

**BYLAWS OF THE
PORSCHE CLUB OF AMERICA - SANTA BARBARA REGION**

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

Section 1: Name

The name of this Region shall be Porsche Club of America, Santa Barbara Region.

Section 2: Principal Office

The Principal Office of this Region shall be located at the residence of its duly elected President, or at the residence of the President's successor, or at any such other place as may be designated by the Board of Directors.

Section 3: Boundaries

The boundaries of the Santa Barbara Region of the Porsche Club of America as of June 13, 2000, shall be those of the Santa Barbara County (south of a line drawn between Gaviota State Park and the intersection of San Luis Obispo, Ventura, and Santa Barbara County lines) and Ventura Counties, State of California.

**ARTICLE II
COMPLIANCE WITH BYLAWS OF PORSCHE CLUB OF AMERICA**

The bylaws as amended from time to time of Porsche Club of America, Inc., the parent organization of this Region and hereinafter also referred to as PCA or National, are hereby incorporated herein by reference and shall insofar as applicable govern this Region, hereinafter also referred to as SBR or Club, excepting in such matters as are otherwise specifically provided herein.

**ARTICLE III
GENERAL OBJECTIVES**

The General Objectives of the Region, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

- A. The highest standards of courtesy and safety on the road.
- B. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in social and other events as may be agreeable to the membership.
- C. The maintenance of the highest standards of operating and performance of the marque by sharing and exchanging technical and mechanical information.
- D. The establishment and maintenance of mutually beneficial relationships with the Porsche Works, Porsche Dealers and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals.
- E. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.

F. The establishment of such mutually cooperative relationships with other car Clubs as may be desirable.

G. The preservation of the independence of the PCA and the SBR, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned to the Club in interest or purpose. In furtherance of this goal, Porsche Club America, Santa Barbara Region is and shall remain a totally member-driven and primarily member-financed independent entity allowing neither inappropriate nor undue influence, financial or material, from outside its domain, owing allegiance only to its members.

ARTICLE IV POWERS AND BADGE

Section 1: Powers

This Region 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 Articles of Incorporation, issued under the statutes of the State of California and in these Bylaws. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the corporation by law.

Section 2: Badge

The badge of this Region shall be the badge adopted by the Porsche Club of America, Inc. The logo/badge for SBR shall be as shown on Exhibit A to these bylaws.

Section 3: Region Emblem

The official emblem and jacket patch of this Region shall be the patch adopted by this Region from time to time and shall depict the historic Santa Barbara Mission. A copy of the emblem is attached as Exhibit B.

Section 4: Corporate Seal

The corporate seal of SBR shall be inscribed with the name of the Club and the year and place of its incorporation.

ARTICLE V MEMBERSHIP, DUES AND FEES

Section 1: Membership

Membership in this Region shall be restricted to owners or co-owners of Porsches who are eighteen (18) years of age or older and to such other persons interested in the Club and its objectives, as provided in Section 2 (B), (C), (D), and E of this Article. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designed as a Porsche automobile by Porsche, Porsche AG, or its successor, which is powered by an engine which is, basically, one which was installed into such bodies by the manufacturer of such automobiles, although not necessarily in the body concerned. The word "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 2: **Classes of Membership**

- A. **ACTIVE MEMBER**— Any owner, lessee or co-owner of a Porsche acceptable to a Region, who is eighteen (18) years of age or older, having paid Club dues and fees as required.
- B. **FAMILY-ACTIVE MEMBER**— An individual requested by an active member as his or her family-active member, restricted to persons 18 years of age or older, whether otherwise qualified for active membership by ownership of a Porsche or not.
- C. **ASSOCIATE MEMBER**— **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 Region and its objectives having paid Club dues and fees as required. A person of the associated member's family who has been a family-active member as in (B) above may continue as a Family-Associate member similarly.
- D. **AFFILIATE MEMBER**—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.
- E. **REGION LIFE MEMBER**— Any person who, on the affirmative vote of the Board of Directors, it deems to have performed such extraordinary service to the Club as to warrant this singular honor. A region life member must be an active member and may name a family member under (A) above.

Section 3: **National and Regional Club Membership**

No active, family-active, associate, family-associate, or affiliate member may hold membership in this Region without at the same time being a member in good standing of the Porsche Club of America, Inc., each of which is a separate legal entity.

Section 4: **Membership Applications**

Applications for membership may be made either through the PCA national office or SBR, either of which may reject it.

