

Lone Star Region, Porsche Club of America, Inc.
Bylaws

ARTICLE I Name and Principal Office

The name of the Club shall be Lone Star Region, Porsche Club of America, Inc. (“LSR” or the “Club”). The principal office shall be at the residence of the President, or, at the President’s option, at the office of the firm then handling the Region’s accounting, corporate, and /or tax affairs.

ARTICLE II General Objectives and Powers

1. The general objectives of the Club shall be to increase the enjoyment of owning a Porsche by the exchange of technical information and by engaging in such automotive and social events as may be approved from time to time by the Board of Directors of the Club (“Board”). Membership on the Board shall be as defined in Article V.2.
2. The Club is a nonprofit corporation and shall have all of the powers, duties, authorizations, and responsibilities as provided for nonprofit corporations under the Texas Business Organizations Code as it now exists or as it may hereafter be amended; provided, however, the Club shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(7) of the Internal Revenue Code. Subject to the foregoing, the Club shall be empowered to do all things necessary to the carrying out of its objectives.

ARTICLE III Badge

1. The Badge or Badges of the Club shall be specified by the Board and shall be published in the Club’s official publication or on its web site.

ARTICLE IV Membership

1. Membership in the Club shall be limited to members in good standing of the National Porsche Club of America, Inc., except as noted in Item IV-2 below. Members in good standing shall be entitled to all privileges of the Club.
2. Temporary Memberships in the Club may be granted members from other PCA regions, and, if eligible, to other entrants, for certain Board-designated events

upon payment of entry fees to that event. Temporary Members shall be entitled only to those privileges accorded Full Members related to participation in that specific event and such Temporary Membership shall cease to exist at the conclusion of that specific event.

3. Membership in the Club is not transferable or assignable.
4. The Membership Chairman shall maintain a list of the names and addresses of members which shall be the official list of members of record of the Club for all purposes.
5. Each member shall promptly notify the Membership Chairman of any change in name or address of the member from that as it appears upon the official list of members of record of the Club.

ARTICLE V Directors and Officers

1. All Directors and Officers of the Club shall be members in good standing of the Club.
2. No loans shall be made by the Club to its Officers or Directors, and any Directors voting for or assenting to the making of any such loan, and any Officer participating in the making thereof, shall be jointly and severally liable to the Club for the amount of such loan until repayment thereof.

Article V1 Officers

1. Officers of the Club shall include the President, Vice-President, Secretary, Treasurer, and Member-at-Large ("Elected Officers"). These officers shall be elected by the general membership and shall serve terms as defined in Article VI. Any two or more offices may be held by the same person except that the offices of president and secretary must be held by different persons.
2. The President shall be the principal executive officer of the Club, and with the support and assistance of the other officers, shall be responsible for implementing the policies established by the Board.
3. The Vice-President shall assume the duties of the President in the absence of the latter, and shall undertake such duties as the President may assign.
4. The Secretary shall be responsible for the Club's correspondence, and for the maintenance of the Club's records. The Secretary shall also be responsible for securing insurance coverage for Club events for which coverage is required.
5. The Member-at-Large shall be the chairman of the sponsorship committee and perform other duties as may be assigned by the Board.
6. The Treasurer shall be the custodian of the Club's funds, shall handle all receipts and disbursements, and shall maintain all necessary records in connection

therewith. The Treasurer shall also provide to the Board, at least quarterly, a report of the current state of the Club's assets and liabilities; make the review of any financial information maintained by the Club available to any member upon request (but that any photocopying costs incurred shall be borne by the requestor); prepare, on at least a yearly basis, a financial statement summarizing the Club's disbursements and the current state of the Club's assets and liabilities, which the Board shall, after its approval, publish in the Club's official publication. The Treasurer shall also engage, after Board approval, the services of accountants and/or lawyers for the purposes of filing taxes and creating and filing other corporate forms, permits, franchises, and other documents necessary to maintain LSR's corporate and tax status and proper documentation thereof.

