Schattenbaum Region, Porsche Club of America, Inc.
BYLAWS

(Revised and Adopted , 2007)

ARTICLE 1. NAME

The name of the club will be the "Schattenbaum Region Porsche Club of America, Inc. " (herein knows as “Club”)

ARTICLE II. OBJECTIVES

The members at the Club are joined together and are mutually pledged to the furtherance and promotion of the following:

a. The highest standards of courtesy and safety on the roads.
b. Community service through charitable giving and/or participation in community service programs.
c. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social and other events and activities as may be agreeable to the membership.
d. The maintenance of the highest standards of Operation and performance of the marque by sharing band exchanging technical and mechanical information.
e. The establishment and maintenance of mutually beneficial relationships with the Porsche Cars North America, Porsche dealerships and service sources, such that the marque shall prosper and continue to enjoy its unique leadership position in sports car history.
f. The interchange of ideas with other Porsche Clubs, with such cooperation as may be desirable by the membership.
g. The establishment with other sports car clubs of such mutually cooperative relationships as may be desirable.

ARTICLE III. POLICY

a. The Club will be politically non-partisan.
b. The Club is empowered to conduct all business, on a non-profit basis, necessary to carry out the general purposes set forth in the Certificate of Incorporation and in these Bylaws. Unless otherwise provided herein, the powers of the Club will be in accordance with the laws of the State of New Jersey for non-profit corporations.

c. All obligations incurred by the Club will be incurred solely as corporate obligations. No personal liability whatsoever will be attached to or be incurred by any officer or member of the Club, by reason of any corporate obligation or liability.

d. No elected officer or any other person authorized to act in 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 Committee approve the incurring of any such obligation or indebtedness.

ARTICLE IV. MEMBERSHIP

Section 1 — Membership
Any Porsche owner, co-owner, lessee or co-lessee is eligible for membership, as prescribed herein. All members must be active, family—active, associate, honorary, life or affiliate members in good standing in the National Porsche Club of America, except Schattenbaum honorary members. Membership dues are paid to the National Porsche Club of America. Club members must be in good standing with the National Club with respect to dues payment.

Section 2 — Suspension
Membership may be suspended or revoked by a majority vote of the Executive Board for conduct inconsistent with the objectives or policies of the Club or prejudicial to the good order and reputation of the 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 Executive Board. The Board may thereafter continue the suspension for a definite time, expel the member or reinstate. The Executive Board's decision shall be final. Suspension of active and associate members is also applicable to family-active, family—associate and affiliate members.

Section 3 — Privileges
Members, including family—active members, in good standing, shall be entitled to all the privileges of the club. Honorary associate, family-associate, affiliate and associate members shall not be entitled to vote or hold office.

Section 4 — Classes of Membership

a. Active: Any owner, co-owner, lessee or co—lessee of a Porsche, who is 18 years of age or older, having paid the required dues to National Porsche Club of America, and is in good standing, is eligible for membership in the Schattenbaum Region, Porsche Club of America, Inc.

b. Family-active: One other person of the active members immediate family, 18 years of age or older, who is the wife, husband, brother, sister, son, daughter, mother or father of the active member, is eligible to be a family-active member whether otherwise qualified for active membership by ownership of a Porsche or not.

c. Honorary: Any person who, on the affirmative vote of the Executive Board of the Club is deemed to merit recognition for outstanding interest in, or service to, the Club, may be made an honorary member. Such membership will be limited to one year, but may, upon the affirmative vote of the Executive Board, be renewed.

d. Dual: Any member of the National Porsche Club of America and another region thereof; may request Dual membership in Schattenbaum Region. A separate fee payable directly to Schattenbaum Region may be assessed. A Dual member is entitled to all membership rights with exception of voting. ***Exec board position???***

e. Associate: Any active member, who ceases to own or co—own a Porsche, but continues to pay dues to, and remain in good standing with, the National Porsche Club of America, 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, may continue as a family—associate member.

ARTICLE V. OFFICERS AND EXECUTIVE BOARD

Section 1 — Officers

a. The elected officers of the Club will be President, Vice President, Secretary and Treasurer. No member may hold more than one elected office at a time.

b. All officers will be active or family—active members of Schattenbaum Region. No officer of Schattenbaum Region shall hold office or position in any other region of Porsche Club of America.

c. The officers shall be elected by secret ballot to serve for two years in accord with a calendar year commencing on January 1 and prescribed herein. Results of any election or action shall be published in the _____, immediately following such vote.

d. In the event of a vacancy in the office of President, the Vice President will assume the office of President. In the event of a vacancy in any other office, the Executive Board will fill such vacancy by appointment.

e. No officer shall serve more than one, two year term in a specific office, *with the exception of the Secretary and Treasurer*. An officer will be eligible to run for the same office only after a lapse of two years.

