

INLAND NORTHWEST REGION, P.C.A.

BYLAWS, REVISION II

ORIGINAL BYLAWS ADOPTED DECEMBER 5, 1971 AT A MEETING OF THE GENERAL MEMBERSHIP.

REVISION I ADOPTED AUGUST 18, 1979 AT A MEETING OF THE GENERAL MEMBERSHIP.

REVISION II ADOPTED MARCH 5, 2013 BY VOTE OF THE GENERAL MEMBERSHIP.

I. Name and Offices.

1. Name. The name of the corporation shall be the INLAND NORTHWEST REGION, P.C.A., hereinafter called "INWR-PCA." It shall operate as a Regional Club of the Porsche Club of America, Inc., under the charter granted on March 30, 1972.
2. Offices. The permanent office of the corporation shall be INWR-PCA, P.O. Box 206, Richland, WA 99352. The principal office of INWR-PCA shall be located at the residence of its duly elected President, or at the residence of his successor, in the event of the President's disability or disqualification.

II. General Objectives.

The general objectives of INWR-PCA, 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.

III. Powers and Badge.

1. Powers. INWR-PCA shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the general objectives of INWR-PCA as set forth in the Certificate of Incorporation, issued under the statutes of the State of Washington, and in these bylaws.
2. Badge. The Badge of INWR-PCA shall be that depicted in “Exhibit A,” hereto.

IV. Membership, Membership Area, Dues and Fees.

1. Membership. Membership in INWR-PCA shall be as outlined in the Articles of Incorporation.
2. Membership Classes. The classes of membership shall be as outlined in the Articles of Incorporation.
3. Membership Area. Memberships will be accepted primarily from the following counties of the States of Washington and Idaho.

State of Washington, counties of:

Pend Oreille, Spokane, Whitman, Asotin, Garfield, Columbia, Walla-Walla, Benton, Franklin, Adams, Grant, Lincoln, Ferry, Stevens, Douglas, Okanogan, Chelan, Kittitas, Klickitat, Yakima.

State of Idaho, counties of:

Bonner, Boundary, Kootenai, Shoshone, Benewah, Latah, Nez Perce, Lewis, Clearwater.

Memberships will also be accepted if a person specifies that he/she wishes his/her Porsche Club of America membership to be in the Inland Northwest Region.

4. Membership Applications. Applications for membership shall be submitted on a current application form to the National Club (Porsche Club of America, Inc.), and accompanied by the dues as set forth in Section 5, following. No person may be a Member in good standing of INWR-PCA without at the same time being a Member in good standing of the National Club.
5. Dues. Dues shall be set by the National Club. Financial requirements in excess of the amount returned to INWR-PCA by the National Club shall be met by an assessment or assessments to be known as Regional dues, the amount to be approved by a simple majority of votes cast at a meeting of the General Membership at which a quorum of Members is present. Other fees may be levied by a majority vote of a quorum of the Board of Directors for such one-time events as registration fees at competitive events, cost of food and drink for social events, and so on.

