

BYLAWS
OF THE
NORTHERN NEW JERSEY REGION
INCORPORATED THE
30TH DAY OF OCTOBER A.D., 1957

PORSCHE CLUB OF AMERICA
INCORPORATED THE
27TH DAY OF MARCH A.D., 1956

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ARTICLE I - NAME

The name of this organization shall be: NORTHERN NEW JERSEY REGION, PORSCHE CLUB OF AMERICA, INCORPORATED, hereinafter referred to as the Region.

ARTICLE II - OBJECTIVES

The members of this Region, in cooperation with the National organization, the Porsche Club of America, Inc., hereinafter referred to as the National, are joined together and mutually pledged to the furtherance of the following:

1. The highest standards of courtesy and safety on public roads and highways.
2. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche, and engaging in such 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 information.
4. The establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche dealers and service sources, to the end that the Marque shall prosper and continue to enjoy its unique leadership and position in sports car history.
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 as may be desirable with other Car Clubs.

ARTICLE III - MEMBERSHIP

1. Membership shall be restricted to owners, co-owners, lessees or co-lessees of Porsches who are 18 years of age or older, and to such other persons interested in the club and its objectives, as provided for in 1.b, 1.c and 1.d of this Article. Membership classes shall be:
 - a. Active - Any owner, co-owner, lessee or co-lessee of a Porsche, who is 18 years of age or older, having paid such National and Regional dues and fees as required, and may include (if requested by the Active Member) as a Family Active member one other person of the Active Member's immediate family, also 18 years of age or older, restricted to wife, husband, brother, sister, son, daughter, mother, or father, whether otherwise qualified for active membership by ownership of a Porsche or not.

- b. Associate - Any Active Member who ceases to own, co-own, lease or co-lease a Porsche while a member in good standing, having paid such National and Regional dues and fees as required and may include, as a Family Associate member, a person of the Associate Member's family who has been a Family Active member as in (a) above.
 - c. Honorary - Any person who, on the affirmative vote of three-fourths of the Board of Governors, is deemed to merit recognition for outstanding interest in, or service to, the Region. Honorary Membership so granted shall be applicable to Regional Membership only. Honorary Membership shall be for life, subject to ARTICLE III, paragraph 4.
 - d. Affiliate - A person 18 years of age or older, named by the Active Member at the time of joining or at any renewal of membership in lieu of a Family Active Member.
- 2. No Active, Family Active, Associate, nor Family Associate or Affiliate may hold membership in the Region without being a member in good standing of National.
 - 3. Applications for membership in the Region, whether submitted to the Region directly or referred to the Region from National, shall be submitted to the Secretary, or such Committee Chairperson as may be designated by the Committee Board as specified in Article IX, who will enter the applicant's name on the Region's roll and forward and/or return the application to National.
 - 4. Any Member may be expelled or suspended for infractions of PCA National or this Region's By-Laws, rules or regulations, or for action inimical to the general objectives or best interests of National or the Region by a vote of two-thirds of the Board of Governors. Within thirty (30) days of written notice of such expulsion or suspension, the Member may request a hearing before the Board of Governors. Such request to appeal such decision shall be in writing, to the President or Secretary, and the Member shall be afforded a hearing within forty-five (45) days thereafter. The Board of Governors shall either reaffirm such decision by a two-thirds vote, or reverse and overturn such decision whereupon the Member shall be reinstated.
 - 5. Privileges. Members of the Region shall be entitled to all the privileges of the Region, except that:
 - a. Associate and Family Associate Members may not be elected or appointed to any elective office of the Region and are not entitled to vote. However, upon becoming an Associate or Family Associate

Member, they may serve the remaining term of any office to which they have been elected.

- b. Honorary Members not otherwise members of National and Affiliate Members are not entitled to vote or hold elective office.
- c. A Member, otherwise entitled to vote pursuant to the provisions of these By-Laws, must be a Member in good standing as of the last day of the month prior to the month in which the Annual Meeting or Business Meeting shall occur to be eligible to vote at such Annual or Business Meeting.

