

BY-LAWS

Of

**METROPOLITAN NEW YORK REGION
PORSCHE CLUB OF AMERICA, LTD.**



Effective Date: August 11, 2009

Metropolitan New York Region Porsche Club of America

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ARTICLE I POWERS

Metropolitan New York Region, Porsche Club of America, Ltd. (the "Club") shall be empowered to do any act or thing incidental to, connected with or in advancement of the purposes of the Club set forth in the certificate of incorporation of the Club, but shall not be empowered to do any act for the pecuniary profit or financial gain of its members, directors, or officers, except as permitted under Article 5 of the Not-for-Profit Corporation Law.

ARTICLE II PURPOSES

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:

1. The highest standards of courtesy and safety on the roads.
2. The enjoyment and sharing of goodwill and fellowship engendered by owning a Porsche and engaging in such social or other events as may be agreeable to the membership.
3. The maintenance of the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.
4. 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.
5. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
6. The establishment of such mutually cooperative relationships with other car clubs as may be desirable.

ARTICLE III OFFICES AND TERRITORY

The principal office of the Club shall be located at the residence of its duly elected President, or at the residence of his or her successor in the event of the resignation, death, disability or disqualification of the President. Upon any change of the principal office of the Club, the President and Board of Directors (the "Board") shall take appropriate action to amend or change the certificate of incorporation of the Club to change the location of the office of the Club and to change the address to which the Secretary of State shall mail a copy of any process against the Club served upon him.

The Club may have such other offices, either within or without the State of New York, as the Board of Directors may determine from time to time.

The Club shall be operated as a region of the Porsche Club of America, Inc. (the "National Club"). The principal territory of the Club as a region of the National Club shall be as defined by the National Club.

ARTICLE IV MEMBERSHIP AND DUES

Section 1 - Membership

Membership in the Club shall be restricted to owners, co-owners and lessees of Porsche automobiles and such other persons interested in the Club, who are 18 years of age or older. Members must be in good standing of the National Club. The Club shall not discriminate against any person on the basis of gender, race, color, religion or other such factors as may raise the issue of discrimination.

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 AG 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.

Section 2 - Classes of Membership

The Club shall have the following classes of membership:

- (a) Active Member- any owner, co-owner or lessee of a Porsche automobile, who is 18 years of age or older and has paid such National Club and Club dues and fees as may be required and shall be limited to 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 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. In lieu of a family-active member the active member may designate an affiliate member.
- (b) Family-Active Member - any member of an active member's immediate family, also 18 years or older, restricted to wife, husband, brother, sister, son, daughter, mother or father, and named by an Active Member at the time of joining or at any renewal of membership.
- (c) Affiliate Member - any person who is 18 years of age or older and named by an Active Member at the time of joining or at any renewal of membership in lieu of a Family Active Member.

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- (d) Associate Member - Any active member who ceases to own, lease or co-own a Porsche while in good standing, 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 as in (b) above, may continue as a family-associate member similarly.
- (e) Honorary Member - any person who is deemed to merit recognition for outstanding interest in or service to the Club by the affirmative vote of a majority of the Board. Such membership shall be limited to one year, but may, upon the affirmative vote of the Executive Board be renewed.

For the purposes of these bylaws, the term "member(s)" shall include active members and family-active members unless otherwise so stated. "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 3 - Area of Membership

Applications for membership will be accepted primarily from persons resident in the territory of the Club as defined by the National Club. Applications for membership from persons residing outside of such territory may be accepted in the discretion of the Membership Committee.

Section 4 - Dues

Dues shall be set by the National Club. Members whose dues are not paid on or before their annual membership anniversary date as billed by the National Club shall be automatically suspended from the Club and shall cease to be in good standing until such time as such dues are paid. Members whose dues are not paid within 45 days of their annual membership anniversary date as billed by the National Club shall be automatically expelled from the Club.

Additional local dues may be levied as required at the discretion of the Executive Board.

Section 5 - Privileges

Members, including active and family-active members, in good standing shall be entitled to all the privileges of the Club, except that honorary members, associate members and affiliate members shall be entitled neither to vote nor hold elective office, and except further that family-active members, affiliate members, and family-associate members shall not be entitled to receive Porsche PANORAMA, Porsche POST, or any duplication of any mailing to the active member. Only active members and family-active members, in good standing, shall be eligible to be nominated for elective office. A member may cast only one vote in any election or referendum.

Section 6 - Suspension

Any member (active, family active, affiliate or associate) may be suspended from the Region by a vote of two-thirds of the Board for violations of the National or Regional bylaws, rules or regulations or for action inimical to the general objectives or best interests of the National or Regional Clubs including unsportsmanlike and ungentlemanly/unladylike behavior.

