



## **Bylaws of the Porsche Club of America** **Allegheny Region**

[Amended and Effective as of November 21, 2019]

### **ARTICLE I: GENERAL**

#### **Section 1 - Name**

The name of the Club shall be the Porsche Club of America, Allegheny Region, a/k/a “ARPCA”, and referred to throughout these Bylaws as the “Club” or ARPCA.

#### **Section 2 – Office**

The principal office of the Club is:

Allegheny Region Porsche Club of America  
PO Box 158  
Allison Park, PA 15101

or at such place or places as the Board of Directors may determine from time to time.

### **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:

- A.** The highest standards of courtesy and safety on the roads.
- B.** 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.
- C.** The maintenance of the highest standards of operation 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.** Participating in such broader community activities and charitable events within the boundaries of the Region so as to engender good will among the community in which ARPCA members live and work.

**H.** The preservation of the independence of the Porsche Club of America (“PCA”) and the ARPCA, 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, ARPCA is and shall remain a totally member driven and primarily a member-financed independent entity allowing neither inappropriate nor undue influence, financial or material, from outside its domain, owing allegiance only to its members.

### **ARTICLE III: POWERS AND BADGE**

#### **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 Articles of Incorporation, filed and chartered on July 27, 1961, as a Commonwealth of Pennsylvania Non-Profit Corporation, in good standing, with perpetual existence.

#### **Section 2 – Badge**

The badge of the Club shall be the National PCA Name in approved font, on a triangular shield of red, black and yellow, with the colors bisected by a branching, flowing blue line suggesting the Three Rivers of Pittsburgh, the population center of the Region, with the name of the Region inscribed thereon, in the yellow portion of the shield. No substantial alteration to the logo/badge may be adopted by the Club unless approved by a simple majority vote of 1/5 of its permitted voting Members. Any usage of the badge and/or logo must be pre-approved by a majority of the Executive Council. Notwithstanding, the Club may present as its badge from time to time any of the historical versions of the badge, for use in connection with special Club events, as determined by the Executive Council.

### **ARTICLE IV: MEMBERSHIPS, DUES, AND FEES**

#### **Section 1 – Membership**

Membership in the Club shall be restricted to owners, lessees, or co-owners of Porsches who are 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), and (D) of this Article. A Porsche is defined as an automobile containing a vehicle identification number (VIN) assigned by Porsche, Porsche AG or its successor. 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** – Any owner, lessee or co-owner of a Porsche acceptable to a Regional Club, who is 18 years of age or older, having paid Club dues and fees as required, and is otherwise in good standing with the Club and the PCA. Active Members shall be entitled to vote on Club matters as described in these bylaws.

**B. FAMILY-ACTIVE** - 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. Family-Active Members shall be entitled to vote on Club matters as described in these bylaws.

**C. ASSOCIATE** – 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.

**D. HONORARY** – Any person who, on the affirmative vote of the Executive Council, is deemed to merit recognition for outstanding interest in or service to the Club. Such membership shall be limited to one year, but may, upon the affirmative vote of the Executive Council be renewed. For purposes of this section and this designation, this is an ARPCA designation only, and does not relieve the member of the responsibility to otherwise maintain membership in his or her class and good standing in the PCA.

**E. LIFE** – Any person who, on the affirmative vote of the Board of Directors, is deemed to have performed such extraordinary service to the Club as to warrant this singular honor. The ARPCA President, upon termination of the President’s elected term, shall automatically be a Life Member of the ARPCA without such vote, so long as s/he remains an Active Member of the PCA. For purposes of this section and this honorary designation, this is an ARPCA designation only, and does not relieve the member of the responsibility to otherwise maintain membership in his or her class and good standing in the PCA. This designation does not translate to life membership in PCA.

**F. 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.

## **Section 3 – National and Regional Club Membership**

No Active, Family-Active, Associate, Family-Associate, or Affiliate member may hold membership in ARPCA without at the same time being a member in good standing of PCA, which is a separate legal entity.

## **Section 4 – Membership Application**

Applications for membership may be made either through the PCA National Office or the Club, either of which may reject it.

