

CONSTITUTION AND BY-LAWS
(Revised November 10, 2021)

ST. LOUIS REGION
of the
PORSCHE CLUB OF AMERICA, INC.

We, the members of the St. Louis Region of the Porsche Club of America, adopt the following Constitution and By-Laws:

ARTICLE I - Name

The name of the club shall be "St. Louis Region of the Porsche Club of America, Inc.", a Missouri corporation.

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:

- A. The highest standards of courtesy and safety on the roads.
- B. The enjoyment and sharing of good will 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 sports car clubs as may be desirable.
- G. The preservation of the independence of the Porsche Club of America (PCA) and the St. Louis Region 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 St. Louis Region of the Porsche Club of America is and shall remain a totally member -driven and primarily member-financed independent entity allowing neither inappropriate nor undue influence, financial or material, from outside its domain, owing allegiance only to its members.
- H. Giving to the local community, through board-approved charitable contributions, when sufficient funds are available in the Treasury, and/or organizing club volunteer events in support of board-approved charitable organizations.

ARTICLE III – Powers and Badge

Section 1 – Powers

The Club shall be empowered to do all things and conduct all business, permitted of a not for profit corporation in MO, 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 Missouri, and in these Bylaws.

Section 2 – Badge

The badge of the Club shall be circular in form, being inscribed with the name of the Club and the initials “PCA”. The colors of the badge shall be red, white, blue, yellow, and black and shall incorporate the national PCA logo. The logo/badge for the St Louis Region of the Porsche Club of America Inc. shall be as shown on exhibit A to these Bylaws. No substantial alteration to the logo/badge may be adopted by the Club unless approved by the region board of directors.

ARTICLE IV - Membership, Dues and Privileges

Section 1 - Membership

Membership in the Club shall be restricted to owners, lessees, and co-owners of Porsches who are 18 years of age or older, and to such other persons interested in the Club and its objectives as provided in Section 2 B., C., D., E., and F. 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, Porsche KG 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. 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, acceptable to the Executive Board, who is 18 years of age or older, having paid Club dues and fees as required, and may include (if requested by the active member) as a family-active member, one other person of the active member’s immediate family, also 18 years of age or older, restricted to wife, husband, brother, sister, son, daughter, mother or father, whether otherwise qualified for active membership by ownership of a Porsche or not.
- B. **FAMILY-ACTIVE** - An individual requested by an active member as their 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, 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 three-fourths of the Executive Board, 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 three-fourths of the Executive Board, be renewed.
- E. **Life** - Any person, who, upon unanimous vote of the Executive Board is deemed to have performed such extraordinary service to the Club as to warrant this signal honor.
- F. **Affiliate** - Any 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 - National and Regional Club Memberships

No active, family-active, affiliate, associate, or family-associate member may hold membership in the National Club without at the same time being a member in good standing of the Regional Club. Similarly, no active, family-active, affiliate, associate, or family-associate member may hold membership in the Regional Club without at the same time being a member in good standing of the National Club.

Section 4 - Membership Applications

- A. All applications for membership made to or forwarded to the National Club shall be processed in accordance with the By-Laws of PCA.
- B. Conflict as to Applicant's Eligibility - Membership for the region shall be reviewed by the executive board and may be rejected by a majority vote of the executive board. Or, if a member is rejected by the National Club, the member will also be rejected by the region.

Section 5 - Dues

Annual dues for the various classes of membership shall be determined from time to time by the Board of Directors. National dues shall be collected by the National Club, which shall refund to the member's Regional Club such part thereof as shall have been set by the Board of Directors. Net Dues are that part of the collected dues retained by the National Club after Regional Club refunds. 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

- A. The membership year shall be determined by the By-Laws of PCA; however, members shall not be dropped from regional membership until the St. Louis Region is notified by the National Club.
- B. Regional membership year shall coincide with the national membership year. Regional dues payment shall not necessarily coincide with the membership year.

Section 7 - Privileges

Members in good standing shall be entitled to all the privileges of the Club. Only active and family-active members shall be entitled to vote or be nominated to hold an elected position.

Section 8 - Suspension

Any member may be suspended by a two-thirds vote of the Board of Directors of the National Club or by the Regional Club upon a three-fourths vote of the Executive Board, for the infractions of National or Regional rules or regulations or for action inimical to the general objectives or best interests of the National or Regional Clubs. Upon written notice of such suspension, the suspended member shall be afforded a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors or a committee appointed by it for the purpose, concerning the alleged misconduct. The Board of Directors may thereafter continue the suspension for a definite time, terminate the suspension, and its decision shall be final. Suspensions of active and associate members are applicable also 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 their 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.