6. Membership Year.
 - a. The membership year shall terminate on the anniversary of acceptance into INWR-PCA. Annual dues for the new membership year shall be due and payable on that date. Members whose dues are not paid within 45 days thereafter shall be automatically expelled.
 - b. The full amount of dues shall be submitted with application. The Member will be billed the following year on an annual basis by the National Club Executive Secretary on the anniversary of acceptance into INWR-PCA. Subscription to the Porsche Club of America, Inc. official publication *Porsche Panorama* shall begin with the month in which the Member's application for membership is accepted by the National Club.
7. Privileges. All Active Members, including Family-active, Associate, Affiliate, Honorary, and Life Members in good standing shall be entitled to all the privileges of INWR-PCA, including voting and holding elective office. Ballots will be mailed electronically or through the U.S. Mail to all Members in good standing. Family-active, Affiliate and Associate Members shall not be entitled to receive *Porsche Panorama* or any other duplicate mailing to the Active Member.
8. Suspension. Any Member may be suspended by a two-thirds vote of the Board of Directors of the National Club or by a two-thirds vote of the Board of Directors of the Inland Northwest Region for 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 reasonable opportunity to be heard, in person or through a representative, by the Board of Directors which has voted his suspension or by a committee appointed by that Board of Directors for the purpose, concerning the alleged misconduct. The Board or Committee hearing the appeal may thereafter continue the suspension for a definite time, terminate the-suspension, or expel the Member, and its decision shall be final. Suspensions are applicable to all classes of membership.
9. Membership Termination. INWR-PCA Membership may be terminated by:
 - a. Resignation, submitted in writing to the principal offices of INWR-PCA as set forth in Article I, Section 2 of these Bylaws, preceding; with forfeit of all dues paid to date of resignation. The resignation shall become effective upon receipt, unless a specific date is mentioned, whichever is later, and all INWR-PCA privileges shall terminate as of that date.
 - b. Expulsion for failure to pay annual dues as provided in Sections 5 and 6 above.

- c. Request for transfer to another Region within the jurisdiction of the National Club, submitted in writing to the Executive Secretary of the National Club.

10. Membership Liabilities.

- a. Only the elected officers or persons authorized by them to act on behalf of INWR-PCA shall incur any obligations or indebtedness in the name of INWR-PCA. All obligations or indebtedness incurred in accordance with the provisions of these bylaws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any Member or Officer of INWR-PCA by reason of any such corporate obligation or liability.
- b. No elected officer or person authorized by them to act in behalf of INWR-PCA shall incur any obligation or indebtedness in the name of INWR-PCA in excess of the total sum of \$50.00 without prior approval of a majority of a quorum of the Board of Directors. For instances where costs cannot be fixed in advance, a majority of the total Board of Directors may approve a budget for the entire project or a specific amount for one item and as long as the actual obligation incurred does not exceed plus five percent (5%) of that approved figure, no further approval is required.
- c. No elected officer or any other person authorized to act on behalf of INWR-PCA shall incur any obligation or indebtedness in the name of INWR-PCA which is not for the general benefit of the entire membership, nor shall the Board of Directors approve the incurring of any such obligation or indebtedness.

V. Officers, Duties of Office and Officer Elections.

- 1. Officers. The elected officers of INWR-PCA shall be a President, Vice-President, Secretary, and Treasurer. Their terms of office shall be two (2) years and shall end on December 31. No officer shall serve in the same office for more than two (2) consecutive terms. No person may hold more than one office at one time. No officer may continue in office if he/she shall move his residence beyond the borders of the Region, as defined in Article IV, Section 3, preceding. An elected officer may continue to serve his/her office if he/she is elected or appointed to an office of the National Club, providing his/her appointment to the National office does not require him/her to spend time totaling more than 90 days of the year away from the Region, and providing such election or appointment does not cause him/her to miss more than three successive meetings of the General Membership or Board of Directors.

2. Elected Officers Duties. The duties of the elected officers are as follows:
- a. Duties of the President:
 - (1) To prepare the agenda for and preside at all meetings of the Board of Directors and of the General Membership.
 - (2) To act as ex-officio Member of all standing committees and temporary committees.
 - (3) To execute all documents and correspondence in the name of INWR-PCA as authorized by these Bylaws, the Board of Directors, the General Membership, and the Articles of Incorporation.
 - (4) To approve, in writing, all drafts of over \$200 and any document which obligates INWR-PCA financially, except as shown in "Liabilities of Membership," preceding.
 - (5) To act as liaison between the INWR-PCA and the National Club, other Regional Clubs, the Porsche Club of America Zone Representative, and other sports car clubs.
 - b. Duties of the Vice-President:
 - (1) To preside at meetings of the Board of Directors and of the General Membership in the absence of the President, or when ordered to do so by him/her.
 - (2) To assist the President and/or Board of Directors in any manner that he/she or they may direct.
 - (3) To coordinate all social and competitive activities of INWR-PCA.
 - (4) If the President is not available or as directed by the President, approve in writing, all drafts of over \$200 and any document which obligate INWR-PCA financially, except as shown in "Liabilities of Membership," preceding.
 - c. Duties of the Secretary:
 - (1) To cause to be recorded and preserved the minutes of the meetings of the Board of Directors and of the General Membership and to present and read such minutes at the request of any Member of the Board of Directors.