### **Section 5 – Dues and Activity Fees**

National annual dues for the various classes of membership shall be determined from time to time by the National Board of Directors of PCA. National dues shall be collected by the PCA, which shall refund to ARPCA such part thereof as shall have been set by the Board of Directors of PCA. PCA dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed. There shall be no Regional ARPCA dues for any classes of membership. Notwithstanding the foregoing, the Committee Chairs shall have the ability to propose fees and charges for their respective Club activities conducted regularly or from time to time, subject to the budget approval process for recurring Committee activities or subject to advance approval of the Executive Council otherwise. For any Club activity conducted having a charitable purpose, all fees collected in excess of the cost to conduct such activity shall be remitted to the designated charity, although a de minimis amount thereof may be withheld to roll into the next following year for that particular Club activity.

### **Section 6 – Membership Year**

The membership year for ARPCA members shall be set forth by PCA, who will manage renewal notices. Members who do not renew shall be dropped from membership.

### **Section 7 – Privileges**

Members, including 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 any duplication of any Club mailing to the Active Member.

### **Section 8 – Suspension**

Any member may be suspended by a two-thirds vote of the Board of Directors or by PCA in accordance with its Bylaws for infractions of Regional 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 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 45-day appeal window. In the event of an appeal, the PCA 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 9 – Resignations**

Any member may resign by addressing a letter of resignation to the ARPCA Secretary or to the Executive Director of the PCA. The recipient 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 membership of his/her Family or Affiliate Member. An Active Member may terminate the membership of an Affiliate Member named by written notification to the Executive Director of the PCA National Office.

### **Section 10 – Transfers**

Any member may request for transfer out of ARPCA to another region within the PCA. This request shall be submitted in writing to the National Office.

### **Section 11 – Termination**

An Active Member or Associate Member may terminate or change the Family-Active, Affiliate or Family-Associate membership by written notice to the PCA National Office.

## **ARTICLE V: 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 years and shall end on December 31. No officer shall serve in the same office more than two consecutive terms. No officer may continue in office if the officer shall move the officer's residence beyond the borders of the Club. The ARPCA President is a voting member of the PCA National Board of Directors and shall be the sole recognized official to the PCA National Office.

### **Section 2 – Eligibility**

Only Active Members and Family-Active Members, in good standing, shall be eligible to be nominated for elective Club office.

## **ARTICLE VI: 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 government of the Club shall be vested. It shall be responsible for the proper conduct of the administrative 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 voted on in accordance with the provisions of Article XII. 1., below.

## **Section 2 – Board of Directors**

The elected officers, chairs of the standing committees, last Past President continuing to be an Active Member of the Club shall constitute the Board of Directors of the Club. In addition to such other duties as enumerated in these Bylaws, 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 Council, the fulfillment of duties by the officers, and compliance with 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 such decisions shall be by majority vote of the Board members, to the fullest extent permitted by law. All other decisions of the Board of Directors (i.e., not involving major policy considerations) at any meeting of the Board shall be voted on in accordance with the provisions of Article XII. 2., below, to the fullest extent permitted by law. At any meeting of the Board of Directors, representation of two thirds of the ARPCA Board shall constitute a quorum.

## **ARTICLE VII: DUTIES OF OFFICERS**

### **Section 1 – Duties of President**

The President shall be the principal executive officer of the Club and with the support and assistance of the other Club officers, shall be responsible for implementing the policies established by the Executive Council. The President shall preside at all meetings of the Executive Council and the Board of Directors and shall perform the duties usually appertaining to the President's office. 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 3 members of the Council. The President shall cause to be published in the Club's official publication an annual report on the status of the Club, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Club; in the alternative, a President's Letter published regularly in the Club's official publication shall be deemed to satisfy this requirement. 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 PCA National Board of Directors and participates in all National Board of Directors meetings. Additionally, the President shall be an ex officio member of all Standing Committees and Special Committees, except the Nominating Committee.

### **Section 2 – Duties of Vice President**

The Vice President shall assume the duties of the President in the absence of the latter, and shall further assist the President in the conduct of the administrative affairs of the Club and perform such other duties as may be assigned to the Vice President by the President.