Section 5: **Dues**

- A. PCA annual dues for the various classes of membership shall be determined from time to time by the National Board of Directors. National dues shall be collected by the National Club, which shall refund to SBR such part thereof as shall have been set by the National Board of Directors. National dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed.
- B. Additional annual dues for all SBR member classifications may be determined from time to time by the Board of Directors, or by members at any Annual Meeting. Annual Region dues, if determined to be a Region policy, shall be due and payable during the first month of the fiscal year. SBR may prorate Region dues for new members joining during the Region membership year.

Section 6: Membership Year

The membership year for the Santa Barbara Region of the Porsche Club of America, Inc. shall be as set forth by the Porsche Club of America, Inc., which will manage renewal notices. The membership year for purposes of collecting dues, if determined to be a Region policy, shall start January 1 and end on December 31. Members who do not renew shall be dropped from membership.

Section 7: Privileges of Members

Members in good standing shall be entitled to all of the privileges of the Region, except that honorary members, associate members, and affiliate members shall be entitled neither to vote or hold elective office, and except further that family-active members, affiliate members, and family-associate members shall not be entitled to receive any duplication of any Club mailing to the active member. Ballots will be mailed (or, if electronic means shall have been approved in accordance with these Bylaws, then by mail, by electronic means, or any combination thereof), to active members only, with space for the vote of the family-active member. Only active members and family-active members, in good standing, shall be eligible to be nominated for elective Club office. The active and family-active member may cast only one vote each in any election or referendum.

Section 8: Removal from Membership

Members whose National dues are not renewed by the established deadline shall be automatically removed from the active membership status in the Porsche Club of America, Inc. In turn, those members shall automatically be removed from membership in this Region. Region membership will also lapse for non-payment of Regional dues if Region dues are required.

Section 9: Suspension from Membership

Any member may be suspended by a two-thirds (2/3) vote of the Board of Directors or by National in accordance with its Bylaws for infractions of Region Club or National rules or regulations or for actions inimical to the general objectives or best interests of the Club or PCA.

Upon written notice of such suspension, the suspended member shall be afforded reasonable opportunity to be heard, in person or through a representative, by the PCA National Board of Directors or a committee appointed by the National Executive Council for the purpose, concerning the alleged misconduct. In order to be considered valid, such appeal must be made in writing within forty-five (45) days of the written suspension notification. If the suspension was not for a stated length of time and no written appeal is tendered, the member is automatically expelled from PCA at the end of the forty-five (45) day appeal window. In the event of an appeal, the Board of Directors may thereafter continue the suspension for a definite time, lift the suspension, or expel the member, and its decision shall be final. Suspensions of active and associate members are also applicable to family-active, family-associate, and affiliate members.

Section 10: Resignations

Any member may resign from Santa Barbara Region by addressing a letter of resignation to the Secretary of this Region or to the Executive Director of the National office. The recipient of the letter shall inform the other of the resignation. The member's resignation shall become

effective upon receipt and all Club privileges shall terminate as of that date. Resignation of an active member likewise terminates the membership of his/her family or affiliate member.

Section 11: Transfers

Any member may request a transfer out of Santa Barbara Region to another region within PCA. This request shall be submitted in writing to the National office.

Section 12: Termination

An active member or associate member may terminate or change the family-active, affiliate, or family-associate membership by written notice to the National office.

ARTICLE VI ELECTED OFFICERS

Section 1: Elected officers

The elected officers of the Club shall be a President, Vice President, Secretary, and Treasurer. Their terms of office shall be two (2) years and shall end on December 31. No officer shall serve in the same office for more than two (2) consecutive terms.

No elected officer may hold more than one (1) elected office at one time. Each elected officer is entitled to one (1) vote. Elected officers may be removed from office by a two-thirds (2/3) vote of the Board of Directors.

Only active members and family-active members, in good standing, shall be eligible to be nominated for elective Club office.

ARTICLE VII EXECUTIVE COUNCIL AND BOARD OF DIRECTORS

Section 1: Executive Council

The President, the Vice President, the last Past President continuing to be an active member of the Club, the Secretary, and the Treasurer shall constitute the Executive Council in which the governing of the Club shall be vested. It shall be responsible for the proper conduct of the affairs of the Club, the proper functioning of the committees, and shall insure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided in these Bylaws.

No active member and family-active member, related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity, may serve on the Executive Council at the same time.