- (2) To receive all ballots, tabulate them, cause them to be published the results thereof and keep them for inspection for a period of 30 days after the results are announced.
- (3) To issue any correspondence as directed by the Board of Directors or as required for the transaction of corporate business.

d. Duties of the Treasurer:

- (1) To keep and preserve the records and books of account reflecting the financial condition and operation of INWR-PCA.
- (2) Sign all drafts on the accounts of INWR-PCA.
- (3) On request of the Board of Directors furnish to an auditor designated by them all financial reports and or books and statements relating to INWR-PCA.
- (4) Receive all monies paid to INWR-PCA and deposit same to its accounts with the financial institution designated by the Board of Directors.

3. Officer Elections.

- a. Nominations: By the first day of October the Board of Directors, shall select one of its Members as Chairperson of the Nominating Committee. The Chairperson of this Committee shall select three active Members and these four persons shall constitute the Nominating Committee. By the 28th day of October, the Chairperson of the Nominating Committee shall provide the INWR-PCA Secretary a slate composed of not less than four active Members willing to serve as elected officers, each of the persons to be approved by the Board of Directors before submission to the Secretary. Each person nominated shall be nominated for a specific office and not more than four persons shall be nominated for one office. Petitions from the General Membership to have a name placed in nomination shall be received by the Secretary no later than the first day of October and he/she shall keep such petitions and present them to the Chairperson of the Nominating Committee when that Chairperson is selected. Such petitions must contain the signatures of not less than ten (10) active Members.
- b. Elections: By the first day of December, the INWR-PCA Secretary shall cause to be mailed, either electronically or through the U.S. Mail, to each active Member in good standing, a ballot. Due notice shall be given therein that only ballots received electronically or postmarked before midnight of December 10 shall be considered valid. Each ballot

shall include the names of all qualified nominees and shall include not less than four (4) nor more than sixteen (16) candidates. The ballot shall carry an instruction to vote for one candidate for each office. Incumbent candidates, where permitted, shall be so noted on the ballot. Before the election meeting which shall be held in December, the Secretary and at least two (2) Members of the Nominating Committee not running for office, shall count, and tally all valid ballots and certify the results. As soon as the count has been completed, the Secretary shall immediately notify the presiding President who shall in turn notify the winning candidates of their election. Their term shall begin January 1.

- c. Vacancies. A vacancy or vacancies shall be deemed to exist in case of the death, resignation, removal, or disqualification of any elected Director. The Board of Directors may also declare vacant the seat of any officer who shall absent himself from four successive meetings of the Board of Directors, of the general Membership, or any combination thereof. Vacancies shall be filled by appointment by the Board of Directors at its next meeting. The director so appointed shall serve the unexpired term and may be considered eligible for election to that same office at the next general election of officers. The same provisions listed in this article also apply to vacancies of any of the other Members of the Board of Directors. To fill a vacancy, a majority vote of a quorum of the Board of Directors is required. During the period that an office is vacant prior to an appointment to fill that vacancy, the Vice-President shall fill the office of President, if vacant, the Treasurer shall fill the office of Secretary, and the Secretary the office of Treasurer. If the position of Vice-President is vacant, it shall remain vacant until the next general election of the Board of Directors.
 - d. Compensation: No elected officer or director shall receive compensation or salary for their service in their office.
4. Recall of Elected Officers and Chairpersons. Any elected position may be recalled from office by the following procedure:
- a. Recall Petition. Recall proceedings must be initiated by submitting a recall petition to the INWR-PCA Secretary. Said petition must bear the signatures of not less than 20 active Members in good standing.
 - b. Recall Voting. Upon receipt of said petition, the INWR-PCA Secretary shall cause to be mailed to each Active Member, before the expiration of 14 days, a secret recall ballot. The ballot shall contain a space for the vote of active Member. Due notice shall be given therein that only ballots received electronically or bearing the postmark dated within 28 days subsequent to the date on which the INWR-PCA Secretary received the recall petition will be considered-valid. This date shall appear on the ballot. Within 28 days after the recall petition was

