction with membership in the National Club. Memberships will be accepted primarily from the following counties of Florida:

- CITRUS LEVY MARION SUMTER

Section 4 – Membership Applications

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

Section 5 – Dues

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 Florida Thoroughbred Region such part thereof as shall have been set by the National Board of Directors. Annual dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed

Section 6 – Membership Year

An individual's membership year shall begin and terminate on the anniversary date as established in National records.

Section 7 – Privileges

Members in good standing shall be entitled to all the privileges of the Club, except that Associate Members, and Affiliate Members shall not be entitled to vote or hold elective office. Family-Active, Affiliate, and Family-Associate Members shall not be entitled to receive duplication of Club mailings. Club ballots will be sent to Active Members only, with space for the vote of Family-Active Member. Only Active Members and Family-Active Members, in good standing, shall be eligible to be nominated for elective office. A member may cast only one vote in any election or referendum.

Section 8 –Suspension

Any member may be suspended by a two-thirds vote of the PCA Board of Directors or by a Regional Club in accordance with its Bylaws for infractions of National or Regional Club rules or regulations or for actions inimical 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 National Board of Directors or a committee appointed by the National Executive Committee for the purpose, concerning the alleged misconduct. In order to be considered valid, such 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 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 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 shall be a President, Vice President, Secretary, and Treasurer. 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. No officer shall hold more than one office at any one time. No officer may continue in office if the officer shall move the officer's residence beyond the borders of the Region.

ARTICLE VI: EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS

Section 1 – Executive Committee

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 Committee 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 the several committees, and shall insure compliance with these Bylaws. All decisions

of the Executive Committee shall be by a majority vote unless otherwise provided in these Bylaws.

Section 2 – Board of Directors

The elected officers, chairs of the standing committees, last Past President continuing to be an 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 administrative affairs of the Club by the Executive Committee, 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 by the entire Board, to the fullest extent permitted by law. All decisions of the Board of Directors to be arrived at by majority vote of the Board members voting, to the fullest extent permitted by law. All decisions of the Board of Directors at any called meeting 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 majority shall constitute a quorum.

ARTICLE VII: DUTIES OF OFFICERS

Section 1 – Duties of President

- To prepare the agenda for and preside at all General Membership meetings and the Board of Directors meetings. To act as an ex- officio member of all standing and temporary committees, except the Nominating Committee.
- To execute all documents and correspondence in the name of the Region as authorized by the Board of Directors and/or the membership.
- Is a voting member of the National Board of Directors and participates in all National Board of Directors meetings.

- To co-sign non-budgeted drafts more than \$250 on the accounts of the Region, and any corporate documents which obligate the Region financially.

Section 2 – Duties of Vice President

- To preside at meetings of the Board of Directors in the absence of the President or when ordered to do so by him or her.
- To assist the President in any manner that he/she may direct.
- To obtain insurance or ensure insurance is obtained from Porsche Club of America or its insurer for all driving events and other events that require insurance.

Section 3 – Duties of Secretary

- To maintain, certify, and communicate minutes of meeting for the Regional Club.
- To send all notices to the Directors and members relative to any regular or special meetings.
- To keep and preserve all records of the Region except financial records which shall be maintained by the Treasurer.
- To receive ballots pertaining to the general membership meeting as per Article IX section 2. Count them and cause to be published the results and keep them for inspection for a period of ninety (90) days after the results are announced.
- To record the minutes of the meetings and to present and read such minutes upon demand.

Section 4 – Duties of Treasurer

- To keep and preserve the records and books of account reflecting the financial condition and operation of this Region.
- To sign or co-sign, as applicable, all draft on the accounts of the Region, and any corporate documents that obligate the Region financially.
- On request of the Board of Directors, to furnish to the auditor designated by them all financial reports and/or books and statements as provided by the Bylaws.
- To receive all monies paid to the Region and deposit same to its credit with the FDIC bank designated by the Board of Directors.
- To provide a financial report annually to the membership of the Region and provide any additional financial reports as dictated by the Board of Directors. Financial reports shall be provided through publication in the Regional Newsletter or website. Any member in good standing can review the books with notice to the treasurer.
- The Treasurer shall copy the President on all financial statements and bank ledgers when prepared.

Section 5 – Interim Appointments

In the event of the death, resignation, disability or disqualification of the Vice President, Secretary, or Treasurer, the Executive Committee 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, or Treasurer, running unopposed, or elected but not yet seated, the Executive Committee 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.

Section 6- Financial Accounts

The Treasurer and President have signature authority on the Club's accounts.

Section 7 – Carry Over of Directors

No Director shall serve more than two (2) consecutive terms of office including terms served by appointment. To fill the vacancy, a Director may continue to serve until the Board of Directors identifies a member to fill the vacancy. The member shall be confirmed by two-thirds (2/3) vote of the Board of Directors.

ARTICLE VIII: COMMITTEES

There shall be four standing committees.