### **Section 3 – Duties of 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 also be responsible for arranging all official meetings of the Executive Council, Board of Directors or the general membership. The Secretary shall cause to be published in the Club's official publication all notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Club. The Secretary shall have custody of the Club's National Charter and all non-financial records at all times. The Secretary shall perform all duties incident to the Secretary's office required by law.

### **Section 4 – Duties of 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 at least annually in the Club's official magazine a summary of 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 books of account in accordance with prudent accounting principles 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, as directed by the Executive Council, shall submit the Treasurer's books of account and records either to (i) a certified public accountant, at Club expense, or (ii) an internal financial oversight committee appointed by the Executive Council for this purpose, in either event at the close of the fiscal year or such other time as directed by the Board of Directors. 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.

### **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 vacated 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 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.

### **Section 7- Financial Accounts**

The Executive Council will specify a minimum of one additional Elected Officer's name other than the Treasurer as signature authority on the Club's accounts.

## **ARTICLE VIII: STANDING COMMITTEES and SPECIAL COMMITTEES**

### **Section 1 – Appointment of Standing Committee Chairs**

Standing Committee Chairs are appointed by the President, with the advice of the Executive Council, and may be dismissed by the President or by a majority vote of the Executive Council, 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. 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**

The standing committees of the Club shall be as follows:

- 1) Membership
- 2) Social Media/Website
- 3) Newsletter/Official Publication
- 4) Communications
- 5) HPDE (High Performance Driver Education)
- 6) PVGP
- 7) Social
- 8) Such other committees as shall be formed from time to time

### **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 by Standing Committee Chairs. Committee members may be dismissed or replaced by a majority consent of the Executive Council.

### **Section 4 – Duties and Responsibilities**

Committee Chairs are responsible to the Executive Council and shall submit an annual written budget of all anticipated 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. Special Committee Chairs are appointed by the President, with the advice of the Executive Council, and may be dismissed by the President or by a majority vote of the Executive Council. Any voting member of the Club may serve as a member or Chair of a Special Committee.

### **Section 6 - Term**

Standing and Special Committee Chairs shall serve at the pleasure of the President.

## **ARTICLE IX: ELECTION OF OFFICERS**

### **Section 1 – Nominating Committee**

The Executive Council, by unanimous vote, will appoint a Nominating Committee Chairperson from the Active Membership ranks who shall serve as a voting member of the Board of Directors. Two other Active Members selected by the Executive Council 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. The Nominating Committee shall be in place on or before August 15 prior to each election cycle. Not later than October 1 of each election cycle, the Nominating Committee shall recommend to the Executive Council at least one candidate for each elected Officer position.

### **Section 2 – Nominations by the Members**

Active and Family-Active Members in good standing may nominate candidates for each office. Such nominations must be submitted to the Nominating Committee not later than October 1 of each year. 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 for October and November 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**

During the first fifteen days of October of any election year, the Secretary shall cause to be distributed to all current voting members a notice of election and a ballot. Ballots may be distributed by mail, electronic mail, or via a centralized, secure electronic platform (such as MotorsportReg ("MSR") or equivalent). Active and Family-Active Members are entitled to one (1) vote each on any and each 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.
- Instructions on how to cast the ballot, whether via regular mail, electronic mail, or via a centralized secure electronic platform (such as MSR).

The notice of election shall set a return date for the ballot which shall be at least 30 days before the end of the year. All ballots must be received by the Secretary no later than December 1. Ballots will be distributed 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 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. The candidates receiving the largest number of votes shall be declared elected. Written protests shall be directed to the Executive Council within 15 days of the results being announced. The Executive Council has 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 30 days the results of the election in the Club's official magazine and/or on the Club's website.

### **Section 7 –Duties of Newly Elected Officials**

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 those 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 or mail, or electronic means.

## **ARTICLE X: FISCAL YEAR**

The fiscal year of the Club shall be the calendar year. The Board of Directors may by resolution from time to time change the fiscal year of the Club.

## **ARTICLE XI: 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 whatsoever 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 \$2500 without prior approval of a majority of the Executive Council, except for the following purposes:

- Printing, mailing, postage and stenographic expenses of the Club’s official publication;
- Stationary and postage for ordinary administrative use;
- Expenses to the Zone President(s) meetings;
- Expenses incurred for travel to the PCA BoD meetings (Winter/Parade meetings);
- Other normal and routine expenses related to other administrative duties (printer cartridges, paper, printing costs, etc).