ARTICLE IV - REGIONAL TERRITORY

The territory included in the Region shall include the New Jersey counties of: Bergen, Essex, Hudson, Hunterdon, Middlesex, Morris, Passaic, Somerset, Sussex, Union and Warren, or additional geographic areas within New Jersey, as may be permitted by National.

ARTICLE V - DUES

1. Annual Regional dues for various classes of membership shall be determined from time to time by the Board of Governors. Where urgently required, other regional fees may be assessed from time to time for special purposes as recommended by the Board of Governors, and approved by a majority vote of the membership assembled at a Business Meeting.
2. Regional dues shall be payable on the anniversary date of each member's National membership.
3. Upon receipt of notification from National that a member has not renewed his or her membership, the Region shall notify the member that he or she will be dropped from the Region's membership roll two months from the member's annual anniversary date unless he or she renews by paying the required National and Regional dues.

ARTICLE VI - MEETINGS

1. A Business Meeting shall be any meeting so designated by the President or a majority of the Board of Governors for the purpose of transacting Region business. The Annual Meeting shall be a Business Meeting. The membership shall be notified by publication of a notice in the Region's newsletter, *Porscheorus*, and on the Region's website, or by any method that assures availability of the notice to the membership, of an impending Business Meeting at least 30 days prior to the date of said meeting. Also, the membership shall be provided with an agenda for the Business Meeting at the time of notification. Matters that are to be discussed at a

Business Meeting must be submitted in writing sufficiently in advance of the Business Meeting to permit publication as part of the agenda.

2. For the purpose of transacting Region business at any Business Meeting, a quorum shall consist of the eligible voting members present.
3. The Annual Meeting of the Region shall be held in November.
4. All Business Meetings shall be governed by Robert's Rules of Order, Revised.

ARTICLE VII - OFFICERS

1. The elected officers of the Region shall be Active or Family Active members of the Region in good standing and shall include the President, Vice President, Secretary, Treasurer and three (3) Governors at Large. The elected officers shall serve one fiscal year ending December 31.
2. The President shall be chief executive officer and shall preside at all meetings of the Region and the Board of Governors.
3. The Vice President shall accept the responsibilities of the President in the absence of the President, and shall also discharge such duties as may be authorized by the Board.
4. The Secretary shall keep minutes of all Business Meetings of the Region and the Board of Governors. In the absence of the Secretary, the President shall appoint a Secretary protem who will assume the duties of Secretary. The Secretary shall take care of all general correspondence and other secretarial work not otherwise specified. The Secretary shall cause the necessary forms to be completed and forwarded to the proper State authority to insure that the Region's Incorporation in the State of New Jersey remains current and valid.
5. The Treasurer shall have charge of all funds deposited to the credit of the Region in such depositories as may be designated by the Board. He/she shall pay all bills for the Region, keep proper records of receipts and expenditures, which shall be open to the inspection of the Board of Governors at all times. The Treasurer shall present a report of finances at each meeting of the Board of Governors and an Annual Report within thirty (30) days following the close of the fiscal year on December 31.
6. The Governors shall act as representatives at large of the membership. They shall, at all times, actively strive to further those objectives set forth in ARTICLE II, paragraphs 1, 2 and 3 and to accept such responsibilities as may from time to time be delegated to them by the Board of Governors. Each Governor shall have a vote on the Board of Governors.

7. Vacancies shall be filled as follows:
 - a. President shall be succeeded by the Vice President, and a new Vice President shall be appointed by a majority vote of the Board of Governors.
 - b. Vacancies for all other offices shall be filled by appointment as determined by a majority vote of the Board of Governors.
 - c. All appointments shall be for the duration of the unexpired term.
8. Any Elected Officer may be suspended or removed from such position for actions detrimental to the welfare of the Region if the Board of Governors, by a two-thirds vote or more, calls for a vote of the membership at a Business Meeting to remove such officer, and the membership, by majority vote of the Members voting at such Business Meeting, approves such suspension or removal.