received by the INWR-PCA Secretary, the Secretary and at least two (2) active Members shall open, count, and tally all valid ballots.

- c. Certification of the Recall Vote. As soon as the count has been made, the Secretary shall notify the Board of Directors of the results. The Board of Directors shall then inform the recalled person of the results, and if recalled, unless there are unusual reasons why he/she cannot be dismissed, he/she shall step down from that office or committee and perform no further duties in that capacity.
- d. Required Vote. A two-thirds majority of ballots cast and counted as valid is required to recall an elected position.
- e. Action after the Vote. Vacancies created by recall shall be filled as described in Section 3.c, proceeding, "Vacancies".

VI. Committees.

- 1. Standing Committees. There shall be the following standing committees, which shall report directly to the Board of Directors: Membership, Technical, Competitive Events, Social Events, Publications, Webmeister and Safety. The chairpersons of these committees shall be active Members of INWR-PCA. Chairpersons shall be elected or recalled by INWR-PCA Members in the same manner in which INWR-PCA officers are elected or recalled under Article V, Sections 1, 3 and 4, above. However, unlike elected officers, committee chairpersons may choose to stay in their current role beyond a two (2) year term, or two (2) consecutive terms; as mutually agreed by the Board of Directors and the person holding the position. Committee chairpersons are encouraged to enlist active Members to help fulfill the duties of their committees. The selection of committee members is at the sole discretion of the committee chairperson.
 - a. Committee Duties. The duties of the standing committees shall be as follows:
 - (1) Membership. The Membership Committee shall handle all correspondence and other matters pertaining to membership in INWR-PCA.
 - (2) Technical. The Technical Committee shall be the source of information for technical questions relating to the operation and maintenance of Porsches. This committee shall also be responsible for all other technical matters, including technical inspection at competitive events.
 - (3) Competitive Events. The Competitive Events Committee shall coordinate all competitive events, including but not limited to rallies, gymkhanas, autocrosses, time trials. This committee

may also be responsible for tours. This committee shall work closely with the President and/or Vice-President in establishing and coordinating the events schedule for the year.

- (4) Social Events. The Social Events Committee shall be responsible to coordinate and assure that proper arrangements have been made for all social activities, including but not limited to meetings, parties, picnics, games, etc. This committee shall work closely with the President and/or Vice-President in establishing and coordinating the events schedule for the year.
- (5) Publications. The Publications Committee shall be responsible for publishing the Region newsletter, *Über Alles*, according to the schedule established by this committee and approved by the Board of Directors. The Chairperson of the Publications Committee shall be the Newsletter Editor and vice-versa. This committee shall be responsible for all aspects of the newsletter, including advertising. It is recognized that the publishing of the INWR-PCA newsletter is crucial to the proper functioning of INWR-PCA and, as such, the responsibilities of this committee are not to be taken lightly.
- (6) Webmeister. The Webmeister Committee shall be responsible for designing and frequently updating the INWR-PCA website to make it attractive to visitors and Members. This committee shall coordinate website content with the Board, Membership Chairperson, Activities Chair and others, as needed. The website should include upcoming events, results of recent events and where possible, a for sale/wanted section. This committee will also act as a point of contact for other PCA webmeisters, coordinate INWR-PCA's entry in the National Website Contest, when submitted (See, PCA Procedures Manual for more information).
- (7) Safety. The Safety Committee is to assure that all competitive events and tours are planned and conducted with the highest regard for the safety of the participants, event workers, and spectators. This committee shall be responsible for following: the guidelines set down by the Safety Committee of the National Club as well as ensuring all the necessary Porsche Club of America insurance forms are properly completed and on hand at the various Club driving events. The committee chairperson shall have the power to terminate an event if, in his/her opinion, the event is not being or will not be conducted with proper regard for safety. The committee chairperson shall also be responsible for coordinating with the Club or Zone Representative to have the required safety observer present when the nature of the event calls for that observer's review.

