

BYLAWS
Lincoln Trail Region, Inc.
Porsche Club of America, Inc.
Amended January 1, 2006

ARTICLE I

Name

The name of the Club (hereafter called the Region) will be the Lincoln Trail Region, Inc., Porsche Club of America.

ARTICLE II

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 roads.
- b. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche and engaging in such social or other events as may be agreeable to the membership.
- 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 mutual 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. Mutual cooperation with the Porsche Club of America, Inc., and with other regions of PCA.

ARTICLE III

Powers and Badge

Section 1 – Powers

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

Section 2 – Badge

The badge of the Region shall be a regional badge approved by the Executive Council.

ARTICLE IV

Membership, Dues and Fees

Section 1 – Membership

Membership in the Region shall be restricted to owners or co-owners of Porsches who are 18 years of age or older and to such other persons interested in the Region and its objectives as provided in Sections b, c, d, and e following:

Section 2 – Classes of Membership

a. Active – any owner or co-owner of a Porsche, acceptable to the Executive Council of the Porsche Club of America and to the Executive Council of the Lincoln Trail Region, having paid national and Regional dues and fees as required, and who is 18 years of age or older.

b. Family – any member of an active member's family who is 18 years of age or older, having paid national and regional dues and fees as required.

c. Associate – any active member who ceases to own or co-own a Porsche while in good standing, having paid national and Regional dues and fees as required.

d. Honorary – any person who, on the affirmative vote of $\frac{3}{4}$ of the Executive Council, is deemed to merit recognition for outstanding interest in or service to the Region. Such membership shall be for a period to be determined by the Executive Council, and may be renewed on the affirmative vote of $\frac{3}{4}$ of the members of the Executive Council. National dues of the Honorary member will be paid by the Region.

e. Life – any person who, upon the unanimous vote of the Executive Council, is deemed to have performed such extraordinary service to the Region as to warrant this signal honor. Dues, both national and Regional, will be met for the Life member by the Region.

Section 3 – Resignations

Any member may resign by addressing a letter of resignation to the Secretary of the Region. His resignation shall become effective upon receipt and all privileges, National and Regional, shall terminate as of that date.

ARTICLE V

Officers

The elected officers of the Region shall be a President, Vice-President, Secretary, and Treasurer. Their terms of office shall be two years and shall end at the termination of the regular December meeting or by December 31. No officer shall serve in the same office more than three consecutive terms. No officer may continue in office if he shall move his residence beyond the borders of the Region.

ARTICLE VI

Executive Council and Board of Directors

Section 1 – Executive Council

The elected officers of the Region and members of the Board of Directors shall constitute the Executive Council. It shall be responsible for the proper conduct of the administrative affairs of the Region, and the proper functioning of the several committees, and shall insure compliance with these Bylaws. All decisions of the Executive Council shall be by a majority vote unless otherwise provided by these Bylaws.

Section 2 – Board of Directors

Three directors shall be elected each year to assist elected officers of the Region in administrative affairs of the Region. To be included with the Board of Directors in the Executive Council will be the immediate Regional past president, and chairmen of any standing committees.

Section 3 – Quorum

A majority of the members of the Executive Council shall constitute a quorum.

ARTICLE VII

Duties of Officers

Section 1 – Duties of President

The President shall preside at all meetings of the members and the Executive Council, and shall perform the duties usually appertaining to his office.

Section 2 – Duties of Vice-President

The vice-president shall assist the president in the conduct of the administrative affairs of the region and perform such other duties as may be assigned to him by the president. In

the absence of the president or in the event of his death, resignation, disability or disqualification, his duties shall be performed by the vice-president.

Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the members, and the Executive Council and shall keep full and complete minutes of the proceedings and of all votes cast there at. The Secretary shall at all times have custody of the papers of incorporation as well as Region records.

Section 4 – Duties of Treasurer

The Treasurer shall have custodies of all monies, debts, obligations and assets belonging to the Region. He shall receive all monies of the Region and shall be responsible for paying all Region debts and obligations. He shall insure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Region. He shall give a full and correct report of the financial status of the Region at any meeting. The treasurer shall keep full written accounts of the financial affairs of the Region. He shall sign all checks or other orders for the payment of monies in the name of the Region.