Article V.2 Directors

1. The Directors shall consist of the President, Vice-President, Secretary, Treasurer, Member-at-Large, the immediate past president, the Social Chair, Membership Chair, Autocross Chair, Concours Chair, Driver Education Chair, Charity Chair, Driver Education Registrar, Newsletter Editor, Webmaster, Club Race Chair, Safety Chair, Car Control School Chair, Rally Tour Chair and Goodie Store Chair.
2. The Directors other than the President, Vice-President, Secretary, Treasurer, Member-at-Large, and immediate past president shall be elected with a majority vote of the Elected Officers at the beginning of each term of the Elected Officers. Any of the Elected Officers may nominate persons for such positions.
3. Directors, with the exception of the immediate past president, serve for one year terms that are concurrent with the Elected Officers.
4. All Directors other than the President, Vice-President, Secretary, Treasurer, Member-at-Large shall prepare an annual budget for their activity. Such budgets shall be presented to the Board at the meeting following the appointment of the Directors (usually the January meeting).
5. The immediate past president shall serve until there is a change in the President position, at which time the outgoing president assumes the role of immediate past president. The immediate past president has the responsibility of serving as an advisor to the President. If the President is reelected for an additional term or terms, the immediate past present shall continue to serve in such capacity for the additional term or terms.
6. The Social Chair shall have the responsibility for the planning, scheduling and execution of social events of the Region including dinners (installation, progressive, etc.) brunches, picnics, and parties, the presentation of the annual budget and may appoint event chairmen for specific events.

7. The Membership Chair shall have the responsibility of handling all matters relating to membership, membership roster, updating the mailing list, and growth of the Region.
8. The Autocross Chair shall have the responsibility for the planning, scheduling and executing of autocross events, the presentation of the annual budget and may appoint event chairmen for specific events.
9. The Concours Chair shall have the responsibility for the planning, scheduling and executing of concours events, the presentation of the annual budget and may appoint event chairmen for specific events.
10. The Driver Education Chair shall have the responsibility for the planning, scheduling and execution of high performance driver's education events, the presentation of the annual budget and may appoint event chairmen for specific events. The Driver Education Chairman is also responsible for the selection and direction of the Chief Driving Instructor, which is a non-board position.
11. The Charity Chair shall have the responsibility for all charitable activities of the Club, the presentation of the annual budget and maintenance of relations with the Club's designated major charitable organization.
12. The Driver Education Registrar shall be responsible for handling driver education registration, management of collecting all fees for Driver Education events and maintaining records of the event including permanent number assignments, driver classifications, driver evaluations and for depositing entry fees in the Club's checking account.
13. The Newsletter Editor shall have the responsibility for all matters relating to the preparation, production and distribution of the Club's newsletter. The Webmaster shall have the responsibility for maintaining the Club's Internet Web Site, administering Club email addresses, managing social media, and electronic voting.
14. The Club Race Chairman shall have the responsibility for the planning, scheduling and execution of Club Race events, the presentation of the annual budget and may appoint task chairman for specific tasks associated with the Club Race.
15. The Safety Chair shall be responsible for establishing and implementing standards intended to promote safe operations at all events and generally overseeing the Club's compliance with National PCA safety related minimum standards. It is the Safety Chair's responsibility to be familiar with all safety related standards required by National PCA. The Safety Chair may appoint task chairmen for specific events.
16. The Car Control School Chair shall have the responsibility for the planning, scheduling and execution of Car Control School events, the presentation of the annual budget and may appoint task chairman for specific tasks associated with the Car Control School.

17. The Rally Tour Chair shall have the responsibility for the planning, scheduling executing of rally and tour events, the presentation of the annual budget and may appoint event chairmen for specific events.
18. The Goodie Store Chair shall maintain the goodie store to sell Porsche-related items to PCA members as a low cost service to those members and to raise money for the Region's General Fund.
19. The Board may create, make appointments to and abolish other offices or committees as may be expedient for the furtherance of the Club's objectives. These other appointed committee positions shall not be voting board members unless the Board specifically decides to give such positions voting rights. These positions end at the end of the appointing board's term.

Article V.3 Board Meetings and Votes

1. The Board shall meet at least once every sixty (60) days. The time and location of such meetings shall be posted on the Club's Web Page prior to the meeting. At such meetings, each Board member shall be entitled to one vote on questions that come before the meeting. Directors may vote in person or by proxy executed in writing by the Director. A proxy may be transmitted electronically and is considered signed if the electronic transmission contains information from which it can be determined that the electronic transmission was transmitted by the Director giving the proxy and the date on which the transmission was made. A proxy expires three months after the date the proxy is executed. A proxy is revocable unless made irrevocable by law. No person shall be entitled to more than one vote by reason of holding two or more positions.
2. Subject to the provisions of applicable law and these bylaws regarding notice of meetings, members of the Board or members of any committee designated by the Board may, unless otherwise restricted by statute, by the Certificate of Formation or by these bylaws, participate in and hold any meeting of such Board or committee by using conference telephone or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet (but only if, in the case of such other suitable communications system, each person entitled to participate in the meeting has consented to conducting meetings or this meeting by electronic means). If voting is to take place at the meeting, reasonable measures must be implemented to verify that every person voting at the meeting by means of remote communications is sufficiently identified and a record must be kept of any vote or other action taken. Participation in a meeting pursuant to this Section shall constitute presence in person at such meeting, except when a person participates in the meeting for the express purpose of objecting to the

transaction of any business on the ground that the meeting was not lawfully called or convened.

