

**RIESENTÖTER REGION,
PORSCHE CLUB OF AMERICA, INC.**
(A Pennsylvania Nonprofit Corporation)

BYLAWS

Amended: as of 12 January 2014

ARTICLE I: OBJECTIVES

1.1. Primary Objectives. The primary purposes of the Riesentöter Region, Porsche Club of America, Inc. (the “Club”) are to promote greater automotive safety in and around the community by providing organized and supervised activities that encourage safe and skillful driving, to encourage the preservation, ownership and operation of automobiles, to provide and regulate events and exhibitions for members and their automobiles, to act as a source of technical information, and to provide interested individuals an opportunity to pursue their automotive hobbies and interests. Organized and supervised activities are offered in several formats:

1.1.1. Seminars presented by skilled drivers and other experts on safe driving.

1.1.2. Low speed Autocross competition.

1.1.3. Driving schools held at road racing tracks.

1.2. Other Objectives.

1.2.1. To maintain the highest standards of courtesy and safety on and off the road.

1.2.2. To share good will and fellowship engendered by owning a Porsche and engaging in such social and other events and activities as may be agreeable to the membership.

1.2.3. To maintain the highest standards of operation and performance of the marque by sharing and exchanging technical and mechanical information.

1.2.4. To establish and maintain mutually beneficial relationships with the Porsche factory, Porsche dealers and service sources, such that the marque shall prosper and continue to enjoy its unique leadership position in sports car history.

1.2.5. To promote the interchange of ideas and suggestions with other Porsche Clubs, with such cooperation as may be desirable by the membership.

1.2.6. To establish with other sports car clubs such mutually cooperative relationships as may be desirable.

1.2.7. To promote interest in Porsche automobiles and to enhance the public image of sports car and Porsche car enthusiasts in general.

ARTICLE II: POLICY

2.1. Political Affiliation. The Club shall be politically non-partisan.

2.2. Non-Profit Status. The Club shall operate as a section 501(c)(4) tax-exempt organization and is empowered to conduct all business, on a non-profit basis, necessary or desirable to carry out the purposes and objectives set forth in the Articles of Incorporation and these Bylaws in accordance with the Pennsylvania Nonprofit Corporation Law of 1988, or any successor statute (the "PNCL"), and the other laws of the Commonwealth of Pennsylvania applicable to nonprofit corporations.

2.3. Obligations or Indebtedness.

2.3.1. Liability. All obligations or indebtedness incurred by the Club shall be incurred solely as corporate obligations. No personal liability whatsoever shall attach to or be incurred by any Officer or member of the Club by reason of any Club obligation or liability.

2.3.2. Unauthorized Obligations. No Officer or any other person authorized to act on behalf of the Club shall incur any obligation or indebtedness in the name of the Club without prior authorization of the Executive Board.

ARTICLE III: MEMBERS

3.1. Membership. Members of the Club must be members in good standing of the national Porsche Club of America, Inc. ("PCA").

3.2. Suspension. Any member may be suspended or expelled by a two-thirds vote of the entire Executive Board for conduct that is inconsistent with the objectives or policies of the Club or prejudicial to the good order and reputation of the Club. Upon notice of such suspension or expulsion, the member shall be afforded reasonable opportunity to be heard, in person or through a representative, by the Executive Board concerning the alleged misconduct. The Executive Board may thereafter continue the suspension for a definite time or expel the member, and its decision shall be final.

3.3. Classes of Membership.

3.3.1. Active. Any owner, co-owner, lessee or co-lessee of a Porsche, who is 18 years of age or older, has paid to the PCA and the Club (through the PCA or otherwise) the dues required by the PCA and the Club, is a member of the PCA in good standing and has

designated the Club to the PCA as his or her region for membership, shall be an active member.

3.3.2. Family-Active. At the request of an active member, one other person in the active member's immediate family, 18 years of age or older, who is the wife, husband, brother, sister, son, daughter, mother or father of the active member, shall be a family-active member whether otherwise qualified for active membership by ownership of a Porsche or not.