Section 5 – 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, or the Executive Council can call an election for the same purpose.

Section 6 – Committees

The President shall appoint committee chairmen as needed.

ARTICLE VIII

Election of Officers

Section 1 – Nominating Committee

The Nominating Committee, consisting of three members, shall submit to the membership a slate of nominees. This slate shall be published in the Region newsletter preceding the December meeting. Nominations will be accepted from the floor at the December meeting.

Section 2 – Balloting

Balloting by a show of hands or by secret ballot will be at the December meeting of the Region.

ARTICLE IX

National Meetings

A representative of the Lincoln Trail Region will attend National meetings when possible.

ARTICLE X

Fiscal Year

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

ARTICLE XI

Obligations and Indebtedness

Section 1 – Authority to Incur Obligations or Indebtedness

Only the elected officers or person authorized by the Executive Council to act on behalf of the Region shall incur any obligation or indebtedness in the name of the Region. All obligations incurred in accordance with the provisions of these Bylaws shall be incurred solely as corporate obligations. No personal liability whatever shall attach to or be incurred by any member or officer of the Region by reason of any such corporate obligation. No elected officer or other person authorized to act in behalf of the Region shall incur any indebtedness in the name of the Region in excess of \$25.00 without prior approval of a majority of the Executive Council.

Section 2 – Unauthorized Obligation

No elected officer or any person authorized to act in behalf of the Region shall incur any obligation in the name of the Region which is not for general benefit of the entire membership of the Region.

Section 3 – Personal Liability for Unauthorized Obligations

The incurring of any obligation or indebtedness in the name of the Region by any elected officer or member in contravention of these Bylaws will be an ultra vires act. Those responsible for such an act will be personally liable to the Region in the amounts involved.

Section 4 – National and Regional Club Membership

No active, family or associate member may hold membership in the Region without being a member in good standing of the National club.

Section 5 – Membership Application

- a. All applications for membership will be forwarded to the National club.
- b. Conflict as to applicant's eligibility: In the event of a conflict between the National club and the Region as to the eligibility of an applicant for membership, the question shall be submitted to a vote of the membership of the Region. If 2/3 of the members present at the meeting or 3/4 of the entire Board of Directors of the Region votes to accept or reject an applicant, the results of this vote will be forwarded to the National club and the application will be dealt with according to National Bylaws.

Section 6 – Dues

Regional dues, in addition to those Regional dues which are levied by the National club, may be levied when needed on the vote of 2/3 of the Region membership returning a mailed ballot addressing the question.

Section 7 – Membership Year

The region membership year will coincide with the membership year of the National club.

Section 8 – Privileges

Members in good standing shall be entitled to all the privileges of the Region, except that honorary and associate members may not vote or hold office. Club mailings will be made to all members except when voting is by mail, in which case ballots will be mailed to those entitled to vote.

Section 9 – Suspension

Any member may be suspended by a 2/3 vote of the Executive Council 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 a reasonable opportunity to be heard, in person or through a representative, by the Executive Council or by a committee appointed by it for the purpose, concerning the alleged misconduct. Such suspension only applies to the member's Regional membership. After this action, a letter outlining reasons for the Region's action will be forwarded to National. Members suspended by National will be considered suspended by the Region

ARTICLE XII

Regional Charter

Regional boundaries of the Lincoln Trail Region shall be determined by National.

ARTICLE XIII

Disposition of Surplus Funds

In the event of dissolution of the Region, any surplus funds after all Region obligations are paid, shall be divided equally among active members in good standing of the Region.

ARTICLE XIV

Amendment of Bylaws

These Bylaws may be amended by a majority of the votes of the membership returning a ballot issued addressing Bylaw changes. Amendments may be proposed by the Executive Council or any single member in good standing. Proposed amendments and the ballot shall be published in the Region's newsletter. That newsletter shall be posted by First Class mail. Such published notice shall include an explanation of the need for the amendment as put forth by its sponsors. The ballot shall be signed by the voting member(s) and returned to the Secretary postmarked no later than 21 days after the date on the newsletter postmark.