

Bylaws of the Porsche Club of America, Silver Sage Region, Inc. An Idaho, Non-Profit, 501(c)(7) Corporation

ARTICLE I: NAME

The name of the Corporation shall be the Porsche Club of America, Silver Sage Region, Inc. (hereinafter, the "Regional Club").

ARTICLE II: GENERAL OBJECTIVES

The Regional Club is established to provide a regional corporation affiliated with The Porsche Club of America, Inc. (hereinafter, the "National Club"). The general objectives of the Regional 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. The preservation of the independence of the National Club and Regional Club, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned to the Regional Club in interest or purpose. In furtherance of this goal, the Regional Club 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 III: POWERS, CORPORATE SEAL, AND BADGE

Section 1 – Powers

The Regional Club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the Purpose of the Corporation as set forth in the Articles of Incorporation, issued under the statutes of the State of Idaho, and in the General Objectives stated in these Bylaws.

Section 2 – Badge

The badge of the Regional Club shall be as shown in the figure below. Any substantial alteration to the badge shall be considered as an amendment to these Bylaws and be approved by the membership as described in Article XIV.



ARTICLE IV: MEMBERSHIPS, DUES, AND FEES

Section 1 – Membership

Membership in the Regional 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 Regional Club and its objectives as provided in Section 2 (B), (C), and (D) of this Article. A Porsche is defined as a vehicle body and suspension which is, basically, as manufactured by or designated as a Porsche vehicle by Porsche, Porsche AG or its successor, which is powered by an engine which is, basically, one which was installed in such bodies by the manufacturer of such vehicles, although not necessarily in the body concerned.

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 membership dues and fees as required.
- 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.
- 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 Regional Club and its objectives having paid membership 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. 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 the Regional Club without at the same time being a member in good standing of National Club which are each a separate legal entity.

Section 4 – Membership Application

Applications for membership may be made either through the National Office or through the Silver Sage Region, either of which may reject it. The primary method for submitting applications for membership shall be through the website of the National Club.

Section 5 – Dues

National Club annual dues for the various classes of membership shall be determined from time to time by the National Club Board of Directors. National Club dues shall be collected by the National Club, which shall refund to Regional Club such part thereof as shall have been set by the National Club Board of Directors. National Club dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed.

Section 6 – Membership Year

The membership year for members in Regional Club shall be set forth by the National Club who will manage renewal notices. Members who do not renew shall be dropped from both National and Regional Club membership.

Section 7 – Privileges

Members, including family-active members, in good standing shall be entitled to all the privileges of the Regional Club, except that 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 Regional 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 Regional Club office. The active and family-active member may cast only one vote each in any election or referendum.

Section 8 – Suspension

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

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 National Club 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 National Club and Regional Club at the end of the 45-day appeal window. In the event of an appeal, the National Club 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 Secretary of the Regional Club or to the Executive Director of the National Club. The recipient shall inform the other of the resignation. The member's resignation shall become effective upon receipt and all Regional 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 National Club.

Section 10 – Transfers

Any member may request for transfer out of the Regional Club to another Regional Club within the PCA. This request shall be submitted in writing to the National Office or by changing the members primary residence to one within the intended region through the website of the National Club.

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 National Office.

Section 12 – Silver Sage Honorary Members

An individual may be nominated as a Silver Sage Honorary Member by any single member of the Board of Directors or by a written petition signed by at least ten (10) active or family-active members in good standing of the Regional Club. A Silver Sage Honorary Membership is a recognition for outstanding interest in or service to the Regional Club and to the Porsche brand. A Silver Sage Honorary Membership may be designated as a lifetime recognition, or an annual recognition which will be reviewed annually for renewal. The nominee must be confirmed by a majority vote of the Board of Directors and this vote must be unanimous in the case of a lifetime recognition. The Regional Club shall pay the annual National Club dues for each Silver Sage Honorary Member whom will be classified as an active or associate member depending on Porsche vehicle ownership or lessee status.

