

BYLAWS
OF THE
HUDSON CHAMPLAIN REGION
INCORPORATED THE 1ST DAY OF JUNE 1960



PORSCHE CLUB OF AMERICA
INCORPORATED THE 27TH DAY OF MARCH 1956



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ARTICLE I - NAME

The name of this organization shall be: HUDSON CHAMPLAIN REGION, PORSCHE CLUB OF AMERICA, INCORPORATED, hereinafter referred to as the Region.

ARTICLE II - OBJECTIVES

The members of this Region, in cooperation with the National organization, the Porsche Club of America, Inc., hereinafter referred to as the National, are joined together and mutually pledged to the furtherance of the following:

1. The highest standards of courtesy and safety on public roads and highways.
2. The enjoyment and sharing of good will and fellowship engendered by owning a Porsche, and engaging in such events as may be agreeable to the membership.
3. The maintenance of the highest standards of operation and performance of the Marque by sharing and exchanging technical information.
4. The establishment and maintenance of mutually beneficial relationships with the Porsche works, Porsche dealers and service sources, to the end that the Marque shall prosper and continue to enjoy its unique leadership and position in sports car history.
5. The interchange of ideas and suggestions with other Porsche Clubs throughout the world and in such cooperation as may be desirable.
6. The establishment of such mutually cooperative relationships as may be desirable with other Sports Car Clubs.

ARTICLE III - MEMBERSHIP

1. Membership 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 for in 1.b, 1.c and 1.d of this Article. Membership classes shall be:
 - a. Active - Any owner, lessees, or co-owner of a Porsche, who is 18 years of age or older, having paid such National and Regional dues and fees as required, and may include (if requested by the active member) as a Family Active member one other person of the active member's immediate family, also 18 years of age or older, restricted to wife, husband, brother, sister, son, daughter, mother, or father, whether otherwise qualified for active membership by ownership of a Porsche or not.

b. Associate - Any active member who ceases to own or co-own a Porsche while a member in good standing, having paid such National and Regional dues and fees as required and may include as a Family Associate member a person of the Associate member's family who has been a Family-Active member as in (a) above.

c. Honorary - Any person who, on the affirmative vote of three-fourths of the Board of Directors, is deemed to merit recognition for outstanding interest in, or service to, the Region. Honorary Membership so granted shall be applicable to Regional Membership only. Honorary Membership shall be for Life, subject to ARTICLE III, paragraph 4.

d. Affiliate - 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.

2. No Active, Family Active, Associate, nor Family Associate or Affiliate may hold membership in the Region without being a member in good standing of National.

3. Applications for membership shall be submitted to the Chairperson of the Membership Committee, who will enter the applicant's name on the Region's roll and forward the application to National.

4. Any member whose actions are considered detrimental to the welfare of the Region shall, upon written notice to him or her, be given a hearing before the Board of Directors, who shall be empowered, with a majority vote, to discharge such member from the Region.

5. Privileges. Members of the Region in good standing shall be entitled to all the privileges of the Region, except that:

a. Associate and Family Associate Members may not be elected or appointed to any elective office of the Region and are not entitled to vote. However, upon becoming an Associate or Family Associate Member, they may serve the remaining term of any office to which they have been elected.

b. Honorary and Affiliate Members are not entitled to vote or hold elective office.

6. Resignation. Any member may resign by addressing a letter of resignation to the Secretary of the Region. The Secretary shall inform the Board of Directors of the resignation. The member's 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 Secretary of the Region.

ARTICLE IV - REGIONAL TERRITORY

The territory included in the Region shall include the New York counties of: Albany, Clinton, Columbia, Essex, Franklin, Fulton, Greene, Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie, Warren, Washington and Berkshire county in Massachusetts.

ARTICLE V - DUES

1. Annual Regional dues for various classes of membership shall be determined from time to time by the Board of Directors. Where urgently required, other regional fees may be assessed from time to time for special purposes as recommended by the Board of Directors, and approved by a majority vote of the membership assembled at a Business Meeting. (See ARTICLE VI)
2. Regional dues shall be payable on the anniversary date of each member's National membership.
3. Upon receipt of notification from National that a member has not renewed his or her membership, the Region shall notify the member that he or she will be dropped from the Region's membership roll two months from the member's annual anniversary date unless he or she rejoins by paying the required National and Regional dues.