3. A quorum at any meeting of the Directors shall consist of a simple majority of those having voting privileges.
4. The Directors may, with or without notice to other than themselves, convene such other meetings as they consider desirable, and any action taken thereat shall have the same effect as if taken at a regular meeting.
5. Minutes of any meeting or electronic vote shall be prepared by the Secretary and presented to the Board for their approval at the subsequent meeting. Minutes of all Board meeting and actions shall be published in the Club newsletter or website.
6. Elected Officers may be removed from office if they are unable or unwilling to perform the duties of their office as defined in these bylaws or if they fail to comply with the PCA National Code of Ethics or violate the PCA National Privacy Policy both as shown in the most current version of the PCA Region Procedures Manual (RPM). Officers other than Elected Officers may be removed by the Board with or without cause. The removal of an Elected Officer may be initiated by a majority vote of the remaining members of the Board or by any ten (10) members in good standing. The Board shall, within thirty (30) days of such initiation, cause the proposed removal together with the need claimed therefor to be published on the club's website as well as in an email to members. Within the next thirty (30) days after such publication, the board shall arrange for a vote of the Members. The affirmative vote of two-thirds of no less than 10% of the total membership with voting privileges shall be required for removal of an Elected Officer.
7. Directors may be removed from office if, in the opinion of the Board, they are unable or unwilling to perform the duties of their office as defined in these bylaws, or if they fail to comply with the PCA National Code of Ethics or violate the PCA National Privacy Policy both as shown in the most current version of the PCA Region Procedures Manual (RPM). Directors may be removed by a two-thirds vote of the remaining members of the Board present to vote.
8. Directors, other than Elected Officers, who appoint co-chairs, task chairs, specific event chairs, or other positions of responsibility in the club, may remove these individuals at any time, with or without cause. In addition, the Board may remove these individuals from their position with a majority vote of the Board present to vote, with or without cause.
9. An action required to be taken at a meeting of the Club's directors or an action that may be taken at a meeting of the directors or a committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of directors or committee members necessary to take that action at

a meeting at which all of the directors or committee members are present and voting. The consent must state the date of each director's or committee member's signature. Prompt notice of the taking of an action by directors or a committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

10. Directors shall discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Club. Ordinary care is care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on directors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Club or another person that were prepared or presented by a variety of persons, including Officers and employees of the Club, professional advisors or experts such as accountants or attorneys. A director is not relying in good faith if the director has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Club or with respect to any property held or administered by the Club, including property that may be subject to restrictions imposed by the donor or transferor of the property.

ARTICLE VI Elections

1. The Elected Officers and Directors shall serve terms of approximately one year, starting on the date when the Board approves the results of the Elected Officer election as noted below and ending when the Board approves the Elected Officer election for the immediately following year.
2. By September 15, the Board shall appoint a nominating committee of three (3) board members who are not Elected Officers for the purpose of selecting candidates for Elected Officer positions for the next term. This committee shall submit a slate of one or more candidates for each Elected Officer position for the next term at the October membership meeting. Nominations from the floor will also be accepted at the October meeting if seconded. If a member of such nominating committee is nominated for an Elected Officer position, he or she shall then resign from the nominating committee. The Secretary shall make all necessary arrangements to inform the members of the names and qualifications of the nominees before the voting begins as noted below.
3. The voting period shall begin by November 1 of each year. Each Club Member and family member in good standing shall have the opportunity to vote for the

new Elected Officers of the Club in late October and/or early November of each year. Such voting shall be accomplished either via ballots at a membership meeting to be held in early November, via ballots published in the Club's official publication and mailed, or via electronic ballots, or by any combination of those methods, as specified by the Board. Provisions for write-in candidates shall be made and such votes shall be counted so long as the person receiving such a vote is a member in good standing. The voting period will end at noon on November 15. After the voting period, the nominating committee shall examine the votes for validity, determine the candidates receiving the largest number of valid votes and present the results of the voting to the Board at the start of the December meeting for approval. A tie shall be broken by the toss of a coin by the nominating committee. As soon as possible after the election, and before December 30, the current Elected Officers shall meet with the new Elected Officers for the purpose of turning over the club records and assets as required.