### **Section 2 – Unauthorized Obligations**

No member or any other person authorized to act in 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 or outside of existing approved Policies 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. 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 Officer or Director shall engage in any transaction that could create a conflict of interest with the Club. Officers and Directors shall disclose to the Board any potential conflicts between their personal interests and the Club’s. No Officer or Director shall vote on any matter in which they have a material financial interest or conflict of interest. The Executive Council must approve in advance and by majority vote any compensation to any member who will be paid to perform Club business or provide Club supplies or services.

## **Section 5- Financial Oversight and Budget Approval**

All Committee Chairs, Special Appointees and individual members of the Executive Council shall prepare and submit annual budgets for Club activity expenses for each activity or committee in the amount of \$2500 or more, to the Executive Council for review and approval by the Executive Council. Once the budget is approved, all expenses that have been submitted, budgeted and approved as set forth in this section for any activity or committee need not be resubmitted for further approval at the time of the expenditure, provided that the aggregate, approved budgeted amount for that activity or committee is not exceeded. Any Club activity or committee expense in the amount of \$250 or more and which is not in the annual budget must be submitted in advance of the expenditure therefor, for approval to the Executive Council. The Treasurer shall submit and the Executive Council shall internally review and audit quarterly reports on the Club's finances. The Treasurer shall give a full and correct report on the financial status of the Club in accordance with Article VII, 4, above. The Executive Council shall have the right to request audit of the Club's books, records and accounts at any time, and any such audit may be conducted internally by persons designated by a majority of the Executive Council or by any recognized and qualified outside auditing firm.

## **ARTICLE XII: MEETINGS**

### **Section 1 – Executive Council Meetings**

Meetings of the Executive Council may be called at any time, but at least once per year, by the President or by a majority of the Executive Council members. Each Executive Council member shall be notified of such meeting at least three (3) days prior to the time set for the meeting. A simple majority of the Executive Council is required to pass a voting issue raised at such meeting, with a minimum of three (3) Officers in attendance. Meeting attendance may be in person, via telephone, or electronically.

### **Section 2 – Board of Directors Meetings**

Meetings of the Board of Directors may be called at any time by the President or by a majority of the Board of Directors, but at least six (6) such meetings shall take place annually. Each Director shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. A simple 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, via telephone, or electronically.

### **Section 3 – Club General Membership Meetings**

*General meetings* of the members shall be at such time and place as designated by the Executive Council, provided that there shall be a minimum of four (4) general membership meetings each year. Due notice of any Club general 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. General membership meetings can be combined with meetings of the Board of Directors of the Club, although for any matter raised that specifically requires Board action and

assent, only Board members may vote on such matter in accordance with the processes as otherwise provided in these Bylaws.

**Special meetings** of the members may be called by the President, by a majority of the Executive Council, or by a petition signed by at least five (5%) percent of the members. The purpose of a special meeting can be to conduct any lawful Club business, including the removal of Officers or Directors. In order for any such business conducted at a special meeting to become valid and binding, at least 25% of the Club membership in good standing (determined by the official PCA roster at the time the special meeting is called) shall be required to vote on the proposed action which is the subject of the special meeting, and of those voting, a majority must vote in the affirmative. The meeting to discuss the matter for which it is called may be conducted so long as at least twenty (20) members in good standing are present, which shall constitute a quorum. Voting upon any matter raised in such special meeting properly called and conducted shall be conducted within 2 weeks afterwards, by mail, electronic mail, or a centralized secure electronic platform (such as MSR), so long as the method of communicating the vote is reasonably designed to ensure the maximum possible participation. The results of such vote shall be made public on the Club website within one week thereafter, and by publication in the Club's official publication at the next printing. Due notice of any special meeting shall be given stating the date, time, place, and purpose of any such meeting at least ten (10) days before such meeting.

