

Club of America, Pacific Northwest Region Inc.

PCA/PNWR Bylaws

Reviewed and Approved by Vote of the Board of Directors – May 6,2019

I. NAME

II. OFFICES

III. PURPOSE

IV. MEMBERSHIP

V. FISCAL YEAR

VI. QUORUM

VII. BOARD OF DIRECTORS

VIII. OFFICERS

IX. ELECTIONS

X. MEETINGS

XI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

XII. COMMITTEES

XIII. STORE

XIV. INDEMNIFICATION

XV. WAIVER OF NOTICE

XVI. AMENDMENTS

XVII. CERTIFICATE OF ADOPTION

I. NAME

The name of this Corporation shall be the Pacific Northwest Region of the Porsche Club of America (hereinafter referred to as "Regional Club" "Club", or "Corporation").

II. OFFICES

The Regional Club shall continuously maintain in the state of Washington and within the boundaries set forth by Porsche Club of America, Inc. (hereinafter referred to as the "National Club"), a registered office and registered agent whose office is identical with such registered office, and may have other offices within and without the state.

III. PURPOSE

The purpose of this Regional Club, as a regional organization actively affiliated with the National Club, shall be the furtherance and promotion of the general objectives of the National Club, as set forth in its Bylaws, and which consist of the enhancement of benefits of Porsche automobile ownership through social, technical and sporting activities, and such other purposes and objectives as may be consistent within the meaning of the Internal Revenue

Code of 1986, 501(c)(7), or any corresponding provision of any future Internal Revenue Service Code.

IV. MEMBERSHIP

4.1. Qualifications. No person may hold membership in the Regional Club without being a member in good standing of the National Club. The classes of membership in the Regional Club shall be designated in accordance with, and shall correspond to, those of the National Club. All applications for regional membership shall be submitted to the membership chairman who shall determine if the applicant meets the qualifications for membership.

4.2. Regional Dues. A fee for regional operating expenses may be assessed as regional dues. The exact amount to be assessed will be set annually by the Regional Board. Such assessment shall be payable as determined by the Regional Board. Nonpayment of such regional dues will suspend a member's right to: vote in Regional elections and business; hold Regional Directorship; and receive the monthly Regional Publication. Such suspension shall cease upon payment of the Regional Dues by the member.

4.3. Voting Members. Members in good standing with both the National and Regional club, and with voting privileges according to the National club by-laws, are hereinafter referred to as "voting members".

V. FISCAL YEAR

The fiscal year of the Corporation shall be January 1 through December 31.

VI. QUORUM

6.1. Board of Directors Meetings. A majority of the number of Directors currently serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; provided, however, that if less than a majority of such number of Board members are present at said meeting, a majority of the Board members present may adjourn the meeting at any time without further notice.

6.2. Meetings or Actions of Members. One-quarter of the voting members of the Corporation shall constitute a quorum at any meeting or in any action of the members, but less than such quorum shall have power to adjourn.

VII. BOARD OF DIRECTORS

7.1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors (hereinafter "Board"). Such management shall include, but not be limited to, the responsibility of establishing annual goals and objectives, developing policies and approving operational procedures, supervising financial operations, program evaluation, long-term planning, compliance with the Articles of Incorporation and enforcement of the Bylaws, as well as provisions of State and Federal law.

7.2. Positions. The Positions within the Board of Directors shall be President, Vice-President, Secretary, Treasurer, Past President, and two Directors At-Large. Corporate Officer positions are President, Vice-President, Secretary, Treasurer, and Past President. The Directors At-Large shall not also be Officers.

7.3. Number. The number of Directors shall be no more than seven.

7.4. Term. Terms of office shall be for one year concurrent with the Fiscal Year as defined in Article V., except for the two Directors At-Large, who shall serve staggered terms of two years each, that is, in any particular year only one Director At-Large is elected.

7.5. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of a quorum of the Board. A Board member elected to fill a vacancy shall serve for the unexpired term of the predecessor.

7.6. Removal. Board members may be removed, with or without cause, by a vote of a majority of a quorum of the voting members of the Regional Club.

7.7. Residency. All Board members shall hold a primary residence within the geographical boundaries of the Regional Club. Should the geographical boundaries of the region change, current Board members and board members elect will be exempt from the residency requirements. Board members who change their primary residence out of the Regional Club's geographical boundaries shall resign their position within 30 days of the change and shall be replaced as stated in these Bylaws.

VIII. OFFICERS

8.1. Elected Officers. The elected Officers of the Regional Club shall be President, Vice-President, Secretary, and Treasurer, each of whom shall be Directors. In addition, there shall be an automatically assumed position of Past President whose office shall arise as set forth herein. Each Officer shall hold office for one year, as set forth above, until a successor shall have been elected and qualified unless said Officer resigns or is removed as herein provided. Officers shall be elected from voting members of the Regional Club. Resignation, change of primary residence to outside the geographic boundaries of the Club as specified in 7.7 Residency, or other termination of membership in the Regional Club shall terminate the tenure of any Officer.

