BY LAWS OF
THE SOUTHEAST MCHIGAN REGION PORSCHE CLUB OF AMERICA

ARTICLE I
Section I, NAME

The Southeast Michigan Region - Porsche Club of America shall be the official name of this Region of the Porsche Club of America

ARTICLE II
Section I, GENERAL OBJECTIVE

The Southeast Michigan Region - Porsche Club of America, herein after referred to as ~~SMR-PCA~~ **SEM/ PCA** or just ~~SMR~~ **SEM**, is dedicated to the preservation, care, history and enjoyment of Porsche automobiles

ARTICLE III
Section I, CORPORATION ~~& BADGE~~

~~SMR-PCA~~ **SEM/ PCA** is a Not-For-Profit Corporation in the State of Michigan

Section 2, BADGE

~~The badge of SMR-PCA shall be a round background with red and black markings, designating the club and its most recent anniversary in five year increments, I.E. 25th Year, 30th Year, 35th Year, etc.~~

The badge of SEM-PCA shall be a round, with "SEM" in large black letters, superimposed on a yellow band across the east-west diameter. Behind that shall be a outline of the lower peninsula of the State of Michigan, in white, with the "prancing horse" shield of the city of Stuttgart superimposed on the state above the "SEM" band and "1958" (the year of founding) and three "eyelashes" (from the Porsche logo) superimposed on the state below the "SEM" band. The background shall be a total of four alternating red and black stripes, two black and two red, starting with black at the top. The periphery of the badge shall be the same yellow as the "SEM" band, and inscribed with the words "Southeast Michigan" in black at the top and "Porsche Club of America" at the bottom.

ARTICLE IV
Section I, MEMBERSHIPS

Membership in SMR shall be restricted to members approved for PCA membership by the National Club and living in the geographic boundaries of ~~SMR~~ **SEM** or requesting that their membership be carried in ~~SMR~~ **SEM**. Types of memberships include; Active, Associate, Honorary, Life and Affiliate Member as described in the PCA Bylaws. Active membership in more than one Region shall not be permitted.

Section 2, DUES

Dues shall be set and collected by National in accordance with PCA Bylaws.

ARTICLE IV (continued)
Section 3, SUSPENSION

Any member may be suspended by a two-thirds vote of the ~~SMR~~ **SEM** Board of Directors or by the PCA National Board of Directors for infractions of National or Regional rules or regulations or for action inimical to the general objectives or best interests of the National or Regional clubs. 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 Board of Directors or a committee appointed by it for the purpose, concerning the alleged misconduct. The Board of Directors may thereafter continue the suspension for a definite time, terminate 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 4, RESIGNATIONS

Any member may resign by addressing a letter or resignation to the Secretary of ~~SMR~~ **SEM** or to the Executive Secretary of PCA The recipient shall inform the other of the resignation. The resignation shall become effective upon receipt and all Club privileges shall terminate as of that date. An active member may terminate the membership of an Affiliate Member named by written notification to the Executive Secretary of PCA.

ARTICLE V
Section I, ~~SMR~~ SEM REGIONAL OFFICERS:

The Officers of ~~SMR~~ **SEM** shall be; President, Vice-President, Secretary, and Treasurer. **The "active" Past Presidents (defined as those living in SE Michigan, frequently participating in club events and familiar with the candidates and/ or current membership) shall recommend candidates for the offices of** President and Vice-President **who** must **each** be an elected member of the Board of Directors; **the recommended candidates for president and Vice-President must be ratified by a vote of the Board of Directors**. **The new President and Vice president will serve terms of two years, commencing 1 January of the year after their confirmation by the Board.** The Board of Directors shall appoint the Officers and may designate other appointments and appointees at their discretion. However, the positions of Insurance Chairman and Safety Chairman must remain **filled**. In the event of a resignation of anyone of these positions, the Board of Directors must ~~elect~~ **select** a replacement at its next scheduled meeting. Appointments may be terminated by the Board of Directors.

Section 2, RESPONSIBILITIES OF PRESIDENT

The President shall preside over all meetings of the Board of Directors and perform duties usually ~~ap~~pertaining to **t**his ~~or her~~ office. The President shall call special meetings as he or she deems necessary. In the absence of the President, the Vice-President shall preside. In the case of death, resignation or disqualification, the Vice-President shall become President.

ARTICLE V (continued)
Section 3, RESPONSIBILITIES OF VICE-PRESIDENT

The Vice-President shall assist the President in the conduct of the administrative affairs of ~~SMR~~ **SEM** and perform other such duties ~~CIS~~ **as** may be assigned by the President or the Board of Directors.

Section 4, RESPONSIBILITIES OF SECRETARY

The Secretary shall attend all meetings of the Board of Directors and shall keep full and complete minutes of the proceedings, **including all motions** and all votes cast thereat. The Secretary shall cause to be ~~published in SMR's **SEM's** official publication~~ **made known to the general membership – by whatever means authorized by the Board of Directors -** notices of proposed and adopted amendments to these By Laws and other matters relating to the proper conduct of ~~SMR~~ **SEM**. The Secretary shall have custody of official ~~SMR~~ **SEM** records.