Section 10 – Transfers

Any member may request for transfer out of The St Louis Region to another region within the PCA. This request shall be submitted in writing to the National office.

Section 11 – Termination

An Active member or Associate member may terminate or change the Family-Active, Affiliate or Family-Associate membership by written notice to the National office.

Section 12 - Publications

Subscriptions to the St. Louis Region's official newsletter shall begin with the month following the member's application for membership. Non-member subscription to the regional newsletter shall be available to any party at a fee determined by the Executive Board or the regional Club.

ARTICLE V - Elected Officers

The elected officers of the Club shall be a President, Vice President, Secretary, Treasurer and Newsletter Editor. Their terms of office shall be two years, and shall begin on January 1 of the first year and end on December 31 of the second year. No person may hold more than one office at one time. No officer may continue in office if they shall move their residence beyond the borders of the St. Louis Region.

ARTICLE VI - Executive Board

Section 1 - Board Members

The Executive Board of the St. Louis Region shall consist of the elected officers of the Region and at least four other elected members of the Region. The terms of office of the board members shall be one year, and shall begin on January 1 and end on December 31 of that year. No board member may continue in office if they shall move residence beyond the borders of the St. Louis Region.

Section 2 - Duties

The Executive Board of the St. Louis Region shall be responsible for the proper conduct of the administrative affairs of the Region, the proper functioning of the several committees, and shall insure compliance with these By-Laws. Proper conduct of the administrative affairs of the Region shall be construed to mean, among other things, that operating expenditures shall approximate income in the fiscal year. All decisions of the Executive Board shall be by a majority vote unless otherwise provided in these By-Laws.

ARTICLE VII - Duties of the Officers

Section 1 - Duties of the President

The President shall call, and preside at, all meetings of the members and the Executive Board, and shall perform the duties usually appertaining to their office. The President shall call meetings of the Executive Board as required for the proper conduct of the administrative affairs of the Region or upon the request of any three members of the Executive Board. Such meetings shall be announced and open to the members when practical. The President shall cause to be published in the Club's official publication a monthly report on the status of the Club, its plans, programs, policy decisions reached by the executive Board and other pertinent matters dealing the affairs of the Club.

Section 2 - Duties of the 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 them by the President. The Vice President shall be responsible for the coordination of all events and activities. In the absence of the President, their duties shall be performed by the Vice President. In the event of the President's death, resignation, disability or disqualification, the Vice-President will assume the office of President.

Section 3 - Duties of the Secretary

The Secretary shall keep full and complete minutes of the proceedings and of all votes cast at all meetings of the members and of the Executive Board. The Secretary shall cause to be published in the Club's official publication notices of all meetings of the members, proposed and adopted amendments of these By-Laws and other matters relating to the proper conduct of the Club. The Secretary shall be responsible for the corporate seal at all times as well as the Club's records. At the direction of the President, the Secretary shall make all arrangements for the meetings of the members. The Secretary shall perform all duties incident to the office required by law.

Section 4 - Duties of the Treasurer

The Treasurer shall have custody of all monies, debts, obligations and assets belonging to the Club. The Treasurer shall receive all monies of the Club and deposit them to the Club's account in a bank insured by the Federal Deposit Insurance Corporation. Excess funds may be used to purchase obligations of the U.S. government to be deposited in insured accounts or certificates, in the name of the Club. The Treasurer shall have direct control and supervision of all Club assets, including a listing of the assets and of their valuation. The Treasurer shall have direct control and supervision of all payments of Club debts and obligations. The Treasurer shall insure strict compliance with the By-Laws in all matters pertaining to the financial affairs of the Club and shall cause to be published in the Club's official publication a full and correct report annually on the financial status of the Club. The Treasurer shall cause to be published periodically in the newsletter the individual financial results of all fee events. The Treasurer shall also give a full and correct report of the financial status of the Club at any meeting of the members. 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, President, or Vice-President. The Treasurer shall submit their books of account and records to an Auditing Committee composed of members designated by the Executive Board, or at the discretion of the Executive Board to a certified public accountant, at Club expense, at the close of the fiscal year.

Section 5 - Duties of the Newsletter Editor

The newsletter editor shall be responsible for the preparation and publication of the official newsletter of the St. Louis region. These duties shall include the publication of any official reports and notices required to be furnished pursuant to any other provisions of these By-Laws and such other material as the Editor shall deem it proper to print in furtherance of the aims and objectives of this Club.

Section 6 - Interim Appointments

In the event of the death, resignation, disability or disqualification of the Vice President, Secretary or Treasurer, the Executive Board shall make an interim appointment to the office so vacated for the balance of the expired term.