2. Additional Committees. In addition to the described standing committees, the Board of Directors may create other committees in which their chairpersons shall be elected in accordance with Section 1 above.

VII. Board of Directors.

1. The Board of Directors of INWR-PCA shall be the President, Vice-President, Secretary, Treasurer, and the Chairpersons of the standing committees named in Article VI, Section 1 above. In addition, the most recent Past President shall also serve on the Board of Directors and exercise all the privileges of a Board Member, unless he/she is disqualified by virtue of Article IV, Section 9, preceding (resignation from INWR-PCA), or other such disqualification proceedings.
2. Board Members at Large (BMAL). BMAL primarily serve in an advisory role due to their breadth of knowledge and experience, and are afforded the same privileges as the Officers and Chairpersons within the Board of Directors. BMAL shall be elected or recalled by INWR-PCA Members in the same manner in which INWR-PCA officers are elected or recalled under Article V, Sections 1, 3 and 4, above. However, unlike elected officers, BMAL may choose to stay in their current role beyond a two (2) year term, or two (2) consecutive terms; as mutually agreed by the Board of Directors and the person holding the position. The Board of Directors may have up to four (4) BMAL serving at any one time; ideally representing the outlying geographic areas of our region boundaries.
3. Quorum of the Board of Directors. A quorum of the Board of Directors shall consist of two-thirds of the Board Members, one of whom must be the President or Vice-President. A quorum of the Board shall be required before a vote of the Board can be taken on any subject requiring Board approval, unless specifically excepted elsewhere in these Bylaws.
4. Chairperson of the Board. The duly elected President shall be Chairperson of the Board of Directors of INWR-PCA during his/her term as President of INWR-PCA.
5. Board Responsibilities. It shall be the responsibility of the Board of Directors to determine all matters of INWR-PCA policy. The Board of Directors shall insure proper conduct of the administrative affairs of INWR-PCA, the fulfillment of duties by the officers and compliance with these Bylaws.

VIII. Meetings.

1. Board Meetings. Not less than two (2) Board of Director Meetings will be held each year at such place and time as the Board of Directors may determine.

2. General Membership Meetings. Meetings shall be held once per month at such place and time as the Board of Directors may determine, direct and cause to be announced to the General Membership.
3. Special Meetings. Special meetings of the General Membership or of the Board of Directors may be called at any time for any purpose. A majority vote of the entire Board is required to call a special meeting of the General Membership. The approval of any two (2) elected officers, one of whom must be the President or Vice-President, is necessary to call a special meeting of the Board of Directors. Notice of special meetings for the General Membership shall be given as described for notification of monthly meetings in Section 2 of this Article, except that the notices-of-special meetings shall include the purpose for which the meeting was called. A quorum of the Board of Directors must be present to conduct business at a special meeting of the General Membership or of the Board of Directors. Ten percent (10%) of Active Members in good standing shall be considered the minimum to be regarded as an act of the entire membership.
4. Voting. At all meetings of the Members, each Active Member in good standing shall be entitled to one vote on any matter which may properly be brought before the membership. Such vote may be by voice or written ballot (secret or otherwise) or show of hands. There shall be no cumulative voting or shall any proxy be permitted. A majority of eligible votes present shall be required for approval of any proper matter.
5. Conduct of Meetings. The President (or Vice President in his absence) shall determine the order and procedure for the meetings of INWR-PCA. Unless specifically directed in these Bylaws, no particular order or procedure is mandatory.
6. Minutes. Minutes of all meetings of INWR-PCA and the Board of Directors shall be kept by the Secretary or by such person(s) as appointed by the Secretary for this purpose. Unless waived by the Members present, at each General Meeting the minutes of the previous meeting shall be read.
7. Guests. Guests are permitted at all meetings involving the General Membership, and by invitation of the Board at Board meetings. Guests may be invited to social or competitive or other events held by INWR-PCA, so long as the majority of the expense incurred by their participation is paid by the guest, or his host.