Section 2 — Duties of the Officers

a. President: The President shall serve as the chief executive officer of the Club and preside at meetings of the general membership and the Executive Board. The President shall supervise and coordinate the duties of the other officers . He or she shall be the chief spokesperson of the club in all dealings with the public, the national office and other sports car clubs.

b. Vice President: In the absence of the President, the Vice President shall preside, and act as President. The Vice President shall also be responsible for developing and implementing programs at the monthly meetings of the Club.

c. Secretary: The Secretary shall take minutes of the meetings of the Executive Board and circulate the minutes in draft and final form. In addition, the Secretary shall prepare any correspondence requested by the President or the Executive Board.

d. Treasurer: The Treasurer shall have responsibility for all monies, debts, obligations and assets of the Club. The Treasurer shall maintain financial records including receipts, disbursements, balances, assets and liabilities. The Treasurer is authorized to write checks with the approval of the Executive Board as prescribed in the Bylaws.

Section 3 — Executive Board

a. The Board will be comprised of elected officers, the immediate Past—President and appointed Board members. The business and affairs of the Club will be managed by the Executive Board. Appointed Board members have the primary responsibility for the activity to which they are assigned and a secondary responsibility to help manage the Club.

b. The Board shall deal with all matters involving governance, policy or budgetary.

c. Failure of a member of the Board of Directors to perform the duties of his/her office will be considered grounds for removal from office. Such removal will require a majority vote of the Board.

d. The Board shall make other special appointments deemed advisable to insure the proper operation of the Club. The appointee will be a non-voting member of the Executive Board.

e. Non-elected Board members may include but not be limited to the following positions;

1. Track Chair
2. Track Registrar
3. Membership
4. Newsletter Editor
5. Mailing and Distribution
6. Webmaster
7. Concours
8. Touring
9. Social and Special Events
10. Technical Support
11. Track Safety
12. Insurance and Administration

13. Dealer Relations
14. Club Store
15. Nominating?

f. Unless otherwise recommended by the President, meetings of the Executive Board shall be held at the call of the President. Meetings will be held quarterly.

ARTICLE VI. ELECTION OF OFFICERS

Section 1 — Nominations
a. A nominating committee shall consist of three active members and the immediate Past President shall serve as the chair of the committee.

b. In the year prior to the expiration of the officers' two year term, the Nominating Committee will present at the October monthly meeting of the Club, a slate of at least one recommended nominee for each office about to be vacated. Nominations will be accepted from the floor. A second is required and the nominated person must be present. *Does ANY floor-nominated person get on the ballot? If not, who screens?*

Section 2 — Election Procedures
a. The election of officers will be held by via ballot in the November Newsletter.

b. The candidate who receives the greatest number of votes cast for the office for which he/she is a candidate shall be declared elected.

d. A vote must be taken for each office, even if the position is uncontested.

Section 3 - Notice of the election results of the elected officers will be announced at the December meeting and published in the next issue of the Club's newsletter.

ARTICLE VII. COMMITTEES

Any committee, necessary for the performance of the Club's business and affairs, may be established by the Executive Board. The President, with the advice of the Executive Board, will appoint the chairman and members of any such committee, and, in like manner, may dismiss or replace the chairman or members.

ARTICLE VIII. MEETINGS

a. A regular meeting for the membership will be held monthly, January through November unless otherwise determined by the Executive Board. All meeting times and locations will be published in a timely manner in the monthly newsletter and on the region's website.

b. A quorum will be constituted by the membership present at any regular meeting.

c. The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the club in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

ARTICLE IX. INDEMNIFICATION OF OFFICERS, TRUSTEES AND AGENTS

a. Actions by Others. 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, 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 he or she is or was a member of the Executive Committee, Officer or agent of the Corporation. Indemnity by the Corporation shall include expenses, costs, disbursements (including attorneys' fees), judgments, fines and amounts actually and reasonably incurred by him or her in good faith and in connection with such action, suit or proceeding provided such person .acted in a manner he or she generally believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceedings, he or she had no reasonable cause to believe that his or her 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 applicable standard of conduct.