ARTICLE V: ELECTED OFFICERS

Section 1 – Elected Officers

The Elected Officers of the Regional Club shall be a President, Vice President, Secretary, and Treasurer. Their term of office shall be one year and shall end on December 31. No Officer shall remain in the same office for more than three consecutive terms. No officer may continue in as an officer of the Regional Club if the officer shall move the officer's primary residence beyond the borders of the Regional Club.

Section 2 – Eligibility

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

ARTICLE VI: CLUB ADMINISTRATION/ BOARD OF DIRECTORS

Section 1 – Club Administration

The President, the Vice President, the Secretary, and the Treasurer shall constitute the Elected Officers in which the administration of the Regional Club shall be vested. The Elected Officers shall be responsible for the proper conduct of the administrative affairs of the Regional Club, the proper functioning of the committees, and shall ensure compliance with these Bylaws.

Section 2 – Board of Directors

The Elected Officers and last Past President continuing to be an active member of the Regional Club shall constitute the Board of Directors of the Regional Club. It shall be the responsibility of the Board of Directors to establish and maintain an operating plan for the club and to determine all matters of Regional Club policy. The Board of Directors shall ensure the proper conduct of the governance of the Regional Club 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 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.

Section 3 – Removal of a Director

Any member of the Board of Directors of the Regional Club may be removed from office for failing to fulfill the duties of their office. The action to remove an officer must be instituted by a three-fifths vote of the Board of Directors who shall advise the officer in writing of the basis for removal from office. The Officer in question shall be afforded reasonable opportunity to be heard and appeal the decision. Within thirty (30) days of written notice of removal, the Officer may request a hearing, which hearing shall be before a Special Committee comprised of a minimum of five (5) active or family-active members. Such request shall be to any member of the Board of Directors. The Special Committee shall be chaired by a Past President of the Regional Club who shall coordinate with the nominating committee from the most recent election of officers to identify members of the Special Committee. The Officer shall be afforded a hearing within thirty (30) days thereafter. The Special Committee shall either reaffirm such decision by a majority vote or reverse and overturn such decision whereupon the member shall be reinstated to the position.

ARTICLE VII: DUTIES OF OFFICERS

Section 1 – Duties of President

The President shall preside at all meetings of the Board of Directors and shall perform the duties usually pertaining to the President's office. The President shall call at least 4 meetings of the Board of Directors per calendar year. The President shall also call a Board of Directors meeting at the request of any 3 members of the Board. The President shall cause to be published in the Regional Club's official publication an annual report on the status of the Regional Club, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of the Regional Club.

The President is a voting member of the National Board of Directors and shall participate in National Board of Directors meetings to the greatest extent possible.

Section 2 – Duties of Vice President

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

Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast thereat. In the absence of the Secretary, the President shall ensure that complete minutes of the proceedings and of all votes cast thereat have been recorded. The Secretary shall cause to be published in the Regional Club's official publication notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of the Regional Club. The Secretary shall have custody of or cause to be kept the Regional Club's National Charter and all non-financial records at all times. The Secretary shall perform all duties appertaining 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 Regional Club. The Treasurer shall cause all monies of the Regional Club to be deposited to the Regional 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 Regional Club assets and of all payments of Regional Club debts and obligations. The Treasurer shall ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Regional Club. The Treasurer shall cause to be published in the Regional Club's official publication a full and correct report annually on the financial status of the Regional Club. The Treasurer shall also give a full and correct report on the financial status of the Regional Club at any meeting of the Board of Directors. The Treasurer shall cause to be maintained books of account which shall properly reflect the true and correct financial status of all receipts, disbursements, balances, assets and liabilities of the Regional Club. All checks or other orders for the payment of monies in the name of the Regional Club shall be signed by the Treasurer or by such other person(s) as designated by the Board of Directors, and who is (are) overseen by the Treasurer. The Treasurer shall produce year-end financial reports not later than March 1 of the subsequent year for review at a meeting of the Board of Directors. The Treasurer shall submit the Treasurer's books of account and records to a certified public accountant, at Regional Club expense, at the close of the fiscal year if directed by a three-fifths vote of the Board of Directors. The Treasurer shall have custody or cause to be kept the financial records of the Regional Club.