IX. Bylaws Amendment.

The Bylaws of INWR-PCA may be amended at any time in the following manner:

1. Amendment by Recommendation. Upon recommendation by not less than four Members of the Board of Directors, or by written petition, containing the signatures of not less than ten percent (10%) of the Active Members in good

standing, the Vice-President or Secretary shall prepare the suggested amendment in such manner that it may be legally incorporated into these Bylaws.

2. Process. The properly prepared amendment shall be mailed electronically or through the U.S. Mail to each Active Member in good standing in the form of a ballot. The ballot shall contain the proposed amendment to the Bylaws and a place for indicating "for the inclusion of the amendment into the Bylaws" or "against the inclusion of the amendment into the Bylaws". Fourteen (14) working days from the mailing of the amendment to the Members, the Secretary shall count the returned ballots and if a majority of these ballots are in favor, the amendment shall be adopted. The Secretary shall cause it to be included, after approval by vote, in the next issue of INWR-PCA publication. The Secretary shall read, or cause to be read the approved amendment at the next membership meeting for inclusion into the minutes of the meeting. The Secretary shall also ready the tally of the voting for that amendment.

X. Bylaws Compliance.

It is assumed, by accepting a position as an elected member of the Board of Directors, or status of a person authorized to act on behalf of INWR-PCA, or membership of any class in INWR-PCA, that these persons have consented to abide by and be bound by these Bylaws. In addition, persons serving INWR-PCA in any capacity whether Member or not, shall come under the jurisdiction of the Bylaws.

XI. Bylaws Interpretation.

Should question or doubt arise as to the meaning of any point of these Bylaws, it will be referred to the elected officers. They shall interpret the Bylaws in the spirit and intent in which they were written. Appeal of that interpretation may be made to the Board of Directors not later than fourteen (14) days after the decision of the officers. A majority vote of the Board may overrule the officers' interpretation. Until final interpretation has been made and/or a decision made on all appeals, the Bylaw in question shall continue to be interpreted consistent with past policy.

XII. Corporate Funds.

In the event of dissolution, any INWR-PCA assets remaining upon liquidation will be distributed in accordance with the Articles of Incorporation.

XIII. Depositories.

INWR-PCA monies shall be deposited in the name of INWR-PCA in such financial institution(s) as the Board of Directors shall designate, and shall be drawn from such accounts only by check or other order for payment of money signed by such persons, and in such manner, as may be determined by resolution of the Board of Directors.

XIV. Books & Records.

INWR-PCA shall keep correct and complete books and records of account; shall keep minutes of the proceedings of its Board of Directors; and, shall keep at its registered office or principal place of business, or at the office of its transfer agent or registrar, a record of its Directors, giving names and addresses of all Directors.

XV. Electronic Voting by Board of Directors.

1. Initiation. Any Director may initiate e-mail voting by submitting to all Directors, by e-mail, a clear and succinct written description of matters to be considered and voted on by the Directors and, if the initiating Director deems necessary, the Secretary with materials to be referred to, if any.
2. Discussion. Any discussion on the proposed matter in an e-mail voting procedure shall be limited exclusively to Directors and not be shared with any party other than the Directors.
3. Voting Count. The Secretary will record the votes of each director. A quorum shall be established and a majority of votes shall decide the matter(s) being considered.