Section 2: Board of Directors

The elected officers, the chairs of the standing committees, and the last Past President continuing to be an active member of the Club shall constitute the Board of Directors of the Club. 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 affairs of the Club by the Executive Council, the fulfillment of duties by the officers, and compliance within these Bylaws. All decisions of the

Board of Directors involving major policy considerations shall be arrived at by mail, telephonic, or electronic canvass of the entire Board, to the fullest extent permitted by law. All decisions shall be by majority vote of the Board members voting, to the fullest extent permitted by law. All decisions of the Board of Directors at any called meeting of the Board shall be by a majority of the votes cast by those members present, to the fullest extent permitted by law.

ARTICLE VIII DUTIES OF OFFICERS

Section 1: Duties of the President

The President shall be the chief executive officer of the Region and shall preside at the majority of meetings of the Executive Council and the Board of Directors and shall perform the duties usually appertaining to the President's office. Additionally, he/she shall regularly attend the monthly "Cars and Coffee" meetings in order that they be known by the general membership. Should either of these attendance requirements not be met, the remaining members of the Executive Council may, at their discretion, and with a preliminary warning, replace that individual. The President shall call at least six (6) meetings of the Board of Directors per calendar year. The President may call meetings of the Executive Council as the President may see fit and shall call such a meeting at the request of any three (3) members of the Council. The President shall cause to be published in each issue of the Club's official publication a report on the status of the Club, its plans and programs, policy decisions reached by the Board and other pertinent matters dealing with the affairs of the Club. The President may have signing authority on all checking and savings accounts used by the Club to transact its business as a backup to the Treasurer. The President is authorized to use a Club debit card for Club business and will be responsible for providing the Treasurer with receipts for expenditures when using the Club's accounts or debit card.

In the absence of the President, the Vice President shall preside and act as President. In case of the President's death, resignation, or disqualification, the Vice President shall become President.

The President is a voting member of the National Board of Directors and participates in all National Board of Directors meetings. There is currently a minimum of two (2) meetings per year which are conducted electronically.

Section 2: Duties of the Vice President

The Vice President shall assist the President in conducting the administrative affairs of the Region, and such other duties as may be assigned by the President or the Executive Council. Additionally, he/she shall attend the majority of meetings of the Executive Council and Board of Directors and shall regularly attend the monthly "Cars and Coffee" meetings in order that they be known by the general membership. Should either of these attendance requirements not be met, the remaining members of the Executive Council may, at their discretion, and with a preliminary warning, replace that individual. If the Past President is unable to confirm the Club's cash balance at any time, the Vice President will assume that responsibility.

Section 3: **Duties of the Secretary**

The Secretary shall attend all meetings of the Executive Council and the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast thereat. The Secretary shall maintain a master copy of the Bylaws in their current amended form. The Secretary shall cause to be published in the Club's official publication notices of proposed and adopted amendments to these Bylaws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of or cause to be kept by the Club Archivist/Historian the Club's National Charter and all non-financial records at all times. The Secretary shall have such duties and responsibilities regarding elections as are described in Article XI of these Bylaws. The Secretary shall also perform all other duties incident to the Secretary's office required by these Bylaws.

Section 4: **Duties of the Treasurer**

The Treasurer shall have responsibility for all monies, debts, obligations, and assets belonging to the Club. The Treasurer shall cause all monies of the Club to be deposited to the Club accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Club assets and of all payments of Club debts and obligations. The Treasurer shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club. The Treasurer shall cause to be published in the Club's official publication a full and correct financial report semi-annually on the financial status of the Club. The Treasurer shall also give a full and correct report on the financial status of the Club at any meeting of the Board of Directors. The Treasurer shall cause to be maintained double-entry books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets, and liabilities of the Club. All checks or other orders for the payment of monies in the name of the Club shall be signed by the Treasurer or by such other person(s) as designated by the Executive Council, and who is (are) overseen by the Treasurer. The Treasurer shall have custody of the financial records of the Club.

Section 5: **Duties of the Past President**

The Past President shall have the responsibility to serve as a member of the Executive Council and Board of Directors to provide continuity. Duties shall be assigned by the Executive Council and Board of Directors as needed for the improvement and advancement of the Club's objectives. **The Past President will have access to the Club's bank account (review only access) to confirm the Clubs cash balance periodically. If he/she is unable to perform this function at any time, it shall become the responsibility of the Vice President.**

Section 6: **Vacancies/Interim Appointments**

In the event of the death, resignation, disability, or disqualification of the Vice President, Secretary, or Treasurer, the Executive Council shall make an interim appointment to the office so vacant for the balance of the unexpired term.