Section 5, RESPONSIBILITIES OF TREASURER

The Treasurer shall have custody of all monies, debts, obligations and assets belonging to ~~SMR~~ **SEM**. He or she shall receive all monies of ~~SMR~~ **SEM** and deposit them in a bank insured by the FDIC or similar financial institution. He or she shall have direct control over, and supervision of, all ~~SMR~~ **SEM** assets and of all payments of ~~SMR~~ **SEM** debts and obligations. He or she shall insure strict compliance with these By Laws in all matters pertaining to the financial affairs of ~~SMR~~ **SEM**. The Treasurer shall prepare a monthly financial statement and distribute copies to the Board of Directors. All checks for payment of monies by ~~SMR~~ **SEM** shall be signed by the Treasurer. **The SEM fiscal year shall run from 1 January to 31 December, unless changed by the board. At the close or each fiscal year t**he Treasurer shall submit ~~his~~ **all relevant treasury** records to **an independent third party or** ~~a~~ Certified Public Accountant **approved by the Board**, at ~~SMR's~~ **SEM's** expense, ~~at the close or each fiscal year~~ **for the purpose of filing tax returns, verifying funds on hand and providing a formal statement that accounts and expenses are consistent with the Treasurers records.**

Section 6, INTERIM APPOINTMENTS

In the event of a death, resignation, disability or disqualification of an Officer, the Board of Directors shall make an interim appointment to the office so vacated for the balance of the unexpired term.

ARTICLE V (continued)
Section 7, BOARD OF DIRECTORS

The Board of Directors of ~~SMR~~ SEM shall consist of nine (9) members elected by the membership for terms of two years. Alternating years, four (4) and five (5) positions are to be filled. It shall be the responsibility of the Board of Directors to determine all matters of ~~SMR~~ **SEM** policy. The Board of Directors shall ~~insure~~ **ensure** the proper conduct of the administrative affairs of the Club and duties of the officers in compliance with these By Laws. **Board meetings shall be held monthly, on the first Wednesday of the month, or on such other date determined by the Board, with advanced notice given to all Board Members, with an exception available for emergency situations. Board meetings shall require a quorum of five or more members, either present or via their written proxies.** All decisions of **the** Board of Directors shall be by a simple majority of the Board Members present, except in the matter of suspensions and terminations. Any Board Member may give his or her **written voting** proxy to another, ~~in writing~~ and the written proxy must be submitted to the chairperson presiding in order for the proxy to be valid.

ARTICLE VI
Section I, ELECTIONS

Elections are to be held annually, in the month of October so that the results may be available for the November Board of Directors meeting and shall be published ~~in the December newsletter~~ **immediately thereafter.**

A Nominating Committee of five (5) members shall be appointed by the President during the month of June and shall consist of the sitting President, the Immediate Past President and three (3) Club members selected by the President. The Nominating Committee shall ~~insure~~ **ensure** that a notice be ~~printed~~ **given to the general membership** in ~~the~~ July – **via** ~~issue of~~ the newsletter **or other means determined by the Board** - asking ~~for interested~~ potential candidates come forward. The Nominating Committee shall meet during the month of August to discuss those interested in running for the Board of Directors. The Nominating Committee shall notify those chosen to run during the month of September so that each candidate may submit a résumé of club activities to the ~~newsletter editor~~ **Committee for review and publication to the general membership.**

The nominated list of candidates shall ~~appear in the October issue of the newsletter~~ **be made available to the general membership in October.** Only candidates nominated by the Nominating Committee are eligible for election. No votes for write-in candidates are to be counted.

ARTICLE VI
Section 2, ELECTION PROCEDURES

Ballots for the election shall be ~~sent, either by special mailing~~ **made available to the general membership by whatever means deemed appropriate by the Board of Directors, such as including one** ~~sent, either by special mailing or~~ **in the October issue of the newsletter.** The ballots must be returned to the designated address by ~~October 25th~~ **the date determined by the Board of Directors,** so that the ballots may be

ARTICLE VI
Section 2, ELECTION PROCEDURES (continued)

collected and the results submitted to the Board of Directors by the November Board ~~of Directors~~ meeting.

Voting is permitted by the Active **and Affiliate** members ~~in good standing as of September 1st of that year only, a list of which is to be obtained~~ **whose names appear on the current October monthly Roster provided to SEM** from the Executive Secretary of PCA. No ~~Family or~~ Associate Members are permitted to vote in ~~SMR~~ **SEM** elections. The person, persons or entity designated by the Board of Directors for the counting of ballots shall use every means reasonable and necessary to assure that each ballot is valid and that the voting record of each member be kept confidential. All ballots not in compliance with the rules set forth shall be deemed invalid and shall not be counted.