ARTICLE VIII - BOARD OF GOVERNORS

1. The Board of Governors shall consist of the elected officers, the Chairpersons of Operating Committees not otherwise members of the Board and the most immediate Past President available.
2. The Board of Governors shall have supervision of all matters pertaining to Regional activities and shall manage and conduct Regional affairs in accordance with the Bylaws. A majority of the Board shall constitute a quorum, and unless otherwise specified, decisions of the Board of Governors shall be by a majority vote of the quorum present.
3. Any member of the Region may appeal an action of the Board of Governors by presenting his or her objection in writing at a Business Meeting. If the objection is sustained by a majority vote of members present, the Secretary shall prepare a notice of the objection and shall ensure that the notice is distributed to the membership. The objection shall then be voted upon at the next succeeding Business Meeting and a supportive vote by a three-fourths majority of members present will repeal the action of the Board.

ARTICLE IX- COMMITTEES

1. There shall be not less than fifteen (15) and not more than twenty-five (25) Operating Committees and Chairpersons selected by February 1 of each calendar year, as determined by the President, Vice-President, Secretary and Treasurer and the most immediate past President (collectively the "Committee Board"). The Committee Board shall designate the responsibilities of each Operating Committee. All such Operating Committee Chairpersons shall serve at the discretion of the Committee

Board. After February 1, additional Operating Committees, up to a cumulative total of twenty-five (25), may be appointed by the Committee Board by majority vote.

Each Operating Committee, by its Chairperson, shall have a vote on the Board of Governors, provided such Chairperson is not otherwise a member of the Board of Governors.

Special Committees may be appointed at any time with the approval of the Board of Governors. Chairpersons of Special Committees shall not have a vote. (For example, By-Laws Committee, Nominating Committee, Election Committee).

2. The President, with the approval of the Board of Governors, shall appoint a Nominating Committee and its Chairperson not later than June 1. The Nominating Committee shall consist of five or more (an odd number) Active or Family Active members and shall include: 1) a recent past President (if available), 2) a member of the preceding year's Nominating Committee, and 3) at least one, but not more than three, members of the current Board of Governors. The Nominating Committee shall nominate one or more candidates for each elective office. Members of the Nominating Committee, and family members of the member of the Nominating Committee (defined as husband, wife, brother, sister, son, daughter, mother, father, brother-in-law, sister-in-law, son-in-law, daughter-in-law, father-in-law, mother-in-law or domestic partner sharing a residence with a member) shall not be eligible for nominations to an elective office.

ARTICLE X - ELECTIONS

1. The names of the individuals who have been appointed to the Nominating Committee shall be published in the July issue of *PorscheForus*. In that same issue, the procedures for nominations and voting shall also be published.
2. The Nominating Committee shall interview, in person, all Elected Officers, any Member to be nominated by the Committee, and any Members indicating a desire to be a candidate for any elected office, prior to concluding nominations.
3. The Nominating Committee shall nominate one or more candidates for each elective office. The nominees shall be announced in writing to the membership by publication on the Region's website in the first week of August and in the September and October issues of *PorscheForus* after securing permission of each candidate nominated.
4. Any eligible members, not so nominated, who wish to have their names appear on the ballot for the election at the Annual Meeting shall submit a written notice and supporting Petition, signed by twenty-five Active or

Family Active members, to the Nominating Committee no later than September 1, to allow publication in the October issue of *Porscheforus*.

5. No write-in votes shall be allowed.
6. Elections of officers shall occur at the Annual Meeting. Voting shall be by written ballot if there is more than one candidate for an office. Sequence of voting shall be:
 - President
 - Vice President
 - Secretary
 - Treasurer
 - Governors – 3
7. The President must be elected by a majority; other officers are to be elected by plurality. If there are more than two (2) candidates for President and none receives a majority of the votes, the two (2) candidates with the most votes will have a run-off election. In such event, any Absentee ballots not voted for either of the final two (2) candidates shall be excluded from the count for purposes of establishing a majority in the run-off election. If no one receives a majority, that is there is a tie, then the decision is made with a toss of the coin by the Chairperson of the Election Committee.
8. All elections of officers shall be conducted by an Election Committee. The Election Committee shall be comprised of Members, appointed by the President, and approved by the Board of Governors, provided however, no member of the Election Committee may:
 - a. Have a family member (defined as wife, husband, brother, sister, son, daughter, mother, father, brother-in-law, sister-in-law, son-in-law, daughter-in-law, father-in-law, mother-in-law or domestic partner sharing a residence) in the election,
 - b. Have served as a member of the Nominating Committee for the election, or
 - c. Be a family member (defined as wife, husband, brother, sister, son, daughter, mother, father, brother-in-law, sister-in-law, son-in-law, daughter-in-law, father-in-law, mother-in-law or domestic partner sharing a residence) of any member of the Nominating Committee for the election.
9. If any office in the election is contested, then there shall be no less than seven (7) members appointed to the Election Committee, one of whom shall be the Chairperson.