In the event of the death, resignation, disability, or disqualification of a candidate for the office of Vice President, Secretary, or Treasurer, running unopposed, or elected but not yet seated, the

Executive Council shall make an interim appointment to that office for not more than one (1) year, during which time a special election will be held to fill the office for the remainder of the term.

The Executive Council may declare vacant the seat of any Board of Director member who is absent from three (3) consecutive meetings of the Executive Council or Board of Directors without reasonable cause or report submission.

The Executive Council will specify a minimum of one (1) additional elected officer's name other than the Treasurer as signature authority on the Club's accounts.

ARTICLE IX STANDING COMMITTEES AND SPECIAL COMMITTEES

Section 1: Appointment of Standing Committee Chairs

Standing Committee Chairs are appointed by a majority vote of the Executive Council and may, in like manner, be dismissed by a majority vote of the same, except that a unanimous vote of the Council shall be required for the appointment of the chair and members of the Nominating Committee and for their dismissal or replacement. The Nominating Committee Chair must be a voting member of the Club and **may not** be a current member of the Executive Council.

Any voting member of the Club may serve as a member or Chair of a Standing Committee. Standing Committee Chairs shall serve as voting members of the Board of Directors.

Section 2: Number

There shall be **thirteen or fourteen (13 or 14)** standing committees of the Club, as follows:

1. Activities
2. Advertising
3. Archives/Historian
4. Concours
5. **Dealer Relations Rusnak Porsche (may be combined with Porsche Santa Barbara)**
6. **Dealer Relations Porsche Santa Barbara (may be combined with Rusnak Porsche)**
7. Distribution
8. Editor Official Publication
9. Insurance
10. Membership
11. Motorsports
12. Public Relations
13. Safety

14. Website

Additional standing committees may be created as needed by a majority vote of the Executive Committee.

Section 3: **Standing Committee Members**

Standing Committee members must be a member in good standing of the Club and may vary in number as required to accomplish the work of each committee. Committee members may be appointed, dismissed, or replaced by the Standing Committee Chairs. Committee members hosting an activity will, through their committee chair, submit a report of estimated income and expenses to the board in advance of the activity, if possible.

Section 4: **Duties and Responsibilities**

Committee Chairs are responsible to the Executive council and shall submit an estimate of anticipated annual fixed expenses and income in connection with their function.

Section 5: **Special Committees**

The Executive Council may create such other ad hoc committees from time to time as required to execute the Club's special activities, events, or objectives.

Section 6: **Term**

Standing Committee Chair and member terms are from January 1 to December 31 of each year. They will automatically renew each year up to a term limit of ten (10) years, or unless terminated by a majority vote of the Executive Council. **After the 10-year limit, each Committee Chair is subject to review by their Executive Council, at their discretion.**

Section 7: **Interim Appointments**

Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of an officer's or appointee's term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the President shall choose the succeeding officer, appointee, or director. If it is the Presidency that is vacant, then the Vice President shall assume the office and duties of the Presidency. An officer elected to fill a vacancy shall be elected for the unexpired term of that officer's predecessor in office.

ARTICLE X PUBLICATIONS

Section 1: **Newsletter**

A newsletter, Der Auspuff, is the official publication of the Club and shall be distributed to the membership periodically either in print or electronically.

Section 2: **Special Publications**

Special Publications such as notification of Special Meetings or other items beyond the scope of the monthly Newsletter shall be the responsibility of the President or the Secretary and may be distributed in print or electronically.

ARTICLE XI

ELECTION OF OFFICERS

Section 1: Nominating Committee

The Executive Council, by unanimous vote, shall appoint a Nominating Committee Chairperson from the current Board of Directors. Two (2) other non-officer active members selected by a majority of the Standing Committee Chairs shall serve as members of the Nominating Committee. The Nominating Committee is responsible for nominating a slate of officers to serve in the following term. Not later than September 15 of each election year, the Nominating Committee shall recommend to the Executive Council at least one, preferably two, or more candidates for each elected officer position.

Section 2: Nominations by Members

Nominations will be accepted from any active or family member in good standing. Nominations must be submitted in writing to Nominating Committee no later than September 15. No member may be nominated or placed on the ballot without their consent.

