

BYLAWS OF A MEMBERSHIP CORPORATION
HIGH DESERT REGION, PORSCHE CLUB OF AMERICA, INC.

ARTICLE I: PURPOSE

The purpose of the corporation as a regional organization, affiliated with the PCA (Porsche Club of America), shall be the furtherance and promotion within the High Desert Region of the general objectives of the PCA.

ARTICLE II: MEMBERS

Section 1. Qualifications. A person shall become a member of the corporation by being a member in good standing of the PCA as shown on the PCA roster for this Region.

Section 2. Voting. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the bylaws of this corporation.

Section 3. Annual Meeting. The annual meeting of the members shall be held in November each year unless otherwise decided by the Board of Directors.

Section 4. Special Meetings. Special meetings of the members shall be held at the call of the Board of Directors, or by the call of the holders of at least ten percent of the members of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting. A demand meeting by members must be held within the city limits of Bend, Oregon.

Section 5. Notice of Meeting. Notice of all meetings of the members shall be given to each member at the last address of record, by first class mail, or by e-mail at least 7 days before the meeting. The notice shall include the date, time, place, and purposes of the meeting.

Section 6. Quorum and Voting. Those votes represented at a meeting of members shall constitute a quorum. A majority vote of the members voting is the act of the members, unless these bylaws or other law provide differently.

Section 7. Proxy Voting. There shall be no voting by proxy.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Qualifications. Each member of the Board of Directors shall be a member of this corporation.

Section 2. Duties. The affairs of the corporation shall be managed by the Board of Directors.

Section 3. Number. The number of Directors may vary between a minimum of three and a maximum of fifteen.

Section 4. Term and Election. The term of office for the Directors shall be one year. A Director may be reelected without limitation on the number of terms s/he may serve. The Board shall be elected by the members at the annual meeting of the members.

Section 5. Removal. Any Director may be removed, with or without cause, by a vote of a two thirds majority of the Board of Directors.

Section 6. Vacancies. Vacancies of the Board of Directors and newly created board positions will be filled by nomination by the President and a majority vote of the Directors then on the Board of Directors.

Section 7. Quorum and Action. A quorum at a board meeting shall be a majority of all Directors in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of directors present. A majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, bylaws, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by that majority as required by law.

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held quarterly at the time and place to be determined by the Board of Directors, or the President. No other notice of the date, time, place, or purpose of these meetings is required.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by the President or any two Directors. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally or by telephone, e-mail or by mail not less than two days prior to the special meeting.

Section 10. Meeting by Telecommunication. Any regular or special meeting of the Board of Directors may be held by telephone or e-mail.

Section 11. No Salary. Directors shall not receive salaries for their Board services, but may be reimbursed for expenses related to Board service.

ARTICLE IV: OFFICERS

Section 1. Qualifications: All officers of this corporation shall be members of the Board of Directors.

Section 2. Titles. The officers of this corporation shall be President, Vice President, Secretary and Treasurer.

Section 3. Election. The Board of Directors shall nominate and elect the officers to serve one-year terms. An officer may be reelected without limitation on the number of terms the officer may serve.

Section 4. Vacancy. Vacancy of an officer shall be filled by appointment by the Board of Directors. The position shall be filled not later than 30 days following the vacancy.

Section 5. Other Officers. The Board of Directors may elect or appoint other officers, agents and employees. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

Section 6. President. The President shall be the chief officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

Section 7. Vice President. In the absence of the President of the corporation, the Vice President shall act as Chair of the Board and shall have any other powers and duties as may be prescribed the Board of Directors.

Section 8. Secretary. The Secretary shall have overall responsibility for all record keeping. The Secretary shall perform, or cause to be performed, the following duties:

- (a) Official recording of the minutes of all proceedings of the Board of Directors and members' meetings and actions.
- (b) Provision for notice of all meetings of the Board of Directors and members;
- (c) Authentication of the records of the corporation.
- (d) Any other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer. The Treasurer shall have overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties:

- (a) Signature authority for all corporate checking and savings accounts.
- (b) Keeping of full and accurate accounts of all financial records of the corporation.
- (c) Deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors.
- (d) Disbursement of all funds when required to do so.
- (e) Presenting financial reports and bank statements as to the financial condition of the corporation to the Board of Directors.
- (f) Any other duties as may be prescribed by the Board of Directors.

ARTICLE V: COMMITTEES

Section 1. Qualifications. The majority of all committees shall be members of the corporation. All committees shall include at least one member of the Board of Directors, unless the requirement is excluded by the Board of Directors.

Section 2. Committee Formation. The Board of Directors may establish such committees as it deems necessary and desirable. Such committees shall be advisory committees to the Board of Directors.

Section 3. Quorum and Action. A quorum at a Committee meeting shall be a majority of all Committee members immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of those present.

ARTICLE VI: AFFILIATION

The HDPCA (High Desert Region, Porsche Club Of America Inc.) is an independent Oregon corporation and is affiliated with PCA. As a region of PCA, the HDPCA and its officers shall comply with the guidelines established by PCA for its Regions for all club activities.

ARTICLE VII: CORPORATE INDEMNITY

As a chartered Region in good standing of PCA and whose members pay membership dues to PCA, PCA will provide this corporation with "Officers and Directors Liability Insurance".

ARTICLE VIII: AMENDMENTS TO BYLAWS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a majority vote of directors present, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least two days notice of the date, time and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the bylaws and shall contain a copy of the proposed amendment.