10. The Election Committee shall prepare the ballot for the election.
11. Member confidential contact information obtained from any Club data base or any Club activity shall not be used by or on behalf of any candidate for any electioneering.
12. If any office in the election is contested, absentee ballots shall be made available to anyone requesting a ballot from the head of the Election Committee either by letter or email at least fourteen (14) days before the date of the election. Absentee ballots will only be mailed, and only to the latest address on file with the Region's membership records. The completed Absentee ballot must be received by the Chairperson of the Election Committee, by mail before noon on the day of the Election, or presented to the Chairperson or other designated member of Election Committee in person at the Election.
13. Anyone requesting an Absentee ballot will be denied a ballot at the Election, regardless of whether the Absentee ballot was returned.
14. Candidates for elected office shall either be present at the Election, or appoint, in writing, a representative to appear on their behalf, or express their willingness to serve if elected, in writing, for reading at the Election.
15. Procedures shall be established by the Election Committee:
 - a. To ensure the anonymity of Absentee ballots; and
 - b. To enable candidates in contested elections to have equal opportunity to present statements to the Membership in the manner as may be determined by the Election Committee.
16. The Election Committee shall tabulate votes and report results. Candidates elected shall take office on January 1, of the following year.

ARTICLE XI - OBLIGATIONS AND INDEBTEDNESS

1. Only the elected officers or persons authorized by the Board of Governors to act on behalf of the Region shall incur any obligation or indebtedness in the name of the Region. 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 the Region by reason of any such corporate obligation or liability.

No elected Officer or any other person authorized to act in behalf of the Region shall incur any obligation or indebtedness in the name of the Region without prior approval of a majority of the Board of Governors, except for the following purposes:

- a. Printing, mailing, postage and stenographic expenses of the Region's official publication.
 - b. Stationery and postage for ordinary administrative use; and
 - c. Committee Chairpersons may make ordinary and necessary expenses consistent with a budget for such Committee as approved by the Board of Governors.
2. No elected Officer or any other person authorized to act in behalf of the Region shall incur any obligation or indebtedness in the name of the Region which: (a) exceeds the expenditure approved by the Board of Governors, and (b) is not for the general benefit of the membership of the Region as determined by the Board of Governors.
 3. The incurring of any obligation or indebtedness in the name of the Region by any elected Officer or member in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Region in an amount equal to the obligation or indebtedness which the Region may be required to pay.
 4. Should the Region, for whatever reason, dissolve the Corporation, all Regional assets shall be converted to cash and:
 - a. All outstanding financial obligations of the Region shall be fully discharged.
 - b. Any cash remaining after (a.) above, shall be distributed equally to all Active and Associate members in good standing at the date of dissolution.

ARTICLE XII - AMENDMENTS TO BYLAWS

These Bylaws may be amended by a three-fourths majority vote of members present at a Business Meeting, provided: (1) the membership has been notified of the Business Meeting at which the proposed amendment(s) shall be voted upon, not less than one (1) month prior to the date of said Business Meeting, and (2) the proposed amendment(s) have been made available to the members not less than one (1) month prior to the date of said Business Meeting. Notification to members of the Business Meeting shall be in accordance with Article VI, and the proposed amendment(s) shall be made available to members either by publication in *PorscheForus*, by mailing, by posting on the Region's website or by other electronic means which reasonably assures receipt by members. Amendments may be proposed by any Active or Family Active member in good standing, and shall be voted upon at a Business Meeting as determined by a vote of the Board of Governors, or at the next Annual Meeting thereafter.