3.3.3. Associate. Any active member, who ceases to own, co-own, lease or co-lease a Porsche, but continues to pay dues to, and remain in good standing with, the PCA and the Club or any person employed by a Porsche-oriented business, interested in the Club and its objectives having paid Club dues and fees as required shall be an associate member. A person in the associate member's immediate family who has been a family-active member as described in Section 3.3.2 may continue as a family-associate member.

3.3.4. Affiliate. A person, 18 years of age or older, named by an active member at the time of joining or at any renewal of membership in lieu of a family-active member shall be an affiliate member.

3.3.5. Dual. Any member of the PCA and another region thereof who has designated the other region to the PCA as his or her region of membership and pays the associated dues to the Club shall be a dual member of the Club.

3.4. Privileges; Voting. Members in good standing shall be entitled to all the privileges of the Club, except that associate, family-associate, affiliate and dual members, as described in Section 3.3, shall not be entitled to vote. Members entitled to vote may do so either in person or by proxy.

3.5. Meetings.

3.5.1. Place. Meetings of the members shall be held at such place as may be designated by the Executive Board.

3.5.2. Regular Meetings. A regular meeting of the membership shall be held on the last Wednesday of each month, January through October, inclusive, unless otherwise determined by the Executive Board. In lieu of the December meeting, an annual banquet may be held at such time and place as the Executive Board may determine.

3.5.3. Special Meetings. Special meetings of the members may be called at any time by the Executive Board or by members entitled to cast at least 10% of the votes which all members are entitled to cast at the particular meeting.

3.5.4. Notice. Notice of the time and place of every meeting of members and of the general nature of the business to be transacted at each special meeting of members shall be given to each member entitled to vote at the meeting at least ten days before the day named for the meeting or such lesser number of days as the PNCL may allow.

3.5.5. Quorum. The members present at any regular meeting or special meeting called by the Executive Board shall constitute a quorum for the transaction of business at any meeting and, except as provided in the PNCL, the acts of members present entitled to cast at least a majority of the votes which all members present and voting are entitled to cast shall be the acts of the members.

3.6 Manner of Giving Notice. Notices to members, including members of the Executive Board, required to be given under these Bylaws shall be given by first-class mail, postage prepaid, to the postal address or by e-mail to the e-mail address of the member or otherwise in accordance with the PNCL. Notice shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or sent by e-mail for delivery to that person.

ARTICLE IV: OFFICERS

4.1. Positions. The Officers of the Club shall be a President, Vice President, Secretary, Treasurer, Social Chair, Membership Chair, Der Gasser Editor, Autocross Chair and Track Chair. No member may hold more than one office at a time. In addition to the powers and duties set forth in these Bylaws, each Officer shall have such powers and duties as the Executive Board may from time to time determine.

4.2. Membership Status. All Officers shall be active, family-active or affiliate members of the Club. Officers who become associate members during their term of office shall continue to serve out their present term. No Officer shall hold office in any other region of the PCA.

4.3. Election of Officers.

4.3.1. Nominations.

4.3.1.1. The nominating committee shall consist of the President and the three most recent Past-Presidents who are still members.

4.3.1.2. At the August meeting of the members in each year when Officers shall be elected, the nominating committee shall recommend one nominee for each office.

4.3.1.3. Active and family-active members may make nominations from the floor at the September meeting of the members in each year when Officers shall be elected. No second is required. Nominations from active and family-active members may be submitted in writing, to be received by a member of the Executive Board prior to the September meeting of the members in each year when Officers shall be elected.

4.3.1.4. Any member declining a nomination may be re-nominated only through one of the procedures prescribed in these Bylaws. Such re-nomination must occur before the close of nominations.

4.3.1.5. An individual may be nominated for only one office.

4.3.1.6. Nominations shall close at the end of the September meeting of the members in each year when Officers shall be elected.

4.3.2. Notice of Elections. At the close of the September meeting of the members in each year when Officers shall be elected, the upcoming election and the candidates for all offices shall be announced to the members. All members entitled to vote shall be given notice of the election and the candidates prior to the October meeting of the members in each year when Officers shall be elected.

4.3.3. Election Procedures.

4.3.3.1. The Officers shall be elected by the vote of the active and family-active members cast at the October meeting of the members in each year when Officers shall be elected by proxy or by secret ballot in person.