Section 5 – Duties of the Past President

The Past President shall have the responsibility to serve as a voting member of the Board of Directors to provide continuity. Duties shall be assigned by the Board of Directors as needed for the improvement of the Regional Club's operational processes and advancement of the Regional Club's specific goals and objectives. The Past President shall participate in the Regional Club Board of Directors meetings to the greatest extent possible.

Section 6 – Vacancies / Interim appointment

In the event of the death, resignation, disability or disqualification of the Vice President, Secretary, Past President, or Treasurer, the Board of Directors 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 Board of Directors 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.

Section 7 - Financial Accounts

In addition to the Treasurer, the President of the Regional Club shall have signature authority on the Regional Club's accounts.

ARTICLE VIII: STANDING AND SPECIAL COMMITTEES

Section 1 – Standing Committees

The administration of the Regional Club shall be supported by a number of Standing Committees that are comprised of one (1) or more active or family active-members. Annually, the Board of Directors

shall review the number, and composition, of Standing Committees required to perform the functions of the Regional Club safely, effectively, and in accordance with the procedures established by the National Club. The Standing Committees for the current calendar year will be identified in annual report on the status of the Regional Club.

Section 2 – Appointment of Standing Committee Chairs

Standing Committee chairs are appointed by a majority vote of the Board of Directors and may, in like manner, be dismissed by the majority vote of same, except that a unanimous vote of the Board of Directors shall be required for the appointment of the chair and members of the Nominating Committee (see Article IX) and for their dismissal or replacement.

Any active member or family-active member of the Regional Club may serve as a Chair of a Committee.

Section 3 – Committee Members

Committee members must be members in good standing of the Regional Club and may vary in number as required to accomplish the work of each committee. Committee members may be appointed by Committee Chairs. Committee members may be dismissed or replaced by the Committee Chairs with prior notification to the Board of Directors or, if necessary, a stand-alone majority vote of the Board of Directors.

Section 4 – Duties and Responsibilities

Committee Chairs who are leading the Regional Club functions, events, and activities are accountable to the Board of Directors and shall submit budget requests for all anticipated expenses and income in connection with their function or event/activity.

Section 5 – Special Committees

The Board of Directors may create special committees from time to time as required to execute the Regional Club's special activities, events, or objectives. The chair of any special committee shall submit budget requests for all anticipated expenses and income in connection with their function or event/activity. Committee members may be dismissed or replaced by the Committee Chairs with prior notification to the Board of Directors or, if necessary, a stand-alone majority vote of the Board of Directors.

Section 6 - Term

Terms for Committee Chairs are from January 1 to December 31 of each year. They will automatically renew each year unless there is a change in the number or purpose of the Standing and Special Committees established by the Board of Directors and identified in the annual report on the status of the Club.

ARTICLE IX: ELECTION OF OFFICERS

Section 1 – Nominating Committee

The Board of Directors, by unanimous vote, shall appoint a Nominating Committee Chair and the other Nominating Committee members. The Nominating Chair must be an active or active-family member of the Regional Club. No member of the Nominating Committee may be elected to an office in the same year in which he or she serves on the Nominating Committee. The Nominating Committee is responsible

for nominating a slate of officers and creating the ballot of candidates to serve in the following term. Not later than October 1 of each election year, the Nominating Committee shall recommend to the Board of Directors at least one, preferably two, or more candidates for each elected Officer position that is open for the subsequent year.

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 September 1 of each year. A nominee may not be placed as a candidate on the ballot by the Nominating Committee without their prior consent.

Section 3 – Notice of Elections

In the official publication for the Regional Club or on the Regional Club’s website and/or via other electronic notice that reaches the membership at their email address on record not later than 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. The notice of an election shall set a ballot return date which shall be at least 30 days before the end of the year.

Section 4 – Ballots

During the first fifteen days of October 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 Elected Officer position and on any other special voting action contained in the ballot.

The ballot shall contain:

- Names of the candidate(s) for each Officer position on the ballot.
- 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 Election of Officers ballot may also contain special voting actions defined by a memorandum signed by a majority of the Board of Directors, or by a petition signed by five (5) percent of active or family-active members in good standing.