ARTICLE VI - MEETINGS

1. A Business Meeting shall be any meeting so designated by the President or a majority of the Board of Directors for the purpose of transacting Region business. The membership shall be notified by publication of a notice either in the Region's newsletter, Air Cooled Advertiser, on the website, and, or by electronic mail of an impending Business Meeting at least 30 days prior to the date of said meeting.
2. A minimum of 6 (six) Business Meetings shall be held each calendar year.
3. For the purpose of transacting Region business at any Business Meeting, a quorum shall consist of the members present.
4. All Business Meetings shall be governed by Robert's Rules of Order, Revised.

ARTICLE VII - OFFICERS

1. The elected officers of the Region shall be Active or Family Active members of the Region in good standing and shall include the President, Vice President, Secretary, and Treasurer. The elected officers shall serve 2 (two) fiscal years ending December 31.

2. The President shall be chief executive officer and shall preside at all meetings of the Region and the Board of Directors. He shall be a ex officio member of all committees.
3. The Vice President shall accept the responsibilities of the President in the absence of the President, and shall also discharge such duties as may be authorized by the Board of Directors.
4. The Secretary shall keep minutes of all Business Meetings of the Region and the Board of Directors. In the absence of the Secretary, the President shall appoint a Secretary protem who will assume the duties of Secretary. The Secretary shall take care of all general correspondence and other secretarial work not otherwise specified. The Secretary shall cause the necessary forms to be completed and forwarded to the proper State authority to ensure that the Region's Incorporation in the State of New York remains current and valid.
5. The Treasurer shall have charge of all funds deposited to the credit of the Region in such depositories as may be designated by the Board of Directors. He/she shall pay all bills for the Region, keep proper records of receipts and expenditures, which shall be open to the inspection of the Board of Directors at all times. The Treasurer shall present a report of finances at each meeting of the Board of Directors and an Annual Report within 30 (thirty) days following the close of the fiscal year on December 31.
7. Vacancies shall be filled as follows:
 - a. President shall be succeeded by the Vice President, and a new Vice President shall be appointed by a majority vote of the Board of Directors.
 - b. Vacancies for all other offices shall be filled by appointment as determined by a majority vote of the Board of Directors.
 - c. All appointments shall be for the duration of the unexpired term.

ARTICLE VIII - BOARD OF DIRECTORS

1. The Board of Directors shall consist of the elected officers, the Chairpersons of Standing Committees not otherwise members of the Board of Directors and the immediate Past President, if available.
2. The Board of Directors shall have supervision of all matters pertaining to Regional activities and shall manage and conduct Regional affairs in accordance with the Bylaws. A majority of the Board of Directors shall constitute a quorum.

3. Any member of the Region may appeal an action of the Board of Directors by presenting his or her objection in writing at a Business Meeting. If the objection is sustained by a majority vote of members present, the Secretary shall prepare a notice of the objection and shall ensure that the notice is distributed to the membership. The objection shall then be voted upon at the next succeeding Business Meeting and a supportive vote by a three-fourths majority of members present will repeal the action of the Board of Directors .

ARTICLE IX- COMMITTEES

1. There shall be eight (8) Standing Committees, as follows:

- Activities
- Autocross
- Historical
- Membership
- Newsletter
- Safety
- Track
- Website

The elected officers (President, Vice President, Secretary and Treasurer) shall meet and collectively appoint all Standing Committee Chairpersons no later than February 1.

Special Committee Chairpersons may be appointed at anytime with the approval of the Board of Directors.

2. The President with the Board of Director's approval, shall appoint a Nominating Committee and its Chairperson not later than June 1 of the election year. The Nominating Committee shall consist of three or more (an odd number) Active or Family Active members. The Nominating Committee shall nominate one or more candidates for each elective office and conduct the elections as prescribed in ARTICLE X. Members of the Nominating Committee shall not be eligible for nominations to an elective office.

3. The Activities Committee shall be responsible for planning and executing a social program for the Region. Activities such as, but not limited to, picnics, tours, wine tastings are the responsibility of the committee.