4. If a vacancy occurs at any position on the Board, including Elected Officers, during a year the remaining Directors shall elect to the Board an available member.
5. Any nomination for national recognition or national office, in response to solicitation by the national club, shall be made by a vote of the Board.

ARTICLE VII Meetings of the Members

1. Special meetings of the members may be called by the President, by a majority of the Board, or by petition signed by ten percent (10%) of the members.
2. A quorum at any special meeting of the members shall consist of ten percent (10%) of the members, or thirty (30) members, whichever is larger.
3. Due notice shall be given stating the date, time, place and purpose of any special meeting of the members at least ten (10) days before such meeting.

ARTICLE VIII Fiscal Year

The Club's fiscal year shall be the calendar year.

ARTICLE IX Obligations, Indebtedness, and Expenditures

1. Obligations or indebtedness in the name of the Club shall be incurred only (a) for the general benefit of the entire membership and (b) by authorization of the Board or within the authority granted in Article IX, Section 6 of these Bylaws and no personal liability shall result from action so taken.
2. The President is the only member who may sign contracts on behalf of the Club, unless the Board specifically authorizes another Officer or agent to sign.

3. Obligations or indebtedness incurred, other than as provided herein, shall be the sole responsibility of the person incurring them.
4. The Treasurer, President, and Vice President shall be authorized signers on the Club's checking account. Should there be a need for additional Board members to be authorized to sign on the Club's checking account, such action may be approved by a majority vote of the Elected Officers.
5. In January of each year, Directors shall present budgets for the committees and/or activities for which they are responsible. These budgets should include projected operating expenses, an estimate of income, and an itemized list of capital expenditures.
6. No member of the Board shall spend more than \$400 on non-budgeted expenses for an item or items needed for an individual event and may not spend more than \$1,000 throughout the course of the year on such non-budgeted items. The Board may raise or lower these amounts by a majority vote.
7. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the nonprofit corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Section. Notwithstanding any other provision of the Certificate of Formation or these Bylaws, the Club shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Upon the dissolution of the Club, after paying or making provision for the payment of all liabilities of the Club, all remaining assets shall be distributed to one or more organizations which are exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and which promote purposes similar to those of the Club. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Club is then located, exclusively for purposes of the Club or to such organization or organizations as said Court shall determine which are organized and operated for similar purposes.

ARTICLE X Official Communications

Official communications to the membership may appear in a newsletter, web page, email, mailings, or in such other method as the Directors may choose.

ARTICLE XI Termination of Membership

1. **Resignation:** Any member may resign by delivering a letter of resignation to the Secretary. The resignation shall become effective on the date stated by the member. The member's privileges shall terminate as of that date.
2. **Suspension:** Members may be suspended by a majority vote of the Board for unacceptable behavior that, in the opinion of the Board, does not warrant expulsion. Suspended members may appeal to the Board for reinstatement. Any suspended member shall have the right to appeal to the membership of the Club with voting privileges, whose decision, by majority vote of no less than 10% of the total membership, shall be final.
3. **Expulsion:** A member may be expelled by a two-thirds majority vote of the Board for violations of the tenets of the PCA National Code of Ethics or the PCA National Privacy Policy both as shown in the most current version of the PCA Region Procedures Manual (RPM), or for actions inconsistent with the best interests of the Club. Any expelled member shall have the right to appeal to the membership of the Club, whose decision, by majority vote of no less than 10% of the total membership with voting privileges, shall be final.

ARTICLE XII Amendment of Bylaws

1. Amendments to these Bylaws may be made by the Board or by vote of the members as herein provided.
2. Amendments may be proposed by a majority the Board or by any ten (10) members in good standing. Proposals submitted to the Board shall be in writing, accompanied by a written explanation of the nature and the need for such amendment, and signed by all ten (10) members.
3. If the Board decides to put an amendment to the vote of the members, the Board shall cause the proposed amendment together with the need claimed therefor to be distributed any method approved, including without limitation, via email and the Club's Web Page, and shall, within the next thirty (30) days, arrange for a vote of the members. If the amendment is proposed by members, the proposed amendment will be so distributed within thirty (30) days of the Board consideration of the proposed amendment. The affirmative vote of two-thirds of no less than 10% of the total membership with voting privileges shall be required for approval.
4. These Bylaws shall be posted on the Club's Web Page.