Ballots must be received by the Teller no later than the specified deadline for receipt of ballots. Ballots may be mailed or sent electronically.

Section 5 – Tellers

On or after specified deadline for the receipt of ballots and not later than 30 days before the end of the year, 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 current year Secretary is on the ballot for any

subsequent year Officer position, the Past President or another member in good standing with no direct interest in the outcome, shall 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.

Section 6 – Notice of Election Results

The Secretary shall cause to be published within 30 days the results of the election in the Regional Club's official publication or on the Regional Club's website and/or via other electronic notice that reaches the membership at their email address on record.

Section 7 – Election Protests

Written protests shall be directed to the Board of Directors within 15 days of the results being announced. The Board of Directors have 15 days to hear the objection and determine a resolution. The Board of Directors decision will be final.

Section 8 – Duties of Newly Elected Officials

Upon tabulation of the votes, the Secretary shall immediately notify all those on the ballot of the election results. The President-Elect shall, as soon as feasible, call a meeting of the newly constituted Board of Directors for the purpose of reviewing the Regional Club's governance, current year operating plan, and for facilitating a handover of responsibilities to new Board Members. Committee structure and composition shall also be reviewed to affirm the automatic renewal of existing committee chairs and for appointing 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 in-person, by telephone, or by other electronic means.

ARTICLE X: FISCAL YEAR

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

ARTICLE XI: OBLIGATIONS AND INDEBTEDNESS

Section 1 – Authority to Incur Obligations or Indebtedness

Only persons authorized by the Elected Officers to act on behalf of the Regional Club shall incur any obligation or indebtedness in the name of the Regional 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 Regional Club by reason of any such corporate obligation or liability.

No Elected Officer, Committee Chair, or any other person authorized to act on behalf of the Regional Club shall incur any obligations or indebtedness in the name of the Regional Club for reoccurring or one-time expenses in excess of the sum of five hundred dollars (\$500.00) without prior approval of a majority of the Board of Directors. Committees and other persons authorized to act on behalf of the Regional Club that have a budget approved are authorized to execute the event(s) or activities within the approved budget including individual expenses in excess of five hundred dollars (\$500.00).

Section 2 – Unauthorized Obligations

No Elected Officer or any other person authorized to act on behalf of the Regional Club shall incur any obligation or indebtedness in the name of the Regional Club which is not for the general benefit of the membership of the Regional Club nor shall the Elected Officers 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 Regional 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 Regional Club in an amount equal to the obligations or indebtedness which the Regional Club may be required to pay.

Section 4 – Conflict of Interest

No Board Member or any other person authorized to act on behalf of the Regional Club shall engage in any transaction that could create a conflict of interest with the Regional Club. Board Members shall disclose to the Elected Officers any potential conflicts between their personal interests and the Regional Club's. No Board Member shall vote on any matter in which they have a material financial interest or conflict of interest.

Section 5- Financial Oversight

All Committee Chairs, Individual Supporting Roles, Special Appointees and individual members of the Elected Officers shall prepare and submit income and expense budgets associated with their function or responsible membership event or activity to the Treasurer for collective review and approval by the Board of Directors.

The Treasurer shall give a report (balance sheet and year to date income and expense report) on the financial status of the Regional Club at least quarterly in meetings of the Board of Directors.

The Treasurer shall cause to be published in the Regional Club's official publication a report annually on the financial status of the Regional Club.

The Treasurer shall submit the Regional Club's financial records for an annual review at the close of the fiscal year, for audit as directed by the Board of Directors.

The Treasurer shall be responsible for submission of any annual reports required by State and Federal governmental agencies.

ARTICLE XII: – MEETINGS

Section 1 – Board of Directors Meetings

Meetings of the Board of Directors may be called at any time, but at least quarterly, by the President or by a majority of the Board of Directors. Each Board Member shall be notified of such meeting at least seven (7) days prior to the time set for the meeting. Club members shall also be notified of the Board of Directors meetings at least five (5) days prior to the time set for the meeting and shall be permitted to attend unless a closed meeting is declared by a majority vote of the Board of Directors.