b. Actions by or in the Right of the Corporation. 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 he or she is or was a member of the Executive Committee, Officer or agent of the Corporation against expenses,(including attorneys' fees), actually and reasonably incurred in connection with the defense or settlement of such action or suit provided that such person acted in good faith and in a manner he or she reasonably believed to be in or not Opposed to the best interests of the Corporation, and further provided 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 to the Corporation, unless and only to the extent that the New Jersey Superior Court or the court in which such action or suit was brought shall determine upon application that, despite the adjudication or liability, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the New Jersey Superior Court or such other court shall deem proper.

c. Successful Defense. To the extent that a person who is or was a member of the Executive Committee, officer or agent ;..of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 9.1 or 9.2, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys fees) actually, " arid': reasonably incurred in connection with such defense.

d. Specific Authorization. Any indemnification under this Article IX (unless ordered by a court), shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the members of the Executive Committee, Officer, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth n Section 9.1 or 9.2. Such determination shall be made (a) by the Executive Committee by a

majority vote of a quorum consisting of members of the Executive Committee who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or if a quorum of disinterested members of the Executive Committee so directs, by independent legal counsel in a written opinion.

e. Advance of Expenses. Expenses incurred by a person who may have a right of indemnification under this Article IX in defending civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final distribution of such action, suit or proceedings as authorized in the specific case, in the same manner as a determination that indemnification is proper under Section

f. upon receipt of an undertaking by or on behalf of the member of the Executive Committee, Officer or agent to repay such amount if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation, pursuant to this Article IX.

g. Right of Indemnity not Exclusive. The indemnification provided by this Article IX shall Not exclude any other rights to which those seeking indemnification may otherwise be entitled. The indemnification rights provided under this Article IX shall continue as to a person who has ceased to

ARTICLE X. AUTHORITY TO INCUR OBLIGATIONS OR INDEBTEDNESS

a. Only the elected Officers or persons authorized by the Executive Committee to act on behalf of the Club shall incur any obligations or indebtedness in the name of the Club. All obligations or indebtedness incurred in accordance with the provisions of the Bylaws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member of officer of the Club by reason of any such corporate obligation or liability.

No elected Officer or any other person authorized to act in behalf of the Club shall incur any obligation or indebtedness in the name of the Club in excess of the sum of $100.00 without prior approval of at least two elected Officers, except for the following purposes: 1) printing, mailing, and postage expenses of the Club's official publication. 2) stationery, office supplies and postage for ordinary administrative use.

b. No elected Officer or any other person authorized to act in 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 Committee approve the incurring of any such obligation or indebtedness.

c. The incurring of any obligation or indebtedness in the name of the Club by any elected official or member in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such act or acts may be held personally liable, individually or collectively, to the Club for an amount equal to the obligations or indebtedness which the Club may be required to pay. The extent of liability in such cases will be determined by the Executive Board.

ARTICLE XI. ACCOUNTS

a. Fiscal Year: The fiscal year of the Club will begin on the first day of January and end on the thirty—first day of December.

b. Books: The books of record will be properly maintained to reflect financial receipts, disbursements, balances, assets and liabilities of the Club.

c. Audit: The Executive Board will select a Certified Public Accountant or audit committee to perform an audit at least once every two years.

d. Financial Statement: At the next regular meeting or by Club's newsletter, following the annual audit of the books, the Treasurer will submit the financial statement of the Club to the membership.

e. Funds: The funds of the Club will be deposited in a bank designated by the Executive Committee.

f. Financial Orders: Checks and other orders for the payment of monies in the name of the Club will be signed by the Treasurer and or the President.

g. Authorization of Expenditures: The Executive Board shall authorize any expenditure over five hundred dollars or any anticipated reimbursement to individuals, regardless of size.

ARTICLE XII. AMENDMENT OF BYLAWS

a. Notice of proposed amendment(s) to the Bylaws must be presented in the Club's newsletter or on the website prior to the regular meeting at which the amendment(s) will be considered.

b. The Bylaws may be amended by a majority vote of the membership at a stipulated monthly meeting.

ARTICLE XIII. FORCE AND EFFECT OF BYLAWS

a. These Bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act, and the Certificate of Incorporation of the Corporation, as it may be amended from time to time. If any provision of these Bylaws is inconsistent with provisions of the Act or the Certificate of Incorporation, the provision of the Act or the Certificate of Incorporation shall govern to the extent of the inconsistency.

ARTICLE XIV. CEASING OF ACTIVITIES

a. Should the Club cease to function and go out of existence, as a final act, the Executive Committee shall donate the Club's assets to the Porsche Club of America, Inc. for the purpose of making charitable contributions in the name of the Schattenbaum Region.