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 of the Region or a committee appointed by it for the purpose concerning the alleged misconduct. The Board of Directors of the Region may thereafter continue the suspension for a definite time, terminate the suspension, or expel the member, by a vote of two-thirds of the Board and its decision shall be final.

Upon failure to receive a favorable decision from the Board, a suspended member may appeal for reinstatement at any board meeting, regular or special meeting of the members and shall be approved by the affirmative vote of a majority of the members present. Reinstatement of any suspended member shall be approved by the affirmative vote of a majority of the Board and is conditional upon the suspended member being a member in good standing with the PCA, as the case may be.

Section 7 - Resignation

Any member may resign his or her membership in the Club by transmitting to the Membership Committee a letter of resignation. Such a resignation shall become effective on the date stated in such letter, and his or her privileges of membership shall terminate as of that date.

ARTICLE V MEETINGS OF MEMBERS

Section 1 - Annual Meeting

An annual meeting of the members shall be held during the month of November at such place and time as the Board may determine and direct for the purpose of the election of officers for the following calendar year, the consideration of reports of the affairs of the Club and the transaction of such other business as may properly be brought before the membership. Written notice of such annual meeting shall be published in the September and October Issues of the Porsche Post, displayed within the Metro website, and/or distributed via email blast, not less than thirty nor more than sixty days before such date.

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Section 2 - Regular Meetings

Regular meetings of the members shall be held at such time and place as designated by the Board, except that the Board shall conduct no less than four (4) regular meetings during any calendar year, including the annual meeting. The Board shall exercise its best efforts to give reasonable notice to the members of each regular meeting at which members will not be required or permitted to take any action with respect to the affairs or business of the Club. In respect of any regular meeting at which the members will be required or permitted to take any action with respect to the affairs or business of the Club, written notice of any such regular meeting shall be published in the Porsche Post, displayed within the Metro website, and/or distributed via email blast, not less than thirty nor more than sixty days before such date.

Section 3 - Special Meetings

Special meetings of the members may be called by the Board to be held at such time and place as designated by the Board. Written notice of any such special meeting shall be published in the Porsche Post, displayed within the Metro website, and/or distributed via email blast, not less than thirty nor more than sixty days before such date.

Section 4 - Quorum

At any meeting of the members, 25 members in good standing shall constitute a quorum. Every act taken or done at a meeting held with due notice at which a quorum is present shall be regarded as an act of the entire membership.

Section 5 - Conduct of Membership Meetings, Minutes, Guests

The President of the Club shall preside at all meetings of members. In the absence of the President, the Vice President shall preside. In the absence of the Vice President, the Secretary shall preside, in the absence of the Secretary, the Treasurer shall preside. If no members of the Executive Committee are in attendance, the President shall appoint another member to preside. Meetings of members may be conducted informally unless two or more directors request that a meeting be conducted formally, in which case Robert's "Rules of Order" shall be followed. Minutes of all member meetings shall be recorded by the Secretary of the Club, or by such member as may be appointed by the Secretary. Minutes of the previous meeting of the members shall not be required to be read at any meeting of the members. Guests are permitted at all meetings of members.

Section 6 - Voting

At all meetings of members, each active and family-active member in good standing shall be entitled to one vote on any matter which may properly be brought before the members. The initial ballot will be by voice vote. If the result of the voice vote cannot be determined, a second ballot will be taken by hand count. If the result of the hand count vote cannot be determined, a written ballot will be taken. In the event that there are more than two candidates for any office in the annual election and no candidate receives a majority of the votes cast, another ballot shall be taken between the two candidates receiving the most votes in the previous ballot. There shall be no cumulative voting and voting by proxy shall not be permitted.

ARTICLE VI OFFICERS AND DUTIES

Section 1 - Officers

The elected officers of the Club shall be the President, Vice President, Treasurer and Secretary. No one person shall hold more than one elective office at one time, and no officer may be elected to the same office for more than four (4) consecutive terms; each term shall be one (1) year. Notwithstanding the forgoing, in the event that the nominations committee is unable to assemble and recommend a slate for election, then such term limits may be extended on a yearly basis, by a vote of the Board of Directors.

