

BYLAWS
OF
PORSCHE CLUB OF AMERICA, ALASKA REGION

ARTICLE I

Name and Principal Office

Section 1. Name. The name of the club is PORSCHE CLUB OF AMERICA, ALASKA REGION.

Section 2. Principal Office. The principal office of the club shall be located at the residence of its duly elected President, or at the residence of his successor in the event of the President's death, resignation, disability, or disqualification.

ARTICLE II

General Objectives

The general objectives of the club, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following.

- (1) The highest standards of courtesy and safety on the roads.
- (2) The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social or other events as may be agreeable to the membership.
- (3) The maintenance of the highest standards of operation and performance of the marquee 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 marquee 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 sports car clubs as may be desirable.

ARTICLE III

Powers and Corporate Seal

Section 1. Powers. The club shall be empowered to do all things and conduct all business not for profit necessary to carry out the general objectives of the club, as set forth in the Certificate and Articles of Incorporation issued under the statutes of the State of Alaska, and in these Bylaws.

Section 2. Corporate Seal. The corporate seal of this corporation shall be a circular die with the name of the corporation and the words "Corporate Seal" and "State of Alaska."

ARTICLE IV

Membership, Membership Area, Dues, and Fees

Section 1. Membership. Membership in the club shall be restricted to owners or co-owners of Porsches who are 18 years of age or older, and to such persons interested in the club and its objectives as provided in Section 2 following,

Section 2. Classes of Membership.

- a. Active, Any person who is a member or affiliate member in good standing of the National Club is considered a member of this club and is therefore entitled to vote.

b. Honorary. Any person who, on the affirmative vote of the active members, is deemed to merit recognition for outstanding interest in, or service to, the club. Such membership shall be limited to one year, but may be renewed as above. An honorary member has no voting right.

Section 3. Membership Area. Memberships will be accepted from the entire State of Alaska, the Porsche Club of America, Alaska Region, being comprised of the entire State of Alaska.

Section 4. Membership Applications. Applications are to be made on current application blanks to the National Club, and accompanied by the dues as set forth in Section 5, following.

Section 5. Dues. Dues shall be set by the National Club, and any financial needs in addition to the amount returned to the club by the National Club shall be met by an assessment or assessments, the amount to be approved by a two-thirds majority of the active membership.

Section 6. Membership Year. The membership year shall terminate on the member's anniversary date, as maintained by the National Club.

Section 7. Privileges. Members in good standing shall be entitled to all privileges of the club.

Section 8. Suspension. Any member may be suspended by a two-thirds vote of the active membership for infractions of rules or regulations, or for actions inimical to the general objectives or best interests of the club. 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 active members, or a committee appointed by the Executive Board for the purpose, concerning alleged misconduct. The active members may thereafter continue the suspension for a definite time, terminate the suspension, or expel the member, and their decision shall be final. Suspensions of active members are applicable to affiliate members. Such suspensions are to be reported to the Zone Representative.

Section 9. Termination.

Membership in the Alaska Region may be terminated by:

a. Resignation. Any member may resign by addressing a letter of resignation to the president. The resignation shall become effective upon receipt and all club privileges shall terminate as of that date. b. Expulsion for failure to pay annual dues as provided in Section 6 preceding.

c. Request for transfer to another region within the jurisdiction of the National Club, submitted in writing to the regional Club President if no longer residing in the Alaska Region.

ARTICLE V

Officers

The elected officers of the club shall be a President, Vice President, Secretary, and Treasurer, who shall be active members if the Club in good standing. Each officer shall serve for a nominal term of one (1) year, and until his successor is elected, qualified, and installed. No officer may continue in office if he shall move his residence beyond the borders of the State of Alaska.

ARTICLE VI

Board of Directors

Section 1. Board of Directors. The elected officers shall constitute the Board of Directors.

Section 2. Meetings. Meetings of the Board of Directors for any purpose may be called at any time by a majority of the Board of Directors. Each Director shall be notified of such meeting.

Section 3. Powers. Subject to the limitations in the Articles of Incorporation, these Bylaws, the general laws of the State of Alaska regarding non-profit corporations, or any other laws of the State of Alaska, or the United States, all corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be conducted by, the Board of Directors. The Board of Directors shall be responsible for the proper functioning of the club under the Bylaws and shall perform all duties necessary for the proper functioning

Section 4. Voting. In the case of a tie vote by the members of the Board of Directors, the prevailing side shall be that of the President.

Section 5. Compensation. Directors shall not receive any salary or other compensation for their services as Directors.

ARTICLE VII

Duties of Officers

Section 1. Duties of President.

The duties of the President are:

- a. To prepare the agenda and preside at all meetings of the Club and Board of Directors.
- b. To execute all documents and correspondence in the name of the corporation as authorized by the Board of Directors and/or membership.
- c. To sign as co-signer all drafts on the accounts of the corporation, and any corporate documents which obligate the corporation financially.
- d. To act as ex-officio member of all committees.
- e. To perform all other duties usually appertaining to the office of President.

Section 2. Duties of Vice President.

The duties of Vice President are:

- a. To preside at all meetings of the Club and the Board of Directors in the absence of the President, or when ordered to do so by the President.
- b. To assist the president in the conduct of the administrative affairs of the club.
- c. To perform all other duties as may be assigned to him or her by the president.

Section 3. Duties of the Secretary.

The duties of the Secretary are:

- a. To cause to be recorded and preserved the minutes of the meetings of the club and the Board of Directors, and to present and read such minutes at the request of the President, or his or her representative. All minutes are to be submitted to the newsletter editor for publication in the newsletter.
- b. To receive all ballots, count them, and keep a record thereof.
- c. To have custody of the corporate seal at all times, as well as the club's records.
- d. To keep an inventory of the property of the club and its location.