8.2. President. The President shall preside at all meetings of the members and the Board of Directors and shall perform the duties usually pertaining to the office. The President is an ex-officio member of all committees except the nominating committee. The President shall render periodic reports to the

membership on the status of the Club, policy decisions reached by the Board of Directors, and other pertinent matters dealing with the affairs of the Club only in the club newsletter and/or the web site, unless otherwise approved by the Board. The President shall, with Board approval, appoint a safety chairman and membership chairman, and any other committee chairman deemed necessary for the operation of the Club.

8.3. Vice-President. The Vice-President shall assist the President in the discharge of the President's duties, as the President may direct, and shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. In the absence of the President or in the event of the President's inability or refusal to act the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all of the restrictions upon, the President.

8.4. Secretary. The Secretary shall attend all meetings of the Board of Directors and shall keep full and complete minutes of the proceedings and all votes cast thereat and submit the approved minutes to the editor for publication in the regional newsletter. The Secretary shall be custodian of the corporate records and keep a register of addresses of each Director and Officer as furnished to the Secretary by each Director and Officer. The Secretary shall render notices to the membership and Directors in accordance with the provisions of these Bylaws or as required by law and shall provide notices for such other matters relating to the operation of the Club requiring notice. The Secretary shall also perform all duties incidental to the office as required by the President. In the absence of the President and Vice President at any duly scheduled meeting, or in the event of the President's and Vice President's inability or refusal to act on any action previously approved by the board or membership, the Secretary shall perform the duties of the President and Vice President, and when so acting, shall have all the powers of, and be subject to all of the restrictions upon, the President and Vice President.

8.5. Treasurer. The Treasurer shall have custody and supervision of all funds, debts, obligations, and assets and financial transactions belonging to the Club; provided, however, that all such duties shall be subject to the provisions of Article XI. herein. Monthly, the Treasurer shall report to the Board of Directors on the financial status of the Club and shall maintain books of account that properly reflect the true and correct financial status of the Club and its operations. The Treasurer may submit the books of accounts and records for annual auditing and shall present an annual report to the Board of Directors in January following completion of the fiscal year, unless otherwise directed by the Board. The Treasurer shall also perform all duties incidental to the office as required by the President or the Board of Directors.

8.6. Past President. Upon expiration of the President's term of office, the President shall become an advisor to the Board as Past President and shall serve in such capacity until the newly elected President's term expires, unless removed by Board action before such time or through other such termination or vacancy. The Past President shall have such duties as from time to time shall be assigned by the President or the Board of Directors and shall act as chairman of the nominating committee pursuant to Article IX. herein. In the event the immediately previous President is no longer a voting member of the Regional Club or is unable or unwilling to serve, any previous President appointed by the Board shall serve in this capacity.

IX. ELECTIONS

9.1. Nominating Committee. The nominating committee, which shall consist of the Past President as chairman, and two other Regional Club members, shall submit to the membership, a slate consisting of one or more nominees for each elected Officer/Director. In the event the Past President is not able or willing to serve, the Board may appoint any past President in that place by an affirmative vote of a majority of a quorum of the Board.

9.2. Nominations by Members. Any 10 (ten) voting members of the Regional Club may nominate in writing a voting member of the Regional Club for office with the written approval of that member. Such nomination must be submitted to the nominating committee by the deadline announced in the regional publication. Nominations made in this manner shall be included on the ballot. Any member in good standing whose residence is located outside the current geographic boundaries of the Region due to changes in those boundaries during their Regional membership may also be nominated provided that nomination is approved by the sitting Board of Directors. The nominee, if elected, shall then be exempt from the residency requirements specified in Bylaws Section 7.7 during their term of office.

9.3. Ballots. A ballot shall be made available to each voting member of the Regional Club. It shall include the names of all nominees for office with adequate room for write-in candidates. All balloting shall indicate the member's choice of candidates and the offices for which they stand. To be counted, all ballots must be sent to the Regional Club no later than the Election Date shown on the ballot. Ballots sent subsequent to the Election Date shall be invalid and shall not be considered except as noted in section 9.6. Ties. Ballots must be received by the Regional Club within seven days of being sent. The Election Date shall be between September 1st and December 1st, inclusive. Ballots shall be retained by the Past President for a period of six months from the Election Date and shall be made available to the membership for inspection upon request.

9.4. Tellers. The Board of Directors shall appoint any three voting members of the Regional Club as Tellers. Tellers shall not also be a candidate for election on the ballot. The Tellers shall tabulate the votes cast, and the candidate receiving the greatest number of votes for the office nominated shall be declared elected.