ARTICLE VII
Section I, INDEBTEDNESS AND OBLIGATIONS, AUTHORITY TO INCUR OBLIGATIONS OR INDEBTEDNESS

Only the elected Board Members, their chosen officers and persons designated by the Board of Directors and acting on behalf of ~~SMR~~ **SEM** are authorized to incur any obligation or indebtedness in the name of ~~SMR~~ **SEM**. All obligations or indebtedness incurred in accordance with the provisions of these By Laws shall be incurred solely as corporate obligations. No personal liability whatsoever shall attach to or be incurred by any member or Officer of ~~SMR~~ **SEM** by reason of any such corporate obligation or liability.

No elected Officer or any other person authorized to act on behalf of ~~SMR~~ **SEM** shall incur any obligation or indebtedness in the name of ~~SMR~~ **SEM** in excess of the sum of $50.00 without approval of the Board of Directors, except for the following purposes.
A - Printing, mailing, postage and ~~stenographic~~ **production** expenses of ~~SMR's~~ **SEM's** newsletter
B - Stationery and postage for administrative use

Section 2, UNAUTHORIZED OBLIGATIONS

All SEM events or projects which will incur costs to the Club must have a written budget, which must be submitted, in advance, by the event/ project chair, for approval by the Board. Any over budget item in excess of $ 100.00 – or such other limit as may be imposed by the Board – must be re-submitted to the Board for further approval.

No elected Director, appointed Officer or person authorized to act in behalf of ~~SMR~~ **SEM** shall incur any obligation or indebtedness in the name of ~~SMR~~ **SEM** which is not for the general benefit of the ~~entire~~ membership ~~of SMR~~. Nor shall the Board of Directors approve the incurring of any such obligation or indebtedness

ARTICLE VII (continued)
Section 3, PERSONAL LIABILITY FOR UNAUTHORIZED OBLIGA TION

The incurring of any obligation or indebtedness in the name of ~~SMR~~ **SEM** by any elected Director, appointed Officer or member in contravention of these By Laws shall be an *ultra vires* act. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to ~~SMR~~ **SEM** in an amount equal to the obligation or indebtedness which ~~SMR~~ **SEM** may be required to pay.

ARTICLE VIII
Section I, COMMUNICATIONS

As new communication technologies develop over time, SEM/ PCA may, at the discretion of the Board, employ these technologies, such as, but not limited to, e-mail and/ or the Club's website, to replace or supplement other written, mailed or notices in the magazine.

Section 2, PRIVACY POLICY

Every effort shall be made to ensure the privacy of members. When commercial or other mass mailings are done by the Club, names and addresses must be kept confidential. No private information is to be published or provided without the consent of the member.

ARTICLE ~~VIII~~ IX
Section I, AMENDMENT OF BYLAWS

These By Laws may be amended by a majority of the votes cast in a referendum of the membership, which shall be conducted ~~by mail~~ **as determined by the Board of Directors.**

Section 2, NOTICE OF PROPOSED AMENDMENTS AND REFERENDUM

~~The Secretary shall cause to be published in SMR's newsletter and proposed amendment approved by the Board of Directors and submitted to him or her within sixty (60) days thereafter, along with an explanation of the proposed amendments and the need therefore.~~

Within sixty (60) days after any proposed amendment is approved by the Board of Directors, the Secretary shall notify the general membership of SEM of the proposed amendment(s) and provide an explanation of the proposed amendments and the need for them.

Sixty (60) days shall be allotted for any ~~negative~~ response from the membership and **a summary of** those responses **shall be made available to the general membership** ~~published, should they be suitable, in the newsletter~~, along with the explanation of the need for the amendments by the Board of Directors. The following month, a ballot shall be ~~mailed~~ **provided** to all Active **and Affiliate** Members along with a copy of the proposed amendments. The ballots shall specify a final return dale not less than 15 days but not more than 30 days from the date of ~~mailing~~ **issue.**

ARTICLE ~~VIII~~ IX (continued)
Section 3, BALLOTS

Votes for and against the proposed amendments to these By Laws shall be cast on a ~~standard size postcard~~ **on a form determined by the Board of Directors** and must be signed **(or otherwise verified as may be required by the Board)** by the Active Member. All ballots shall be ~~mailed~~ **returned** to the Secretary **- or other person designated by the Board -** and must be received no later than the date set forth on the ballot. Ballots not in accordance with the above procedure shall be invalid and shall not be counted.

Section 4, COUNTING OF BALLOTS
The person, persons or entity designated by the Board of Directors shall tabulate the votes cast in the referendum within 15 days of the return date. The results of the balloting shall be reported to the Secretary within 3 days of the completed tabulation.

Section 5, NOTICE OF VOTE OR REFERENDUM· RESULTS

The Secretary shall cause to be published the results of any vote or referendum on a proposed amendment in ~~SMR's~~ **SEM's** newsletter, **web site or any other means determined by the Board.**