At any meeting of the Board of Directors, representation of three of the five Board members shall constitute a quorum. A simple majority of the Board Members present is required to decide an issue of Club Administration. All decisions involving major policy considerations shall require all Board Members be given an opportunity to vote and a three fifths majority to pass.

Section 2 – General Membership Meetings

Meetings of the members shall be at such time and place as designated by the Elected Officers. Due notice of any General Membership Meetings shall be given by publishing in the official publication, on the Regional Club’s website or via other electronic notice that reaches the membership at their email address on record. The Elected Officers shall report to the members club status, plans, programs, and any policy decisions reached by the Board of Directors as part of these General Membership meetings.

Section 3 – Special Membership Meetings

Special meetings of the members may be called by the President, by a majority of the Board of Directors, or by a petition signed by five (5) percent of active or family-active members in good standing. Due notice shall be given stating the date, time, place, and purpose of any such Special Meeting at least ten (10) days before such meeting. A quorum at any special meeting of the members shall consist of ten (10) percent of the active and family-active members in good standing, or ten (10) active or family-active members in good standing, whichever is larger. The President shall ensure that full and complete minutes of the proceedings and of all votes cast thereat have been recorded.

Voting – At all Special Meetings of the members, each active or family-active member in good standing shall be entitled to one vote on any matter brought before the membership. Voting will be by voice or written ballot of members in attendance unless procedures for absentia or electronic ballots are set forth by the Elected Officers a minimum of ten (10) days prior to the meeting.

Section 4 – Membership Meeting Governance

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 of the Board of Directors.

ARTICLE XIII – OFFICIAL PUBLICATION

The Regional Club shall publish an official publication to announce upcoming events, official notifications, Elected Officer Reports, stories about activities, and other information of value to the members.

ARTICLE XIV: AMENDMENT OF BYLAWS

Section 1 – Review

Bylaws will be reviewed by the Board of Directors whenever there is a change to the Elected Officers.

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 Regional Club or on the Regional Club’s website and/or via other electronic notice that reaches the membership at their email address on record within sixty (60) days thereafter, together with an explanation of the proposed amendment(s) and the voting process.

Section 4 – Ballots

Voting upon amendment(s) to the Bylaws shall be by ballot. Ballots will include space for providing the signature (physical or electronic) of each active and family-active voting member, their membership number, and their email address (if appropriate). Ballots cast in accordance with procedures adopted under this Article XIV 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 voting active and family-active membership in good standing. A 10-percent quorum of the voting membership in ballots must be received if the amendment is to be passed. Members, if they so choose, may vote by mail or electronically, subject to submission deadlines and directions communicated in the official publication of the Regional Club or on the Regional Club’s website and/or via other electronic notice that reaches the membership at their email address on record at the time of publication of the proposed amendment(s).

Section 5 – Tellers

The Secretary and two active or family-active members appointed by the President shall receive, 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 Regional Club or published on the Regional Club’s website and/or via other electronic notice that reaches the membership at their email address on record within seven (7) days.

[End of Text]

REGULARLY APPROVED as the Amended Bylaws of Porsche Club of America, Silver Sage Region, Inc., an Idaho Nonprofit Corporation, by a majority of the members voting on the question and Certified on this June 14, 2022.

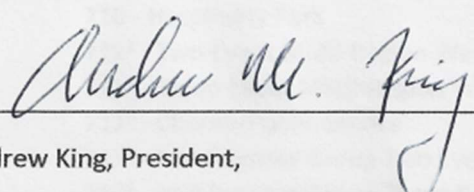
IN WITNESS THEREOF, I, the undersigned President and Secretary have executed these Amended Bylaws.

Andrew King, President,
Porsche Club of America, Silver Sage Region, Inc.

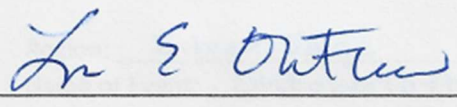
Laura Outlaw, Secretary,
Porsche Club of America, Silver Sage Region, Inc.

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Andrew King, President,
Porsche Club of America, Silver Sage Region, Inc.



Laura Outlaw, Secretary,
Porsche Club of America, Silver Sage Region, Inc.