Section 2 - Duties of the President

The duties of the President of the Club shall be to:

- (a) Preside at all meetings of the Board or of the members, and to prepare the agenda for such meetings.
- (b) Act as ex-officio member of all Standing Committees and temporary committees, except the Nominating Committee or as otherwise excepted herein.
- (c) Appoint or replace committees necessary for the proper function of the Club.
- (d) Change or replace committees and its members as deemed necessary for the proper function of the Club.
- (e) Appoint advisors and committees, other than the Standing Committees, and to change or replace such advisors or committees and their members as necessary or desirable for the proper function of the Club.
- (f) Execute all documents and correspondence in the name of the Club as authorized by the Board or the members of the Club.
- (g) Sign drafts on the accounts of the Club and any documents which obligate the Club as directed or authorized by the Board; provided, that the President shall have authority to authorize and direct disbursements and expenditures not in excess of \$1,000 each for appropriate purposes without the prior approval of the Board, unless such disbursement, expenditure or purpose shall previously have been forbidden by the Board. Disbursements in excess of \$1,000 shall require approval of a majority of the Board.

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- (h) Report periodically at meetings of the members and of the Board and in the Club's official newsletter the status of the Club, as appropriate.
- (i) Supervise and coordinate the performance of their duties by the other officers of the Club, by the Chairs of the Standing Committees, and by the members of such other committees, personnel or advisors as may be appointed from time to time.
- (j) Represent the Club in its activities and dealings with the public and to act as the chief spokesman for the Club. The Board of Directors may override any decision of the President by a two thirds (2/3) majority vote of the Board.

Section 3 - Duties of the Vice President

The duties of the Vice President of the Club shall be to:

- (a) Preside at meetings in the absence of the President or when requested by him to do so.
- (b) Assist the President in the conduct of the administrative affairs of the Club.
- (c) Perform such other duties as may be assigned to him by the President or by the Board.
- (d) Sign drafts on the accounts of the Club and any documents which obligate the Club as requested by the President of the Club.

Section 4 - Duties of the Secretary

The duties of the Secretary of the Club shall be to:

- (a) Record, preserve and distribute to the Board the minutes of all meetings of the membership and meetings of the Board, and all votes cast thereat.
- (b) Read such minutes upon request.
- (c) Preside over the annual election of officers.
- (d) Maintain custody of the corporate seal and records of the Club.
- (e) Cause to be published in the Club's official publication notices of proposed and adopted amendments of the certificate of incorporation and these by-laws, of meetings of the members, of nominations submitted by the Nominating Committee, and of such other matters as may relate to the proper conduct of the affairs of the Club.
- (f) Sign drafts on the accounts of the Club and any documents which obligate the Club as requested by the President of the Club.
- (g) Maintain a list of the region's capital assets. A detailed list of assets shall be provided to the Secretary by each of the members of the Board of Directors.

Section 5 - Duties of the Treasurer

The duties of the Treasurer of the Club shall be to:

- (a) Record and preserve the records and books of account reflecting the financial condition and operation of the Club.
- (b) Have custody of all monies, debts, obligations and assets belonging to the Club.
- (c) Receive all monies of the Club and deposit them to the Club account in a bank insured by the Federal Deposit Insurance Corporation.
- (d) Sign drafts on the accounts of the Club and any documents which obligate the Club as requested by the President of the Club.
- (e) Give a full and correct written report on the financial status of the Club at every meeting of the membership or Board. The form of the written report shall be approved by the board of directors. Upon the reasonable request of any director, the Treasurer shall make the financial books and records of the Club available for inspection.
- (f) Insure that the financial affairs of the Club are in accordance with the National Club requirements and all pertinent requirements of law.

Section 6 - Bonds

The Board may require such officers to be bonded, at Club expense, and for such amounts, as it may deem necessary or appropriate.

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ARTICLE VII COMMITTEES AND DUTIES

Section 1 - Standing Committees

There shall be thirteen (13) Standing Committees, which shall be the following committees:

- 1) Advertising Committee,
- 2) Autocross Committee,
- 3) Concours Committee,
- 4) Driver Education Committee,
- 5) Electronic Publications Committee,
- 6) Membership Committee,
- 7) Merchandising Committee
- 8) Print Publications Committee,
- 9) Program and Social Committee,
- 10) Publicity Committee,
- 11) Rally Committee,
- 12) Safety Committee, and
- 13) Tech Committee.