**Voting/Quorum** – At all meetings of the members, each Active or Family-Active Member in good standing shall be entitled to one vote on any matter which may be properly brought before the membership. Such vote may be via voice or by written ballot or by such other means as provided in advance by the Executive Council. Proxy voting shall not be permitted. Any measure, except for those matters otherwise specifically dealt with elsewhere in these Bylaws, may be passed by an affirmative vote of a majority of those persons entitled to vote and present at the meeting (or who timely submits a written or electronic ballot if such process is specified by the Executive Council and used for voting on any particular matter). In addition, no member shall be entitled to more than one vote by reason of holding two or more official positions with the Club and/or the PCA. Further, and except as otherwise specifically provided in these Bylaws, a quorum for the purpose of holding any meeting of the members shall consist of those members attending a meeting at which three or more Club Officers are present. Every act of a meeting duly held at which a quorum is present shall be regarded as an act of the entire membership.

**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 shall be permitted at all meetings unless a closed meeting is declared by a majority vote. Guests shall not be entitled to vote at any meeting, but their comments and observations on matters may be heard at the discretion of the President presiding at any meeting.

#### **Section 4 - Informal Action by the Executive Council or the Board of Directors**

Any action which may be taken at a meeting of the Executive Council or the Board of Directors may be taken without a meeting, if a consent or consents in writing, setting forth the action so

taken, is signed by all of the persons who would be entitled to vote at a meeting for such purpose and such consent is filed with the Secretary of the Club.

### **ARTICLE XIII – OFFICIAL PUBLICATION**

The Club will publish an official publication to announce upcoming events, official notifications, stories about activities, financial reports as required by these Bylaws, and such other items of interest to the membership or as otherwise required by these Bylaws. The name of the publication shall be the Rundschau.

### **ARTICLE XIV - LIMITATION OF PERSONAL LIABILITY**

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of these Bylaws and as are thereafter amended, permit elimination or limitation of the liability of Officers and Directors, no Officer or Director of the Club shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as an Officer or a Director. Any amendment or repeal of these Bylaws or the Club's Articles of Incorporation which has the effect of increasing Officer or Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

In performing his or her duties, an Officer or Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more members of the Club whom the Officer or Director reasonably believes to be reliable and competent in the matters presented, or (ii) a committee of the Board upon which the Officer or Director does not serve, duly designated in accordance with Club protocols and these Bylaws, as to matters within its designated authority, which committee the Officer or Director reasonably believes to merit confidence. An Officer or Director shall not be considered to be acting in good faith, however, if such person has actual knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by an Officer or Director or any failure to take any action shall be presumed to be in the best interests of the Club.

### **ARTICLE XV – INDEMNIFICATION**

#### **Section 1 - Judgments, Fines, Settlements, and Expenses**

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 by reason of the fact that such person is or was an Officer or Director of the Club, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

#### **Section 2 – Expenses**

To the extent that an Officer or Director of the Club has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 of this Article XV or in defense of any claim, issue, or matter therein, such person shall also be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

### **Section 3 - Nonexclusivity of Article XV**

The indemnification provided by this Article XV shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be an Officer or Director of the Club and shall inure to the benefit of the heirs, executors, and administrators of such a person.

## **ARTICLE XVI: AMENDMENT OF BYLAWS**

### **Section 1 – Review**

Bylaws will be reviewed from time to time by the Board of Directors.

### **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 as 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, together 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 – Voting**

Voting upon amendment(s) to the Bylaws shall be by voice call or by ballot (provided by mail, electronic mail, or via a centralized, secure electronic platform, such as MSR or equivalent). If by ballot, such ballots shall include space for providing the signature of each Active and Family-Active Member, their membership number, and their email address.

Amendment(s) to these Bylaws shall be approved by a two-thirds (2/3) majority of the votes properly cast. The minimum required to vote shall be 2/3 of the active Club Officers, 2/3 of the active Club Standing Committee Chairs, and such other Club members entitled to vote pursuant to these Bylaws. Guests shall not be entitled to vote. All voting shall be subject to submission

deadlines and directions communicated in the official publication of the Club or on the Club's website at the time of publication of the proposed amendment(s).

#### **Section 5 – 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.

#### **Section 6 – Precedence and Repeal**

Upon approval, these bylaws shall take precedence and supersede and repeal any other Club bylaws or rules and regulations of the Club previously proposed, approved or otherwise adopted or followed prior hereto.