Section 7 – Financial Accounts

The Board of Directors will specify a minimum of one additional Elected Officer's name other than the Treasurer as signature authority on the Club's accounts.

ARTICLE VIII - Committees and Appointments

There shall be nine standing committees and appointments of the Club, as follows:

- A. Advertising
- B. DE Safety and Rules
- C. Digital Media (Website / Social Media)
- D. Historian
- E. Membership
- F. Newsletter
- G. Nominating
- H. Public Relations
- I. Registrar / Registration

The Executive Board may create such other committees from time to time, to exist at its pleasure, as it may see fit. The President, with the advice of the Executive Board, shall appoint the Chairman of the Standing and other committees and their members, and may in like manner dismiss or replace the Chairman and members.

ARTICLE IX - Election of Officers

Section 1 - Nominating Committee

The Nominating Committee shall submit to the membership by publication in the regional newsletter one or more nominees for each elected office and the nominees for the Executive Board prior to the November meeting of the membership. The Nominating Committee shall consist of, at least, three members of the region, one of which will not be on the Executive Board.

Section 2 - Nominations by the Members

Any member may nominate one or more eligible persons for each elected office. Any member may supplement the Nominating Committee's slate of Executive Board nominees with additional eligible members. These nominations will be submitted at the November meeting of the members.

Section 3 – Notice of Elections and Ballots

The election shall be accomplished by mailed ballots. Ballot forms shall be mailed or emailed to all members in time to allow for return via mail or e-ballots by the time of the December meeting of the members. The ballot shall indicate where and how it is to be returned and shall have space for signature and/or membership number of each voter. Election shall be determined by the greatest number of ballots cast for each elected officer.

Section 4 – Tellers

The Secretary and any two members designated by the President shall serve as tellers and shall tabulate the votes in time for installation of officers at the December meeting of the members.

Section 5 – Notice of Election Results

Notice of Election Results - The Secretary shall cause to be published the results of the election in the Club's official magazine.

Section 6 – Duties of Newly Elected Officials

Upon tabulation of the votes the Secretary shall immediately notify the persons elected of their election.

ARTICLE X – Fiscal Year

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

ARTICLE XI – Obligations and Indebtedness

Section 1 – Authority to Incur Obligations and Expenditures

Only the elected officers or persons authorized by the Executive Board to act on behalf of the Club shall incur any obligation or make any expenditure in the name of the Club. All obligations incurred in accordance with the provisions of these By-Laws 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 obligation or liability.

No elected officer or any other person authorized to act in behalf of the Club shall incur any obligation or make any expenditure in the name of the Club in excess of \$100.00 without prior approval of a majority of the Board, except for the following purposes:

- A. Printing, mailing, postage and stenographic expenses of the Club's official publication.
- B. Stationery and postage for ordinary administrative use.
- C. Membership meetings.
- D. Recurring HPDE expenses necessary for the organization and execution of events. The HPDE committee shall set the number and location(s) of events to be held and communicate this to the Board once per year. Examples of recurring HPDE expenses include: funds for Track rental, event insurance, event gifts (shirts, beverage containers, flashlights, hats, key chains, cooler bags, gloves, etc), food, snacks and beverages, corner workers fees, paper, printer ink, markers,

tape and other stationary supplies, car numbers and stickers, educational posters (e.g. Track maps).

Section 2 - Unauthorized Obligations or Expenditures

No elected officer or any other person authorized to act in behalf of the Club shall incur obligation or make any expenditure in the name of the Club which is not for the general benefit of the entire membership of the Club nor shall the Executive Board approve the incurring of any such obligation or the making of any such expenditure.

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 By-Laws 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.

Section 4 - Indebtedness

No officer, member, or body of such persons may incur indebtedness in the name of the Club, except as provided herein.

Section 5 - Budgets

It is desirable for all events and committees to operate within a budget approved by the Executive Board.

ARTICLE XII - Funds, Assets, and Properties

Section 1 - Use of Funds, Assets, and Properties

The funds, assets, and properties of the Club shall be used only for the purposes designated in Article II of these By-Laws, and shall, in no case, be used for any private gain, personal gain, or political purpose.

Section 2 - Abolishment of the Club

Upon abolishment of the Club, all remaining assets and monies will be turned over to a recognized charity or charity group.

ARTICLE XIII - Amendment of By-Laws

The Constitution and By-Laws shall be amended by a two-thirds vote of the membership present at the next regular meeting following announcement of publication of the proposed changes in the monthly newsletter.

Exhibit A