Section 2 - Chairpersons of Standing Committees; Term

The President of the Club shall appoint a member to serve as chairperson (the "Chair") for each Standing Committee, with the approval of the majority of the Executive Committee. Two persons may be appointed as Co-Chairs with respect to any Standing Committee, but any Co-Chair shall be subject to the limitations on the rights of Co-Chairs set forth in Section 6 of Article VIII. (When used herein, the term "Chair" includes any Co-Chair.) Each Chair shall serve for an initial one (1) year term ending on December 31 of the calendar year. Upon expiration of a Chair's initial term, such member may be requested by the President to serve a second term of one year, and such member shall assume such position for an additional term of one year. Thereafter, such member may be nominated by the President any number of times to serve additional terms of one year each, but such member shall assume such position for such additional term(s) of one year only upon approval and confirmation by a majority vote of the Executive Committee.

Section 3 - Removal of Chairs of Standing Committees

Any or all of the Chairs of the Standing Committees may be removed during his/her term for cause with the approval of the majority of the Executive Committee. Any or all of a Chair's Standing Committee Members/Appointees may be removed during his/her term for cause or as a result of the removal of the Chair of a Standing Committee with the approval of the majority of the Executive Committee.

Section 4 - Advertising Committee

The Advertising Committee shall be responsible for:

- (a) Seeking and securing persons to place advertisements in the Club's newsletter.
- (b) Collection and safeguarding of advertising revenues.
- (c) Monitoring of accounts of advertisers and undertaking of collection efforts.
- (d) Preparation and provision of advertising statistics to the Board.
- (e) Such other related duties as needed.

Section 5 - Autocross Committee

The Autocross Committee shall be responsible for:

- (a) Organization, conduct and coordination of autocross events.
- (b) Coordination and supervision of safety, timing, flagging and communications at such events.
- (c) Coordination and supervision of technical inspection of all vehicles participating in such events.
- (d) Coordination and supervision of instruction to participants in such events.
- (e) Promulgation and enforcement of Club rules and regulations in respect of such events.
- (f) Scheduling of such events.
- (g) Collection and safeguarding of event fees.
- (h) Site selection and contract administration in respect of such events.
- (i) Distribution and completion of event observer and incident reports.
- (j) Coordination of events with other Standing Committees, and with other regions of the National Club and with other clubs, as appropriate.
- (k) Preparation of a monthly article for publication in the Porsche POST.
- (l) Such other related duties as needed.

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Section 6 - Concours Committee

The Concours Committee shall be responsible for:

- (a) Organization, conduct and coordination of concours events.
- (b) Coordination and supervision of instruction to participants in such events.
- (c) Promulgation and enforcement of Club rules and regulations in respect of such events.
- (d) Scheduling of such events.
- (e) Collection and safeguarding of event fees.
- (f) Site selection and contract administration in respect of such events.
- (g) Distribution and completion of event observer and incident reports.
- (h) Coordination of events with other Standing Committees, and with other regions of the National Club and with other clubs, as appropriate.
- (i) Preparation of a monthly article for publication in the Porsche POST.
- (j) Such other related duties as needed.

Section 7 - Driver Education Committee

The Driver Education Committee shall be responsible for:

- (a) Organization, conduct and coordination of driver education events, time trial events and racing events.
- (b) Coordination and supervision of safety, flagging and communications at such events.
- (c) Coordination and supervision of technical inspection of all vehicles participating in such events.
- (d) Coordination and supervision of instruction to participants in such events.
- (e) Promulgation and enforcement of Club rules and regulations in respect of such events.
- (f) Scheduling of such events.
- (g) Collection and safeguarding of event fees.
- (h) Site selection and contract administration in respect of such events.
- (i) Distribution and completion of event observer and incident reports.
- (j) Coordination of events with other Standing Committees, and with other regions of the National Club and with other clubs, as appropriate.
- (k) Coordination and supervision of Club Racing participants.
- (l) Ensure compliance with and enforcement of national minimum driver education requirements.
- (m) Preparation of a monthly article for publication in the Porsche POST.
- (n) Such other related duties as needed.

Section 8 - Electronic Publications Committee

The Electronic Publications Committee shall be responsible for:

- (a) Collecting, compiling and coordinating web content from all chairs and other contributors.
- (b) Production, publication, editing, maintenance and distribution of the Club's website, including the development of standards, implementation of new technology and the like.
- (c) Maintenance, production, publication, editing and distribution electronic publications, such as email blasts.
- (d) Management and monitoring of production costs for the Club's web site and electronic publications.
- (e) Posting of advertising on the website.
- (f) Identify, recommend, develop and/or incorporate new technology for use on the website.
- (g) Such other related duties as needed.

Section 9 - Membership Committee

The Membership Committee shall be responsible for:

- (a) Passing on the qualifications of applicants for membership in the Club and the ongoing qualification of members, and to ensure compliance with National Club requirements.
- (b) Providing detailed information relating to membership to the Board.
- (c) Providing monthly statistics for publication in the Club's newsletter and to provide mailing labels for the distribution of the Club's publication.
- (d) Welcome new members into the Club.
- (e) Oversight of the new member liaisons.
- (f) Maintain the Club membership database at the expense of the Club.