9.5. Notice of Election Results. The results of the election shall be announced in the first ensuing report to the membership following the tabulation of the ballots and/or the Annual Meeting.

9.6. Ties. In the event of a tied vote count for any office, the tie shall be broken by following step 1, and if necessary, step 2 below until the tie is broken for that office. Each tie for office shall be broken in the same manner:

1. Count all votes cast for the tied office on any ballots sent on or before the specified deadline but received late.
2. Successively, count votes cast for the tied office on all valid ballots sent one day after the specified deadline. If no winner is determined, then count the votes from the following day, and so on until a winner is determined.
3. If a tie continues to exist after the preceding steps, the Board of Directors shall establish a fair and impartial method to establish an outcome.

X. MEETINGS

10.1. Annual Meeting. The annual membership meeting shall be held at such time, date and place during the month of December of each year as the Board of Directors may determine. If, for any reason, the annual meeting is not held at such time, the Board of Directors shall cause to be held an annual meeting of the members called as soon thereafter as convenient.

10.2. Monthly Meetings of the Board of Directors. A Board meeting shall be held at such time, date and place each month as the Board of Directors may determine. Board meetings shall be open to the Regional Club membership. The Board may provide a time and place for holding additional meeting(s) without other notice than such resolution.

10.3. Special Meetings of the Board of Directors. Special meetings of the Board of Directors may be called by or at the request of the President or a majority of currently serving Directors.

10.4. Notice – Member Meetings. A notice stating the time, date, place and purpose of any meeting of the members shall be sent to the Regional Club membership not fewer than ten days nor more than 90 days prior to such meeting, or published in the monthly regional publication and sent not fewer than ten days nor more than 90 days prior to such meeting.

In addition, notice shall be prominently posted upon the Regional Club's Internet web site, if the club maintains such a site. The notice shall be posted not fewer than ten days before the meeting, and shall remain until at least the day following the meeting, unless the meeting is cancelled.

The notice need not be specific as to the subject of the meeting.

10.5. Notice – Board Meetings. Notice of any special meeting of the Board of Directors shall be sent at least 3 days previous thereto to each Director. Notice may be sent via any reasonably reliable mechanism. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where such Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Directors may waive notice in writing either before, during or after the meeting. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

10.6. Meeting Proceedings. Meetings of the Board of Directors may be by any means of conference by which all persons participating in the meeting can communicate with all parties simultaneously, and participation by such means shall constitute presence in person at the meeting. Roberts' Rules of Order, Revised, shall govern all meeting proceedings.

10.7. Manner of Acting. The act of the majority of the Directors or members present, as applicable, at a meeting at which a quorum is present, shall constitute a valid act of the Board of Directors, or members, respectively.

10.8. Action by Directors Without a Meeting. Any action required to be taken at a meeting of the Board of Directors, or any other action, which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing or electronic means, setting forth the action so taken shall be agreed to by a quorum of the Directors.

10.9. Presumption of Assent. A Director who is present at a meeting of the Board of Directors at which action on any matter is taken shall be conclusively presumed to have assented to the action taken unless: (i) the dissent is entered in the minutes of the meeting; (ii) a written dissent in such action is filed with the person acting as Secretary of the meeting before the adjournment thereof or forwards such dissent to the Secretary of the Corporation immediately after the adjournment of the meeting or (iii) an oral abstention is recorded. Such right to dissent will not apply to a Director who voted in favor of such action.

XI. CONTRACTS, LOANS, CHECKS AND DEPOSITS

11.1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club. Such authority will be for each specific instance, unless otherwise resolved by the Board.

11.2. Loans. No loans shall be contracted on behalf of the Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority will be for each specific instance, unless otherwise resolved by the Board.

11.3. Checks, Drafts, Etc. All checks, drafts, notes or other orders for payment of money, or other evidences of indebtedness issued in the name of the Club, shall be signed by such Officer(s) or agent(s) of the Club and in such manner as shall from time to time be required by resolution of the Board of Directors. Until otherwise resolved, the Treasurer shall have authority to sign for items or matters involving less than \$250 (maximum subject to a 10% annual increase with Board approval); items or matters greater than this shall require approval by a majority of a quorum of the Board of Directors or approval by the Treasurer and the President.

11.4. Deposits. All funds of the Club not otherwise employed shall be deposited from time to time to the credit of the Club in such banks, trust companies or other depositories as the Board of Directors may select.

