

# Bylaws of the Porsche Club of America, Diablo Region

As Approved October 25, 2023

## ARTICLE I: NAME

The name of the Club shall be the Porsche Club of America, Diablo Region (Diablo Region)

## ARTICLE II: GENERAL OBJECTIVES

The general objectives of Diablo 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 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 Porsche Club of America (PCA) and the Diablo Region, free of control or undue influence by any outside individual, organization, company, or other entity, no matter how closely aligned to Diablo Region in interest or purpose. In furtherance of this goal, the Porsche Club of America, Diablo Region 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.

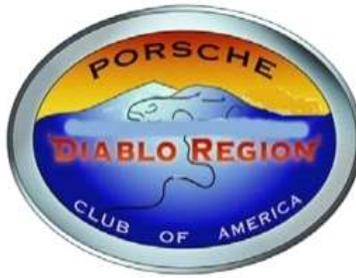
## ARTICLE III: POWERS AND BADGE

### Section 1 – Powers

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

### Section 2 – Badge

The Diablo Region badge shall be of a design approved by the National organization. The current approved design is an oval shape featuring an abstract image of Mount Diablo and includes a stylized silhouette of a Porsche model 911 and a curved road. The inscription reads; Porsche Club of America and Diablo Region centered in the oval.



No substantial alteration to the logo/badge may be adopted by Diablo Region unless approved by a two thirds majority of the votes cast by the voting membership; such vote shall be conducted via a ballot and a 5 percent quorum of the voting membership in ballots must be received if the alteration is to be adopted.

## ARTICLE IV: MEMBERSHIPS, DUES, AND FEES

### Section 1 – Membership

Membership in Diablo Region shall be restricted to owners, co-owners, or lessees, of Porsche vehicles who are 18 years of age or older, and to such other persons interested in Diablo Region and its objectives as provided in Section 2 (B), (C), and (D) of this Article. A Porsche is defined as an automobile body and suspension which is, basically, as manufactured by or designated as a Porsche automobile by Porsche, Porsche AG, or its successor, which is powered by an engine or motor which is, basically, one which was

installed in such bodies by the manufacturer of such automobiles, although not necessarily in the body concerned.

## Section 2 – Classes of Membership

- **ACTIVE** – Any owner, co-owner, or lessee of a Porsche vehicle acceptable to the PCA National organization, who is 18 years of age or older, having paid Club dues and fees as required by the National organization.

**B. FAMILY-ACTIVE** - A Family-Active member is a member of the Active member's family as defined by PCA. 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 Diablo Region and its objectives having paid Club 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 who is a non-family member, 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. An Affiliate member is neither entitled to vote nor hold office within the National organization.

## Section 3 – National and Regional Club Membership

No active, family-active, associate, family-associate, or affiliate member may hold membership in the Diablo Region without at the same time being a member in good standing of the National Club which are each a separate legal entity.

## Section 4 – Membership Application

Applications for Diablo Region membership are made through the National Office, and either Diablo or the National office may reject it.

## Section 5 – Dues

National annual dues for the various classes of membership shall be determined from time to time by the National Board of Directors. National dues shall be collected by the National Club, which shall refund to Diablo Region such part thereof as shall have been set by the National Board of Directors. National 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 Diablo Region members shall be set forth by the National organization who will manage renewal notices. Members who do not renew shall be dropped from membership.

#### Section 7 – Privileges

Members, in good standing shall be entitled to all the privileges of Diablo Region, except that associate members, family-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 Club mailing to the active member. Ballots will be made available by electronic means in accordance with these Bylaws, to active members and family 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 office. The active and family-active members may cast only one vote each in any election or referendum.

#### Section 8 – Suspension

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

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 PCA National 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 PCA at the end of the 45-day appeal window. In the event of an appeal, the National 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 their membership by addressing a letter of resignation to the Secretary of the Diablo Region or to the Executive Director of the National Office. The recipient shall inform the other of the resignation. The member's resignation shall become effective upon receipt and all 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 Office.

#### Section 10 – Transfers

Any member may request transfer out of Diablo Region to another region within the PCA. This request shall be submitted in writing to the National Office.