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Section 10 - Merchandising Committee

The Merchandising Committee shall be responsible for:

- (a) Selection and selling of merchandise to the Club's membership.
- (b) Collection and safeguarding of revenues derived from such sales.
- (c) Conduct merchandising activities at major Club events.
- (d) Identify, recommend, develop and/or incorporate new merchandising methodologies.
- (e) Such other related duties as needed.

Section 11 - Publicity Committee

The Publicity Committee shall be responsible for:

- (a) Seeking and securing persons to publicize the events of the club.
- (b) Placement of press releases, notices and articles as appropriate to publicize Club events.
- (c) Monitoring and reporting on the publication of press releases, notices and articles.
- (d) Preparation and provision of publicity statistics to the Board.
- (e) Responsible for photographic coverage of all events.
- (f) Preparation of a monthly article for publication in the Porsche PANORAMA, "From the Regions."

Section 12 - Print Publications Committee

The Print Publications Committee shall be responsible for:

- (a) Collect, compile and coordinate monthly articles from all chairs and other contributors.
- (b) Production, publishing, editing and distribution of the Club's monthly newsletter.
- (c) Management and monitoring of production costs including printing and distribution for the Club's printed publications.
- (d) Management and monitoring of mailing costs for printed publications.
- (e) Preparation of a monthly article for publication in the Porsche POST.
- (f) Such other related duties as needed.

Section 13 - Program and Social Committee

The Program and Social Committee shall be responsible for:

- (a) Planning and arranging all meeting of the members and all social events. Including but not limited to:
 - Arranging for guest speakers,
 - Oversight and coordination of the Trek program,
 - Selection, oversight and coordination of sites for meetings, gatherings, programs, trips and other social events,
 - Planning for the election meeting,
 - Planning for the new members meeting,
 - Planning for the Holiday Party including oversight of the fund raising effort related to the Holiday Party.
- (b) Selection of sites for meetings, social events and trips.
- (c) Collection and safeguarding of any fees charged to members in connection with such events.
- (d) Preparation of a monthly article for publication in the Porsche POST.
- (e) Such other related duties as needed.

Section 14 - Rally Committee

The Rally Committee shall be responsible for:

- (a) Organization, conduct and coordination of rally events.
- (b) Coordination and supervision of instruction to participants in such events.
- (c) Promulgation and enforcement of Club rules and regulations in respect of such events.
- (d) Scheduling of such events.
- (e) Collection and safeguarding of event fees.
- (f) Site selection and contract administration in respect of such events.
- (g) Distribution and completion of event observer and incident reports.
- (h) Coordination of events with other Standing Committees, and with other regions of the National Club and with other clubs, as appropriate.
- (i) Preparation of a monthly article for publication in the Porsche POST.
- (j) Such other related duties as needed.

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Section 15 - Safety Committee

The Safety Committee shall be responsible for:

- (a) Assisting the Officers, the Board of Directors, Committees Chair and the Club membership in ensuring the safe conduct of all Club events and activities.
- (b) Making recommendations to the Board and membership on all items of local interest related to safety.
- (c) Compliance with all regional and national PCA standards.
- (f) Assisting as required in the ordering of insurance certificates from National.
- (g) Arranging to have waivers available for signature of all attendees at each event.
- (h) Developing the procedures for having waivers signed.
- (i) The completion and submittal of all incident reports.
- (j) The completion and submittal of all observer reports.
- (k) Maintaining and distributing first-aid kits.
- (l) Directing and/or assisting in the development of safety and other first aid training.
- (m) Arranging for safety and other first aid training as required.
- (n) Preparation of periodic articles for publication in the Porsche POST.
- (o) Such other duties as required.

Section 16 - Tech Committee

The Tech Committee shall be responsible for:

- (a) Assisting the Officers, the Board of Directors, Committee Chairs and the Club membership concerning technical aspects of operating and maintaining their Porsche automobiles.
- (b) Arranging for the presentations to the Region on all items of local interest related to technical issues.
- (c) Approving and adopt and as required, removal of tech sites.
- (d) Development of the minimum required criteria for tech sites/facilities, tech inspections and the development of other tech related criteria.
- (e) Compliance with all regional and national PCA standards for approved tech sites.
- (f) Printing and distribution of safety stickers for helmets and vehicle on site tech stickers.
- (g) Maintain a log of current authorized tech facilities and tech seals.
- (h) Preparation of a monthly article for publication in the Porsche POST.
- (i) Such other related duties as needed.