XII. COMMITTEES

12.1. Creation of Committees. The Board of Directors shall create such special and standing committees from time to time as it shall deem necessary or desirable. The President shall appoint the chairman and other members of any such committees with Board approval, indicated by an affirmative vote of a majority of a quorum of the Board of Directors. The term of any committee membership shall be concurrent with that of the Corporate Officers. Committees may exercise authority that is not inconsistent with goals and objectives of the Club as a whole and which is not inconsistent with the Articles of Incorporation, Bylaws, or applicable laws. Actions of each committee will be reviewed by the Board of Directors, who shall have the authority to veto any individual committee action or to remove any committee member by an affirmative vote of a majority of a quorum of the Board. Any such removed committee member or vacancy shall be filled by nomination and the affirmative vote of a majority of a quorum of the Board Directors, and such person shall serve for the unexpired term of the predecessor.

12.2. Regional Publication Committee. A permanent standing committee shall be created for the purpose of producing the monthly regional publication. The chairman of this committee shall be the

editor of the publication. Commercial advertising rates shall be published. Personal advertising of Porsche-related items shall be accepted at no cost to members.

XIII. STORE

13.1. Creation and Purpose. When directed by the Board of Directors, there shall be created a club "goody store" (hereinafter referred to as the "Store"). The purpose of the store is to make Porsche related items available to members.

13.2. Manager. In the event that a "Store" is created within the club, the President shall appoint a Store Manager subject to affirmative vote of a majority of a quorum of the Board of Directors. The term of Store Manager is that of the Fiscal Year as outlined in Article V. The Store Manager shall be responsible for ensuring appropriateness of items carried for sale and shall equitably establish their prices. The Store Manager shall be answerable to the Treasurer and Board of Directors. A separate checking account may be established if desired, with the Treasurer and the Store Manager approved signers of the checks drawn on the account. Withdrawals from the store account must be signed by the Store Manager or the Treasurer. The Store Manager shall submit a financial statement and inventory statement to the Board periodically, as requested by the Board. Profits from the operation of the store are to be used for the general benefit of the entire membership of the Club and may be transferred periodically to the general fund upon Board approval or direction.

XIV. INDEMNIFICATION

14.1. The Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that person is or was a Director, Officer, member, or agent of the corporation, or is or was serving at the request of the corporation as Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if that person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the requisite standard of conduct set forth in this section.

14.2. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that person is or was a Director, member, Officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if that person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such

person shall have been adjudged to be liable for negligence or misconduct in the performance or duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

14.3. To the extent that a Director, Officer, member, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 14.1 and 14.2 of this Article, or in defense of any claims, issues or matters therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

14.4. Any indemnification under Sections 14.1, 14.2 and 14.3 of this Article (unless otherwise ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, member, Officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 14.1 and 14.2 of this Article. Such determination shall be made:

(1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding; or

(2) if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs, by a majority vote of the members of the corporation; Provided, however, no person shall be indemnified under these provisions if that person shall have been adjudged to be liable on the basis of personally receiving a benefit in money, property or services to which said person was not legally entitled.

14.5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the Director, trustee, member, Officer, employee or agent to repay such amount unless it shall ultimately be determined that person is entitled to be indemnified by the corporation as authorized by this Article.

14.6. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, contract, vote of disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director, member, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

14.7. The corporation shall have power to purchase and maintain insurance on behalf of any Director, member, Officer, employee or agent of the corporation, and on behalf of any person serving at the request of the corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against or incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have power to indemnify such person against such liability under the provisions of this Article XIV.

XV. WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provisions of the Washington Non-profit Corporation Act, Chapter 24.03 RCW, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

XVI. AMENDMENTS

16.1. Amendment of Bylaws. The power to make, alter, amend, or repeal the Bylaws of the Corporation shall be vested in the Board of Directors, or by an affirmative vote of a majority of a quorum of the voting membership of the Regional Club, and may be so amended at any regular or special meeting of the Board of Directors so long as such amendment is not inconsistent with law or the Articles of Incorporation.

16.2. Proposed Amendments. The Board of Directors, or any three or more voting members of the Regional Club, may propose amendments to these Bylaws. Amendments proposed shall be submitted to the Board of Directors via any Board member and shall be in writing and shall be signed by each such member.

16.3. Notice of Proposed Amendment. The Secretary shall cause to be sent to the membership or published in the next possible issue of the monthly Regional Publication, a copy of any proposed amendment.

16.4. Incorporation of Amendments. Not before the second meeting, nor after the fourth meeting of the Board of Directors following sending or publication of the proposed amendment, a vote will be taken on the proposed amendments. The Secretary will record the vote and cause the results to be announced to the membership in the next possible issue of the monthly Regional Publication, and upon the Regional Club's Internet web site, if the club maintains such a site.

XVII. CERTIFICATION OF ADOPTION

Adopted by the Board of Directors this 6th day of May, 2019.

Doug Andreassen

President

Virginie Grange

Vice President

Ginger McMillan

Secretary

Mary Downing

Treasurer

Ed Jenkins

Past President

Sydney Tanner

Director

Martin Wild

Director