Section 4. Duties of the Treasurer.

The duties of the Treasurer are:

- a. To keep and preserve the records and books of account reflecting the financial condition and operation of the corporation.
- b. To sign as co-signor all drafts and accounts of the corporation

- d. To receive all monies paid to the corporation, and deposit same to its credit with the bank designated by the Board of Directors.
- e. To pay all debts and obligations of the corporation.
- f. To insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the corporation.

Section 5. Interim Appointments. In the event of the death, resignation, disability or disqualification of one of the officers, the remaining officers shall make an interim appointment to the office so vacated for the balance of the unexpired term.

ARTICLE VIII

Committees

The Board of Directors/Officers shall appoint committees from time to time as maybe desirable and necessary.

Standing Committees

Section 1. Newsletter Editor. The editor for the monthly newsletter, Pipeline, shall be appointed by the President and will be responsible to the Board of Directors. Pipeline expenses will not exceed Pipeline income without prior approval of the Board of Directors.

Section 2. Activity Chair. An Activity Chair shall be appointed by the President for the purpose of coordinating club activities for the current year.

Section 3. Safety Chair. A Safety Chair shall be appointed by the President for the purpose of promoting safety at all club events.

ARTICLE IX

Election of Officers

Section 1. Nominating Committee. The President shall appoint a nominating committee of three members, of which the President shall be one, on or before the October meeting.

Section 2. Slate of Officers. The Nominating Committee shall present the slate of officers in the November newsletter and at the November general meeting. Nominations from the floor will be accepted at the December Annual Meeting.

Section 3. Election. Officers shall be elected and installed at the Annual Meeting of the club. Election will be by a majority of those members present.

ARTICLE X

Meetings

Section 1. Annual Meeting. The Annual Meeting for the purpose of electing officers shall be held each year at the December meeting. Notice of the time and place of the Annual Meeting is to be published in the November and December Pipelines.

Section 2. Regular Meeting. Regular meetings of the club shall be held each month at such place and time as the Board of Directors/Officers may determine, direct, and cause to be announced to the membership.

Section 5. Voting. At all meetings of the members, each active member in good standing shall be entitled to one vote on any matter which may properly be brought before the membership. Such vote may be by a show of hands, voice, or written ballot.

Section 6. Conduct of Meetings. The President, or such other officer as the President may appoint, shall preside at all meetings. Unless otherwise provided in these Bylaws, Roberts' "Rules of Order" shall prevail.

Section 7. Minutes. Minutes of all meetings shall be recorded by the Secretary, or such person as may be appointed by the Secretary. Minutes are to be published in the next month's Pipeline and corrected/approved at the next regular meeting.

Section 8. Guests. Guests are permitted at the Annual and all regular meetings.

ARTICLE XI

Fiscal Year

The fiscal year for the club shall be the calendar year.

ARTICLE XII

Obligations and Indebtedness

Section 1. Authority to Incur Obligations or Indebtedness. Only the elected officers or persons authorized by the Board of Directors/Officers to act on behalf of the club shall incur any obligations or indebtedness in the name of the club. No personal liability whatever shall attach to or be incurred by any member or officer of the club by reason of any such corporate obligation or liability. No elected officer or other person authorized to act on behalf of the club shall incur any obligation or indebtedness in the name of the club in excess of the sum of \$25.00 without prior approval of a majority of the Board of Directors/Officers. No obligation shall be incurred in the name of the club in excess of \$500 without prior approval of a majority of members present at a regular meeting.

Section 2. Unauthorized Obligations. No elected officer or any person authorized to act on behalf of the club shall incur any obligation or indebtedness in the name of the club which is not for the general benefit of the majority of the members of the club, nor shall the Board of Directors/Officers approve the incurring of any such obligation or indebtedness.

Section 3. Personal Liability of Unauthorized Obligation. The incurring of any obligation or indebtedness in the name of the club by any elected officers or member in contravention of these Bylaws shall be an ultra vires act. The active members of the club, by a majority vote, shall determine whether such obligation or indebtedness is in contravention of the bylaws, and therefore an ultra vires act. The person or persons responsible of such act or acts shall be personally liable, individually or collectively, to the club in an amount equal to the obligations or indebtedness which the club members may be required to pay.

ARTICLE XIII

Bylaws.

Section 1. Amendments. The Board of Directors shall have the authority to make, amend, alter or repeal the bylaws of this corporation, and by a majority vote of all the Directors at any regular or special meeting of the Board of Directors, provided that notice of intention to make, amend, alter or repeal the Bylaws shall be given to all members of the Board of Directors.

Section 2. Review. The Board of Directors/Officers or a committee appointed by such shall review the Bylaws every four years.

Most Recent Review 1-26-22

1-26-22

Date

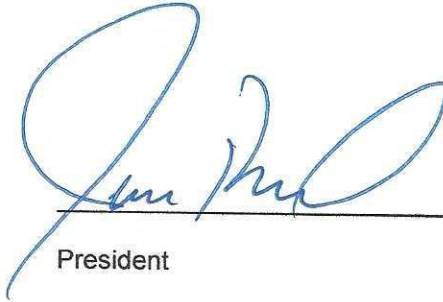
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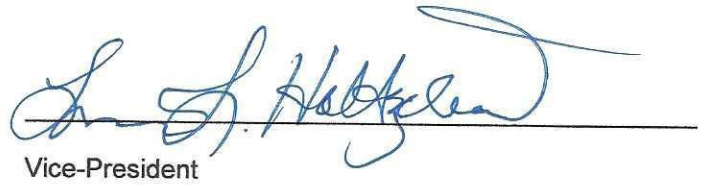
Date

1/26/2022

Date



President



Vice-President

Secretary



Treasurer