Section 17 – Ad Hoc Committees

The President of the Club may establish committee(s) to administer a special or unique event, situation or assignment. The committee(s) shall not constitute a Standing Committee. In the event that an Ad Hoc committee is established, it shall be responsible for all aspects of the event, situation or assignment, and be accountable to the Board. It will be within the discretion of the President to determine the longevity of these committees and to take appropriate action to discontinue such committees upon accomplishment of the purposes for which they were formed.

ARTICLE VIII BOARD OF DIRECTORS

Section 1 - Duties and Powers of the Board

The Club shall be managed by the Board. Any and all obligations, duties or responsibilities not otherwise assigned or delegated in these by-laws shall rest with the Board. No disbursement or expenditure by the Club, and no assumption of liability on behalf of the Club, in excess of \$1000 shall be made or undertaken without the prior approval of the Board.

Section 2 - Board of Directors

Each elected officer of the Club, each Chair of a Standing Committee of the Club, and the most immediately available preceding President of the Club (the "Past President"), shall be a director of the Club. Each director must be a member in good standing of the Club. Each director's term of office shall terminate upon the expiration or termination of his or her term as an officer or Chair of a Standing Committee, or in the case of the Past President, at such time as his or her successor leaves office as President and succeeds him or her as the Past President.

It shall be the responsibility of the Board of Directors to determine all matters of Club policy. The Board of Directors shall insure the proper conduct of the administrative affairs of the Club by the Executive Committee, the fulfillment of duties by the officers, and compliance with these Bylaws.

Section 3 - Executive Committee

The Executive Committee shall consist of the current elected officers and the most immediate available Past President continuing to be an active member of the Club.

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Section 4 - No Conflict of Interest

Members of the Executive Committee, Board of Directors, Advisors and others shall act in the service of the members of the Club and shall not use their positions as such to further any commercial interest of their own.

Section 5 - Monthly Board Meetings

The Board shall meet each month at such place and time as shall be determined by the Board for the purpose of transacting such Club business as may properly be brought before the Board, except that the Board may decide not to call regular meetings during any two (2) calendar months of any year. With the majority approval of the Executive Committee, any action required or permitted to be taken by the Board may be taken without a meeting, in writing or by email to the adoption of a resolution authorizing such action.

Section 6 - Quorum

That number of directors constituting a simple majority of all directors of the Club shall constitute a quorum for any meeting of the Board. For this purpose, either, but not both, Co-Chairs of a single Standing Committee shall be treated as a director. A quorum shall be required for any official meeting of the Board of Directors.

Section 7 - Conduct of Board Meetings, Minutes, Guests

The President of the Club shall preside at all Board meetings. Board meetings may be conducted informally unless two or more directors request that a meeting be conducted formally, in which case Robert's "Rules of Order" shall be followed. Any one or more directors may participate in any meeting by conference telephone or similar communications equipment, and participation by these means shall constitute actual presence at the meeting. Minutes of all Board meetings shall be recorded by the Secretary of the Club, or by such director as may be appointed by the Secretary. At each Board meeting, the minutes of the previous Board meeting shall be amended or corrected and approved by the Board. Guests will be permitted to attend any Board meeting only upon the approval of the Executive Committee. Requests to invite guests to Board meetings should be directed to the President of the Club no less than ten business days in advance of the Board meeting.

Section 8 - Voting

At all Board meetings, each director shall be entitled to one vote on any matter which may properly be brought before the Board; provided, that in the case of Co-Chairs of any Standing Committee, either, but not both, of such Co-Chairs shall be entitled to one vote on any matter which may properly be brought before the Board. Should an individual hold more multiple positions, only one (1) vote shall be cast. The initial ballot will be by voice vote. If the result of the voice vote cannot be determined, a second ballot will be taken by hand count. If the result of the hand count vote cannot be determined, a written ballot will be taken. Any director may request that a vote taken be by roll call. There shall be no cumulative voting and voting by proxy shall not be permitted. Any reference herein to action or approval by the Board shall mean action or approval by the affirmative vote of a simple majority of directors voting on such matter at a meeting of the Board duly held, unless otherwise stated, and any reference in these bylaws to action or approval by vote of two-thirds of the Board shall mean action or approval by the affirmative vote of two-thirds of the directors voting at a meeting of the Board duly held.

The President shall not cast a vote unless there is a tie, at which time the President would cast one vote.