Section 3: Notice of Elections

In the official publication for the Club or by electronic means on or before November 1 of any election year, the Secretary shall cause to be published a notice of election and the names of all nominees for office.

Section 4: Ballots

On or before November 1 of any election year, the Secretary shall cause to be mailed (or, if electronic means shall have been approved in accordance with these Bylaws, then by mail, by electronic means, or any combination thereof), to all current active members a notice of election and a ballot.

Active and family-active members are entitled to one (1) vote each on any and each office or issue arising.

The ballot shall contain:

- Names of the nominees.
- Instructions to vote for no more than one candidate for each Officer position.
- Space for voting for the active member's vote and the family-active member's vote.
- Space provided for write-in votes.
- Space provided for the signature of each voting member, their individual membership number, and their email address (if appropriate).
- A statement noting the calendar date deadline for the receipt of ballots.

The notice of election shall set a return date for the ballot which shall be at least thirty-one (31) days before the end of the year.

All ballots must be received by the Secretary not later than December 1. Ballots may be mailed or sent electronically.

Section 5: Tellers

On or after December 1, the Secretary and a member in good standing who is not running for office in the election, shall count and tally all ballots received by the deadline. If the active Secretary is on the ballot, the Past President will substitute.

Ballots received after the deadline shall not be counted unless there is a tie for any of the positions. If a tie remains after all the late ballots are tallied, the Secretary (or Past President) shall flip a coin in the presence of the candidates or members present to determine a winner.

Written protests shall be directed to the Executive Council within fifteen (15) days of the results being announced. The Executive Council has fifteen (15) days to hear the objection and determine a resolution. The Executive Council's decision will be final.

Section 6: Notice of Election Results

The Secretary shall cause to be published within thirty (30) days the results of the election in the Club's official publication and/or on the Club's website.

Section 7: Duties of Newly Elected Officers

Upon tabulation of the votes, the Secretary shall immediately notify the persons elected of their election. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted Executive Council for the purpose of appointment of committee members whose terms are to start at the first of the next year, as well as other appointments which may be required. At the discretion of the President-Elect, the meeting described above may be by telephone, mail, or electronic means.

**ARTICLE XII
FISCAL YEAR**

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

**ARTICLE XIII
OBLIGATIONS AND INDEBTEDNESS**

Section 1: Authority to Incur Obligations or Indebtedness

Only persons authorized by the Executive Council to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club. All obligations or indebtedness incurred in accordance with the provisions of these Bylaws shall be incurred as corporate obligations. 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 any other person authorized to act on behalf of the Club shall incur any obligations or indebtedness in the name of the Club in excess of the sum of \$250 without prior approval of a majority of the Executive Council, except for the following purposes:

- Printing, mailing, postage, and publishing expenses of the Club's official publication.
- Stationery and postage for ordinary administrative use.

Section 2: Unauthorized Obligations

No elected officer or any other 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 entire membership of the Club nor shall the Executive Council or the Board of Directors approve the incurring of any such obligation or indebtedness.

Section 3: Personal Liability for Unauthorized Obligation

The incurring of any obligation or indebtedness in the name of the Club by any elected officer or member in contravention of these Bylaws shall be an ultra vires act (i.e., an act which requires legal authority, but is done without it). The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to the obligations or indebtedness which the Club may be required to pay.

Section 4: Conflict of Interest

No Director shall engage in any transaction that could create a conflict of interest with the Club. Directors shall disclose to the Executive Council any potential conflicts between their personal interests and the Club's. No Director shall vote on any matter in which they have a material financial interest or conflict of interest.

Section 5: Financial Oversight

The Treasurer shall submit to the Executive Council for internal review monthly reports on the Club's finances.

The Treasurer shall give a full and correct report on the financial status of the Club at any meeting of the Board of Directors.

The Treasurer shall cause to be published in the Club's official publication a full and correct report semi-annually on the financial status of the Club.

**ARTICLE XIV
INDEMNIFICATION**

Section 1. Indemnification of Directors, Officers, Employees or Agents in Actions by Third Parties

To the extent permitted by California law, the Club shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the Club) by reason of the fact that he or she is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Club or its members, and with respect to a criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Club or its members, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification Against Expenses Upon Successful Defense

To the extent that a director, officer, employee or agent of the Club has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 1 of this Article, or in defense of any claim, issue or matter in the action, suit or proceeding, he or she shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by him or her in connection with the action, suit or proceeding and an action, suit or proceeding brought to enforce the mandatory indemnification provided in this Section.