4. The Autocross Committee shall be responsible for planning and executing the Region's Autocross Program. The Chairperson of this Committee, working with the Safety and Technical Committees, shall be responsible for seeking out and arranging for suitable and varied driving sites and events.

5. The Historical Committee shall establish and maintain a program to preserve a continuous record of the Region, its members and activities. This historical record shall be made available for review by the membership at appropriate Regional meetings as directed by the Board of Directors as elected by the Historical Committee.

6. The Membership Committee shall contact prospective and eligible candidates for membership, and review and approve membership applications. The Membership Committee shall ensure that an eligible candidate's application is promptly processed, i.e., added to the Region's mailing list and his or her application forwarded to National. It will also be the Membership Committee's duty to notify a member that he or she will be dropped from the Region's membership rolls in accordance with ARTICLE V.3.

7. The Newsletter Committee shall be responsible for preparation of the Region's newsletter, Air Cooled Advertiser.

8. The Safety Committee shall be responsible for planning and executing the Region's event safety program. The goal of the committee shall be to maximize the safety of all persons participating in or spectating at Region events. The Chairperson of the Committee shall be familiar with and enforce all PCA National and Region safety guidelines and directives.

9. The Track Committee shall be responsible for planning and executing the Region's Driver Education events program. The Chairperson of this committee shall work closely with the Safety Chairman and the Technical Coordinator Committee in planning and executing safe track events.

10. The Website Committee shall be responsible for establishing and maintaining a Region Web page on the Internet. The contents of the Web page shall provide information of interest to members, potential members and others as may be deemed appropriate to supporting the Region's objectives. The Committee shall ensure that the information presented is timely and supports the activities of the Region.

ARTICLE X - ELECTIONS

1. The names of the individuals who have been appointed to the Nominating Committee shall be published in the Summer issue of the Air Cooled Advertiser. In that same issue, the procedures for nominations and voting shall also be published.

2. The Nominating Committee shall nominate one or more candidates for each elective office. The nominees shall be announced in writing to the membership by publication in the Fall issue of the Air Cooled Advertiser after securing permission of each candidate nominated.

3. The Nominating Committee shall prepare ballots for each office. No write-in votes shall be allowed.

4. Elections of officers shall occur prior to the Annual Dinner. Voting shall be by written ballot. Sequence of voting shall be:

- President
- Vice President
- Secretary
- Treasurer

5. The President must be elected by a majority; other officers are to be elected by plurality.

6. The Nominating Committee shall tabulate votes and report results. Candidates elected shall take office on January 1, of the following year.

ARTICLE XI - OBLIGATIONS AND INDEBTEDNESS

1. Only the elected officers or persons authorized by the Board of Directors to act on behalf of the Region shall incur any obligation or indebtedness in the name of the Region. All obligations or indebtedness 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 or liability.

No elected Officer or any other person authorized to act in behalf of the Region shall incur any obligation or indebtedness in the name of the Region without prior approval of a majority of the Board of Directors, except for the following purposes:

- a. Printing, mailing, postage and stenographic expenses of the Region's official publication.
- b. Stationery and postage for ordinary administrative use.

2. No elected Officer or any other person authorized to act in behalf of the Region shall incur any obligation or indebtedness in the name of the Region which is not for the general benefit of the entire membership of the Region nor shall the Board of Directors approve the incurring of any such obligation or indebtedness.

3. The incurring of any obligation or indebtedness in the name of the Region 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 Region in an amount equal to the obligation or indebtedness which the Region may be required to pay.

4. Should the Region, for whatever reason, dissolve the Corporation, all Regional assets shall be converted to cash and:

a. All outstanding financial obligations of the Region shall be fully discharged.

b. Any cash remaining after (a.) above, shall be distributed equally to all Active and Associate members in good standing at the date of dissolution.

ARTICLE XII - AMENDMENTS TO BYLAWS

These Bylaws may be amended by a three-fourths majority vote of members present at a Business Meeting, provided the membership has been notified of the proposed amendment one (1) month prior to said meeting. Notification can be accomplished by publication in the Regional newsletter or by special mailing. Amendments may be proposed by any Active or Family Active member in good standing.

First Revision February 7th, 2011