4.3.3.2. The candidate who receives the greatest number of votes cast for the office for which he or she is a candidate shall be declared elected and shall serve for the next two succeeding fiscal years.

4.3.4. Notice of Election Results. Notice of the names of the Officers elected at an October meeting shall be given to the members promptly.

4.4. Vacancy. In the event of a vacancy in the office of President, the Vice President shall assume the office of President. In the event of a vacancy in any office other than President, the Executive Board shall appoint a person to fill such vacancy for the remainder of the term.

4.5. No Compensation. Other than discounts on fees for Club activities as may be approved from time to time by the Executive Board, Officers shall not receive any compensation for their service as Officers.

ARTICLE V: EXECUTIVE BOARD

5.1. Members and Powers. The Officers and the most recent Past-President of the Club who is still a member but is otherwise not a member of the Executive Board shall constitute the voting members of the Executive Board. The business and affairs of the Club shall be managed by the Executive Board. The Executive Board shall be subject to, and shall not take action in conflict with, any action taken by the members.

5.2. Removal. Failure of a member of the Executive Board to perform the duties of his or her office shall be grounds for removal from office. Removal shall require a written motion of removal adopted by two-thirds of the entire Executive Board. All members shall be given notice of the removal. Any Officer removed from office shall thereupon cease to be a member of the Executive Board.

5.3. Special Appointments.

5.3.1. Appointed Officers. The Executive Board may make such special appointments as it deems advisable to the operation of the Club. Each such appointee ("Appointed Officer") shall be a non-voting member of the Executive Board. If the Appointed Officer fails to perform the duties of office, the appointment may be terminated by the Executive Board.

5.3.2. Speed Council. The Track Chair may propose to the Executive Board one or more members to assist in running the DE program. The Track Chair and any such members so proposed and approved by the Executive Board shall constitute the Speed Council. Becoming a Speed Council member shall not make one a member of the Executive Board but members of the Executive Board are also eligible to become Speed Council members. Speed Council members may be removed from the Speed Council by the Track Chair.

5.4. Meetings.

5.4.1. Place. Meetings of the Executive Board shall be held at such place as the Executive Board may from time to time appoint or as may be designated in the notice of the meeting.

5.4.2. Regular Meetings. Unless otherwise determined by the Executive Board, regular meetings of the Executive Board shall be held on the Sunday before the member meeting of each month. Notice of regular meetings need not be given.

5.4.3. Special Meetings. Special meetings of the Executive Board may be called at any time by the President and shall be called on the written request of at least one-third of the members of the Executive Board. Notice of the time and place of each special meeting shall be given to each member of the Executive Board at least two days before the meeting.

5.4.4. Notice. Notice of the time and place of every special meeting of the Executive Board and of the general nature of the business to be transacted shall be given to each member entitled to vote at the meeting.

5.4.5. Quorum. A majority of the members of the Executive Board in office shall constitute a quorum for the transaction of business at any meeting and except as otherwise provided herein the acts of a majority of the Executive Board present at any meeting at which a quorum is present shall be the acts of the Executive Board.

5.5. Action by Written Consent. Any action that may be taken at the meeting of the Executive Board or an authorized committee may be taken by a written consent that sets forth the action and is signed by all members of the Executive Board or authorized committee.

5.6. Vacancies. Vacancies in the Executive Board shall be filled by a majority of the remaining members of the Executive Board though less than a quorum.

5.7. Committees. The Executive Board may, by resolution adopted by a majority of the Executive Board in office, establish one or more committees. Each committee shall consist of one or more members of the Executive Board and such alternate members (also members of the Executive Board) as may be designated by the Executive Board. To the extent provided in such resolution, any such committee shall have and exercise the powers of the Executive Board except as may be limited by the PNCL. Unless otherwise determined by the Executive Board, in the case of absence or disqualification of any member or alternate member or members of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Executive Board to act at the meeting in the place of any such absent or disqualified member.

5.8. Limitation of Liability. No Executive Board member shall be personally liable for monetary damages for any action taken, or any failure to take any action, unless (i) the Executive Board member has breached or failed to perform the duties of his or her office under Section 5712 of the PNCL and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section 5.8 shall not apply to (i) the responsibility or liability of an Executive Board member under any criminal statute or (ii) the liability of an Executive Board member for the payment of taxes pursuant to local, state, or federal law. Any repeal or modification of this Section 5.8 shall be prospective only, and shall not affect, to the detriment of any Executive Board member, any limitation on the personal liability of an Executive Board member existing at the time of such repeal or modification.