ARTICLE IX ELECTION OF OFFICERS

Section 1 - Nominations

By the first day of June of each calendar year, the Board shall elect one director who is not an officer to be chairman of the Nominating Committee. The chairman of the Nominating Committee shall select two other Club members, at least one of whom shall not be a director of the Club, and neither of whom shall be officers of the Club. These three persons shall constitute the Nominating Committee. The names, telephone numbers and if available, email addresses of the members of the Nominating Committee shall be published in the July and August newsletter of the Club.

The Nominating Committee shall convene during August of such year, and by the first day of September of such year the Nominating Committee shall submit to the Secretary of the Club a slate of candidates nominated to stand for election as officers of the Club. The Nominating Committee shall nominate at least one member, and not more than two members, as a candidate(s) for each of the elective offices of the Club. No member of the Nominating Committee may be nominated by the Nominating Committee for any office. Any person nominated by the Nominating Committee must be a member in good standing of the Club, and must indicate that he or she is willing to serve in the position for which he or she is being nominated.

Section 2 - Elections

The November annual meeting is designated as the meeting at which the annual election of officers of the Club will take place. The time and place of the annual election may be changed by the Board, but notice complying with the notice requirements applicable to annual meetings must be given to all active members of the time and place for the annual election as so changed. Notwithstanding the foregoing, the annual meeting for elections shall be scheduled by the Board to occur during the month of November.

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The Secretary of the Club shall arrange for written notice of the annual election meeting. Such notice shall be published in the October and November issues of the Club's newsletter, the Porsche Post, displayed within the Metro website, and/or distributed via email blast, not less than thirty nor more than sixty days before such date. The notice is to include the time and place such annual meeting is to be held, the names of the persons nominated by the Nominating Committee to stand for election at such meeting, and the positions for which they have been nominated.

The Nominating Committee Chair, or his or her designee, shall preside over the election/voting process at the annual meeting or other election meeting. The slate of nominees nominated by the Nominating Committee shall be presented to the members for consideration. Additional or alternate nominations or slates will only be permitted by petition. Petitions shall be submitted to the Board of Directors and Nominating Committee within ten days of publication of the nominating committee's slate on the website, distribution via email blast, or within the Porsche Post, whichever is earlier. If additional or alternate nominations or slates are received the final slate and/or nominees will be published on the website and distributed via email blast not less than thirty nor more than sixty days before the annual election meeting. The election process shall be conducted according to Robert's Rules of Order.

Should no single candidate receive a majority of votes, an additional tie breaker vote shall be taken between the two (2) candidates receiving the most votes.

Each active and family active member in good standing present at the meeting has the right to one (1) vote for each office. Officers will be elected by a simple majority vote of the members present and voting at the election meeting. Absentee and proxy ballots are not permitted.

Section 3 - Vacancies

If any elective office shall become vacant prior to the expiration of the term for which the most recent election was held, the President of the Club shall nominate a member to fill that vacancy, with the approval of the majority of the elected officers for the balance of the unexpired term, and such member shall assume such vacant office upon approval and confirmation by the Board. In the event that the office of the President of the Club becomes vacant before the expiration of the term for which the most recent election was held, the Vice President shall assume the full responsibilities of the President for the balance of the unexpired term. In such case, the position of Vice President shall remain vacant until such time of the next election. In the event that both the offices of the President and Vice President become vacant before the expiration of the term for which the most recent election was held, the Board shall elect a member to assume the full responsibilities of the President for the balance of the unexpired term.

Section 4 - Suspension of Officers

Any officer of the Club elected by the members of the Club may have his/her powers suspended by a two thirds (2/3) majority vote of the board.

Section 5 - Removal of Officers

Any officer of the Club elected by the members of the Club may be removed at a meeting of members at which a quorum is present by vote of a two thirds (2/3) majority of members of the Club with or without cause.

ARTICLE X LIABILITIES, INDEMNIFICATION AND INSURANCE

Section 1 - Liabilities of the Club

All obligations of the Club shall be incurred solely as corporate obligations. No officer, director or member of the Club shall be personally liable for any of the debts, obligations or acts of the Club.

Section 2 - Indemnification

Subject to provisions and limitations of Sections 722 through 725 of the Not-for-Profit Corporation Law, the Club shall indemnify and hold harmless each officer and director against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of any action taken by him or her in good faith, for a purpose which he or she reasonably believed to be in (or, in the case of service for any other organization, enterprise or entity, not opposed to) the best interests of the Club and, in the case of criminal actions or proceedings, without reasonable cause to believe that his or her conduct was unlawful.