Any indemnification under Section 1 of this Article, unless ordered by a court, shall be made by the Club only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such Sections and upon an evaluation of the reasonableness of expense and amounts paid in settlement. This determination shall be made as set forth in Sections 5238(e) of the California Corporations Code (2018) or its successor provisions.

If a person is entitled to indemnification under Section 1 of this Article for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Club may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 3: Liability Insurance

The Club shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Club, or is or was serving at the request of the Club as a director, officer, employee, or agent of another Club, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred

by him or her in any such capacity or arising out of his or her status as such, whether or not the Club would have power to indemnify him or her against such liability under this Article.

ARTICLE XV MEETINGS

Section 1: Executive Council Meetings

Meetings of the Executive Council may be called at any time, by the President or by a majority of the Executive Council members. Each Executive Council member shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A majority of the Executive Council is required to pass a voting issue, with a minimum of four (4) officers in attendance.

Attendance may be in person or electronically.

Section 2: Board of Directors Meetings

Meetings of the Board of Directors may be called at any time, but at least six (6) times per year, by the President or by a majority of the Board of Directors. Each Director shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A majority of Directors is required to pass an issue being voted on, with a majority of Directors in attendance.

Meeting attendance may be in person or electronically.

Section 3. Joint Meeting of the Executive Council and Board of Directors

There shall be a joint meeting of the new and old Executive Council and Board of Directors no later than thirty-one (31) days after a duly held election.

Section 4: Club General Membership Meetings

Meetings of the members shall be at such time and place as designated by the Executive Committee. Due notice of any Club Member Meetings shall be given by publishing in the official publication, on the Club's website, or via other electronic notice that reaches the entire membership.

Special meetings of the members may be called by the President, by a majority of the Executive Council, or by a petition signed by five (5) percent of the members. Due notice shall be given stating the date, time, place, and purpose of any such meeting at least ten (10) days before such meeting.

A quorum at any general or special meeting of the members shall consist of a majority of the active and active-family members in attendance.

Voting. At all meetings of the members, each active or active-family member in good standing shall be entitled to one (1) vote on any matter which may be properly brought before the membership. Such vote may be via voice, written ballot, or electronically.

Conduct of Meetings. The President, or in his/her absence, the Vice President, shall preside at all meetings and will manage the agenda, discussion, and voting.

Guests. Guests will be permitted at all meetings unless a closed meeting is declared by a majority vote of the members present.

ARTICLE XVI AMENDMENT OF BYLAWS

Section 1: Review

The Board will review the Bylaws annually at its January meeting.

Section 2: Amendment of Bylaws

Proposed amendments to these Bylaws may be considered upon either recommendation by a majority of the Board of Directors or by written petition signed by at least ten (10) active or family-active members in good standing. The Secretary shall prepare the suggested amendment(s) in such a manner appropriate for incorporation in these Bylaws.

Section 3: Approval of Proposed Amendments

The proposed amendment(s) shall be printed in the official publication of the Club or on the Club's website within sixty (60) days thereafter, with an explanation of the proposed amendment(s), together with the date of the meeting at which any proposed amendment(s) will be voted upon.

Section 4: Ballots

Voting upon amendment(s) to the Bylaws shall be by ballot. The ballot will include space for providing the signature of each active and family-active voting member, their membership number, and their email address. Ballots cast in accordance with procedures adopted under this Article XVI shall be valid, and all other ballots shall be invalid.

Amendment(s) to these Bylaws shall be approved by a majority of the votes cast by the membership. Members, if they so choose, can vote by mail or electronically, subject to submission deadlines and directions communicated in the official publication of the Club or on the Club's website at the time of the publication of the proposed amendment(s).

Section 5: Tellers

The Secretary and two active or family-active members appointed by the President shall open, count, and tally all ballots, and certify the results.

Section 6: Notice of Vote or Referendum Results

The results shall be read into the minutes of the meeting and published in the next issue of the official publication of the Club or published on the Club's website within seven (7) days.

THE FOREGOING BYLAWS WERE ADOPTED AND APPROVED BY THE
REQUISITE NUMBER OF MEMBERS OF THE PORSCHE CLUB OF
AMERICA - SANTA BARBARA REGION ON _____, 20____.

President: _____

Secretary: _____

EXHIBIT A PCA BADGE



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EXHIBIT B REGION BADGE



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