5.9. Employees and Other Agents. The Executive Board may appoint from time to time such employees and other agents as it shall deem necessary, each of whom shall hold office at the pleasure of the Executive Board, and shall have such authority and perform such duties and shall receive such reasonable compensation, if any, as the Executive Board may from time to time determine. However, if any Executive Board member is also hired as an employee of the Club, that individual shall have no vote and shall take no part in discussions pertaining to his or her compensation as an employee.

ARTICLE VI: POLICIES

6.1. Conflict of Interest Policy. The Executive Board shall adopt a Conflict of Interest Policy, detailing the duties owed by the Executive Board and employees. The Conflict of Interest Policy shall (i) define conflicts of interest between Executive Board members and employees, on one hand, and the actual or perceived interest of the Club, on the other hand, (ii) describe the procedure for Executive Board members and employees to disclose conflicts of interest to the Executive Board and (iii) provide what actions the Executive Board may take after such disclosure has been made.

6.2. Amendment or Repeal of Conflict of Interest Policy. The Conflict of Interest Policy shall not be amended or repealed except by a two-thirds vote of the entire Executive Board.

6.3. Other Policies. The Executive Board may from time to time adopt a Code of Ethics and Whistleblower Policy, a Document Retention Policy and such other policies as from time to time it determines to be useful to the Club.

ARTICLE VII: INDEMNIFICATION

7.1. Right to Indemnification. The Club shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she is or was an Executive Board member against judgments, fines, amounts paid in settlement, and reasonable expenses (including attorney's fees) reasonably incurred by such person in connection with such proceeding or threat of proceeding. If an Executive Board member is entitled to indemnification in respect of a portion, but not all of the liabilities to which he or she may be subject, the Club shall indemnify only for such portion of the liabilities incurred by reason of the fact that he or she is or was an Executive Board member.

7.2. Advance of Expenses. The Club shall pay expenses (including attorney's fees) incurred in defending any action or proceeding referred to in Section 7.1 in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the Executive Board member to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Club under applicable law.

7.3. Contractual Obligation. The obligations of the Club to indemnify a member or Executive Board member under this Article VII, including the duty to advance expenses, shall be considered a contract between the Club and such Executive Board member, and no modification or repeal of any provision of this Article VII shall affect, to the detriment of the member or Executive Board member, such obligations of the Club in connection with a claim based on any act or failure to act occurring before such modification or repeal.

7.4. Indemnification Not Exclusive: Inuring of Benefit. The indemnification and advancement of expenses provided by this Article VII shall not be deemed exclusive of any other right to which one indemnified may be entitled under any statute, agreement, vote of members or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, legal representatives and estate of any such person. The Executive Board shall have the power to give other indemnification to the extent not prohibited by applicable law.

ARTICLE VIII: ACCOUNTS

8.1. Fiscal Year. The fiscal year of the Club shall begin on the first day of January and end on the thirty-first day of December.

8.2. Books. The Treasurer shall properly maintain the books and records to reflect financial receipts, disbursements, balances, assets and liabilities of the Club. No less often than annually, the Treasurer shall submit the financial statement of the Club to the membership.

8.3. Audit. The Executive Board, at such times and for such periods as it deems appropriate, shall select a certified public accountant or audit committee to perform an audit of the books of the Club.

8.4. Funds. The funds of the Club shall be deposited in one or more banks or other depositories designated by the Executive Board.

8.5. Financial Orders. Checks and other orders for the payment of monies in the name of the Club shall be signed by the President, Treasurer, or such other persons as the Executive Board may designate.

8.6. Contracts. The Executive Board may authorize any member to enter into any contract or to execute or deliver any instrument on behalf of the Club.

ARTICLE IX: AMENDMENT OF BYLAWS

The members entitled to vote shall have the power to adopt, amend and repeal the Club's bylaws. Subject to the PNCL, the bylaws may be adopted, amended and repealed by an affirmative vote of two-thirds of the entire Executive Board.