Section 3 - General Liability and Directors and Officers Insurance

To the extent permitted by Section 726 of the Not-for-Profit Corporation Law and subject to the limitations there under, the Club may purchase such commercially available insurance for general liability and directors' and officers' liability to the extent and with such limits and coverages, as determined by the Board to be appropriate and approved by the Board.

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ARTICLE XI AMENDMENT OF CERTIFICATE OF INCORPORATION AND BY-LAWS

Section 1 - Amendment of Certificate of Incorporation

The certificate of incorporation of the Club may be amended upon authorization by a majority vote of members voting at a meeting of members held for that purpose with notice of such meeting and of the proposed amendment duly given to all members as provided in Article V hereof, provided that the number of affirmative votes cast in favor of such amendment shall be at least equal to a quorum as defined by Article V, Section 1. Notwithstanding the foregoing, any one or more of the following changes may be authorized by or pursuant to authorization of the Board:

- (a) To specify or change the location of the office of the Club.
- (b) To specify or change the post office address to which the secretary of state shall mail a copy of any process against the corporation served upon him.
- (c) To make, revoke or change the designation of a registered agent of the Club, or to specify or change the address of its registered agent.

Section 2 - Amendments to By-Laws

The by-laws of the Club may be adopted, amended or repealed upon authorization by the vote of two-thirds of the active and family active members voting at a meeting of members held with notice of such meeting and of the proposed amendment duly given to all members as provided in Article V hereof, or upon authorization by a two-thirds affirmative vote of the Board. Amendments to the by-laws may be proposed to the members by the Board or to the Board by any director. A petition signed by any five members in good standing and transmitted to the Secretary proposing an amendment to the by-laws shall be read to the membership at the next meeting of the members and will at that time be put to a vote by the membership, provided due notice to the membership of such meeting and the proposed amendment has been given, and if such notice cannot be given for such meeting, then at the first meeting thereafter for which due notice can be given.

Section 3 - Amendments Implemented by Secretary

The Secretary of The Club shall be responsible for all procedures concerning and all filings required in connection with any amendment of the certificate of incorporation or the by-laws of the Club.

ARTICLE XII MISCELLANEOUS

Section 1 - Corporate Seal

The corporate seal of the Club shall be circular in form, being inscribed with the name of the Club and the year and place of its incorporation.

Section 2 - Badge

The badge of the Club shall be circular in form, being inscribed with the name of the Club and the initial "PCA".

Section 3 - Fiscal Year

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

Section 4 - Accountant and Counsel

As the need may arise, as determined by the Board, outside accountants and counsel may be retained at the expense of the Club to perform the specific tasks that necessitate their retention.

ARTICLE XIII ENACTMENT AND EFFECTIVE DATE

These by-laws shall become effective upon:

- (1) A favorable vote by a two thirds (2/3) of the membership present and voting at a meeting duly held; or
- (2) Notification to the membership via email and displayed within the website within ten (10) days of adoption by a favorable vote of two-thirds (2/3) of the Board.

The Secretary of the Club shall cause these by-laws and any Appendix, in their final form, to be printed and a copy furnished to each active member of the Club upon such member's request.

The effective date of these By-laws shall be August 4, 2009, by adoption of a favorable vote of two-thirds (2/3) of the Board pending notification of the membership via email and displayed within the Club website.

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APPENDIX A SPECIAL VOTING PRIVILEGES

Special voting privileges, as a 'Director,' shall be extended to all individuals listed in error as 'Chairs' on the page entitled, "Year 2008 – Metro New York Region – Executive Committee," published within the December 2008 issue of the Porsche Post, annotated and attached herein. Voting rights of each of these individuals in non-chair positions will expire upon vacating the published position. Two member chairs will be treated as Co-Chairs, therefore each individual will receive one-half (½) vote.

This Appendix to the Bylaws shall become null and void once each of the individuals has vacated their published positions.



Year 2008 Metro New York Region Executive Committee



OFFICERS

PRESIDENT Michael Palumbo 351 Lakeshore Blvd. Massapequa Park, NY 11762 516-798-5562 (Eves.) mcpalumbo@aol.com	VICE PRESIDENT Marc Figelman 14 Walden Place Great Neck, NY 11020 516-829-8289 (Eves.) metrovice@optonline.net	TREASURER Mark Dresner 32 Redwood Drive Dix Hills, NY 11746 631-271-3532 (Eves.) DrezTreas@optonline.net	SECRETARY Jeff Goldberg 1436 Cleveland Ave. East Meadow, NY 11554 516-565-9048 secretary@metronypca.org
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CHAIRS

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