- Membership Committee
- Activities Committee
- Media Committee
- Safety and Technical Committee

The-Executive Committee will decide by majority vote committee chairs. The individual committee chairpersons shall appoint the members of their committees.

ARTICLE IX: ELECTION OF OFFICERS

Section 1 – Nomination

By the first day of July each year, by unanimous vote of the Elected officers, shall select three (3) Active Members in good standing to serve as the Nominating Committee and appoint one (1) of those Club members as Chairperson of the Nominating Committee. The membership shall be notified of the contact information for the Nominating Committee so that nominating petitions can be received in a timely manner. Nominating petitions from the membership must be received by the Nominating Committee before the last day of August.

By the last day of August, the Chairperson of the Nominating Committee shall provide for approval by the Board of Directors a slate of Active or Family-Active Members to serve as officers.

Section 2 – Election

By the first day of October, the Club Secretary shall distribute a ballot via email or postal service to each Active Member in good standing. This distribution will include the location of and access to an electronic ballot which shall include the names of all qualified nominees. Incumbent candidates shall be so noted on the ballot.

Due notice shall be given therein that only ballots postmarked or electronically dated on or before midnight October 20th shall be considered valid. All ballots should be returned to the Secretary. All ballots should be returned to the designated electronic or postal service mailbox. Three (3) Active Members, not on the ballot, appointed by the Board shall open, count, and tally all valid ballots under the supervision of the Secretary.

Section 3 – Notice of Election Results

Before the 5th day of November, the Secretary shall notify the President of the results, who shall immediately notify the general membership via email, newsletter and/or website and all successful candidates of their election to the Board of Directors. If there is a protest, it will be reviewed as below and the successful candidate notified accordingly.

Written protests shall be directed to the Executive Committee within 15 days of the results being announced. The Executive Committee shall determine a resolution as approved by simple majority vote of the Executive Committee within 15 days of receipt of written protest. The Executive Committee's decision will be final.

Section 4 – Vacancies

A vacancy or vacancies shall be deemed to exist in case of the death or resignation or disqualification of a Board Member. The Board of Directors may also declare vacant the seat of any Director who has been physically or electronically absent without justification from four (4) successive meetings of the Board of Directors. A notification letter shall be sent to the address of record of the absentee Director.

A member designated to fill a vacancy on the Board of Directors must be approved by majority vote of the Executive Committee. They shall serve out only the unexpired term of his/her immediate predecessor.

Section 5 – Meetings

A Transition meeting of the incumbent Executive Committee members and the newly elected Executive Committee members shall be held prior to the end of January of each year. Notice of this meeting shall be provided to the membership via email, newsletter and/or website and shall be open to all members. The purpose of the meeting shall be the installation of officers in accordance with Article VII and the appointment of standing committee chairpersons as hereinafter provided. All records and matters pending before the Board shall be transferred from the old Board to the new Board at this time.

The Board may conduct meetings in person or via electronic means.

Section 6 – Quorum

A majority of Directors shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors. There shall be no proxy voting by any Director. Every act of a majority of Directors present at a meeting duly held, at which a quorum is present, shall be regarded as an act of the entire Board of Directors.

Section 7 – Power

The Bylaws are subject to any limitations imposed by the State of Florida, and Federal Statutes. All corporate powers of the Regional Club shall be exercised and conducted by the Board of Directors.

Section 8 – Compensation

Directors shall not receive any salary or other compensation for their services.

Section 9 – Recall of Director

Any member of the Board of Directors may be recalled in the following manner:

Recall Petition – Recall proceedings must be initiated by submitting a recall petition to a Club officer. The petition should not be submitted to a Club officer who is the subject of the petition.

- Said recall petition must bear the signatures of not less than twenty (20) percent of the Active Members in good standing of this Region.
- Recall Voting – Upon receipt of said recall petition, the Board of Directors shall cause a recall ballot to be transmitted to each Active Member before the expiration of fourteen (14) days. Due notice shall be given there in that only ballots bearing a postmark or electronically dated within thirty (30) days after the date of which the recall petition was received will be considered as valid. All ballots should be returned to the Secretary. At least three (3) Active Members appointed by the Board shall open, count, and tally all valid ballots under supervision of the Secretary or President if the Secretary is being recalled.
- Certification of the Recall Vote – The Director or Directors shall be recalled by a two-thirds (2/3) majority of the ballots cast. The Secretary, unless the secretary is being recalled; then the President shall immediately notify the Board of Directors and membership via email, newsletter and/or website. The results shall be read into the minutes of the next succeeding General Membership Meeting.

Section 10 – Adjournment

A quorum of the Directors may adjourn any General Membership meeting of the Board of Directors.

ARTICLE X: MEETINGS

Section 1 – Annual General Membership meeting

An annual General Membership Meeting shall be held once per calendar year at such place as the Board of Directors may determine and direct for the purpose of considering reports of the affairs of the Club and the transaction of such other business as may properly be brought before the

membership. Notice of such annual meeting shall be communicated to all Active Members on the membership roll via email, newsletter, and/or website. The notice shall be posted not less than thirty (30) days prior to the date of the annual meeting.

Section 2 – Special Meetings

Special General Membership meetings for any purposes whatsoever may be called at any time by the President, or by a majority of the Board of Directors, or by any ten (10) Active Members in good standing. Notice of such meeting shall be communicated to all Active Members on the membership roll via email, newsletter, and/or website. The notice must be distributed not less than fourteen (14) days prior to the date set for the special meeting and shall include the purpose for which the meeting is called.

Section 3 – Quorum

A quorum of any General Membership Meeting hereof shall consist of ten (10) Active and/or Family-Active non-Board Members in good standing.

Every act of a meeting duly held at which a quorum is present shall be regarded as an act of the entire membership.

Section 4 – Voting

At all General Membership Meetings, each Active Member and each Family-Active Member in good standing shall be entitled to one (1) vote on any matter which may properly be brought before the membership. Such vote may be by voice or by written ballot. No absentee voting or any proxy shall be permitted.

Section 5 – Conduct of Meetings

The President of the Board of Directors, or the Vice President in his/her absence, or such other member of the Board of Directors as the President may appoint, shall preside at all meetings.

Section 6 – Minutes

Minutes of all meetings shall be recorded by the Secretary or-by such person as may be appointed by the Secretary. At each General Membership

meeting the minutes of the previous meeting shall be read unless waived by the members present.

Section 7 – Guests

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

ARTICLE XI OBLIGATIONS AND INDEBTEDNESS

Section 1 – Authority to Incur Obligations or Indebtedness

Only the elected officers or person 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 solely as Region obligations. No personal liability whatever shall attach to or be incurred by any member or officer of the Club by reason of any such Region obligations or liability.

No elected officer or any other person 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, not previously approved in the Annual Budget, in excess of \$250 in aggregate without approval of two-thirds (2/3) of the Board of Directors. The payment must be signed by Treasurer and President.

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 nor shall the Board of Directors approve 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.

ARTICLE XII: COMMITTEE RESPONSIBILITIES

Section 1 – Standing Committees

The chairperson of these committees shall report to the President. The individual committee chairpersons shall appoint the members of their committees.

Section 2 – Membership Committee

The Membership Committee shall consist of a chairperson and such committee members as he/she may appoint, none of whom shall be members of the Board of Directors of the Club. The duties of this committee shall be to receive monthly membership updates from National and to present a tally of the membership at each business meeting of the Club.

Section 3 -- Activities Committee

The Activities Committee shall consist of chairperson and may have a co-chairperson and such committee members as he/she may appoint and shall be responsible for:

- Compiling enforcement, and interpretation of competition rules under which events are conducted.
- Scheduling of events
- Negotiation for and procurement of suitable sites for Club events as approved by the President and Treasurer.
- Coordination with other organizations in connection with conducting and participating in Club events
- Issuance of press releases concerning Club events
- Final ruling on all protests

- Procurement of awards for competition
- Recording of participation points, annually scored, which will include all activities of the Florida Thoroughbred Region, if and when a membership participation reward program is established.

Section 4 – Media Committee

The Media Committee shall consist of an editor as chairperson of the committee and such committee members as he/she appoints. The duties of this committee consist of preparing the Regional Communications and such other publications as the Board of Directors may direct.

Section 5 – Safety and Technical Committee

The Safety and Technical Committee shall consist of a chairperson of the committee and such committee members as he/she appoints. The duties of this committee are:

- To perform any necessary safety and technical inspections of vehicles in connection with competition events put on by the Club.
- To contribute technical notes to the editor of the Regional Newsletter.

Section 6– Special Committees

Special Committees may be appointed at any time by the majority vote of the Board of Directors for a special purpose and discharged at any time by Board of Directors, There are no term limits to this position. There is no limitation as to the number of ad-hoc committees or ad-hoc committee members.

ARTICLE XIII: AMENDMENTS AND REVISION TO BYLAWS

The Bylaws of this Region may be amended or revised at any time in the following manner:

- Upon recommendation by not less than five (5) Directors or by a written petition signed by at least ten (10) voting members in good stand, a Parliamentary Committee shall be appointed by the Board of Directors to prepare the suggested amendment or revision in such manner that it may be legally incorporated in the Bylaws.
- The properly prepared amendment or revision shall be sent to every member in good standing with a link to the amendments and revisions to the Bylaws. That link will also contain a ballot for approving or disapproving the amendment or revision. Each member should mark said ballot and return it to the Region Secretary within 30 days of receipt.
- Thirty (30) days from the sending date, the Secretary shall count the valid returned ballots, and if a majority of said ballots are in favor, the amendment or revision shall be deemed adopted. The amendment or revision shall become effective at that time. The results of the ballot shall be sent to every member in good standing.

An electronic copy of the Bylaws shall be accessible to every member in good standing of the Region upon request.