#### 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.

### ARTICLE V: ELECTED OFFICERS

#### Section 1 – Elected Officers

The elected officers of Diablo Region shall be a President, Vice President, Secretary, and Treasurer. Elected Officers' terms of office shall be two years and shall commence on January 1<sup>st</sup> following their election and end on December 31<sup>st</sup> two years hence. Officer terms shall be limited to two consecutive terms. No officer shall serve in the same office more than two consecutive terms. No officer may continue serving in the office if that officer shall move their residence beyond the geographic borders of Diablo Region (currently Alameda, Contra Costa, and Solano Counties).

Election of officers shall be staggered to maintain continuity. In the initial year of elected office under these amended Bylaws, the Treasurer and Secretary shall serve a one-year term then stand for election for a two-year term. The President and Vice President shall serve an initial two-year term before standing for election.

#### Section 2 – Eligibility

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

Active members and their designated Family Active member may not both be on the Board of Directors.

### ARTICLE VI: ELECTED OFFICERS/ BOARD OF DIRECTORS

#### Section 1 – Elected Officers

The President, the Vice President, the Secretary, and the Treasurer shall constitute the

Elected Officers in which the administration of the Diablo Region shall be vested. It shall be responsible for the proper conduct of the administrative affairs of Diablo Region, the proper functioning of the committees, and shall ensure compliance with these Bylaws. All decisions of the Elected Officers shall be by a majority vote of the Elected Officers then serving, unless otherwise provided in these Bylaws. At any meeting of the Elected Officers three of those officers shall constitute a quorum. Notwithstanding the above, a decision may be made without a meeting if all Elected Officers consent to the decision in writing.

## Section 2 – Board of Directors

The Elected Officers and last Past President continuing to be an active member of Diablo Region shall constitute the Board of Directors of Diablo Region. It shall be the responsibility of the Board of Directors to determine all matters of Club policy. The Board of Directors shall ensure the proper conduct of the governance of Diablo Region and compliance with these Bylaws. All decisions of the Board of Directors at any called meeting of the Board shall be by a majority vote of the Board of Directors then serving, unless otherwise provided in those Bylaws. At any meeting of the Board of Directors, three of those Board members shall constitute a quorum. Notwithstanding the above, a decision may be made without a meeting if all Directors consent to the decision in writing.

## ARTICLE VII: DUTIES OF OFFICERS

### Section 1 – Duties of President

The President shall preside at all meetings of the Elected Officers and the Board of Directors and shall perform the duties usually pertaining to the President's office. The President shall call at least four (4) meetings of the Board of Directors per calendar year. The President may call meetings of the Board of Directors as the President may see fit and shall call such a meeting at the request of any 3 members of the Elected Officers. The President shall cause to be published in Diablo Region's official publication an annual report on the status of Diablo Region, its plans and programs, policy decisions reached by the Board of Directors and other pertinent matters dealing with the affairs of Diablo Region. The President's letter in Diablo Region's official publication shall fulfill this reporting requirement.

The President is a voting member of the National Board of Directors and participates in all National Board of Directors meetings. There are at minimum two National Board of Directors meetings per year which are conducted electronically.

## Section 2 – Duties of Vice President

The Vice President shall assist the President in the conduct of the administrative affairs of Diablo Region 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 incapacitation, death, resignation or disqualification, the Vice President shall assume the duties of President for the remainder of the President's term.

## Section 3 – Duties of Secretary

The Secretary shall attend all meetings of the Elected Officers and the Board of Directors and shall keep full and complete minutes of the proceedings and of all votes cast thereat. The Secretary shall cause to be published in Diablo Region's official publication notices of proposed and adopted amendments of these Bylaws and other matters relating to the proper conduct of Diablo Region. The Secretary shall have custody of or cause to be kept Diablo Region'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 Diablo Region. The Treasurer shall cause all monies of Diablo Region to be deposited to Diablo Region accounts in a bank or banks insured by the Federal Deposit Insurance Corporation. The Treasurer shall have direct control over, and supervision of, all Club assets and of all payments of Club debts and obligations. The Treasurer shall ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of Diablo Region. The Treasurer shall cause to be published in Diablo Region's official publication a full and correct report semiannually on the financial status of Diablo Region. The Treasurer shall also give a full and correct report on the financial status of Diablo Region 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 Diablo Region. All checks or other orders for the payment of monies in the name of Diablo Region shall be signed by the Treasurer or by such other person(s) as designated by the Elected Officers, and who is (are) overseen by the Treasurer. The Treasurer shall submit the Treasurer's book of accounts and records to a certified public accountant, at Club expense, at the close of the fiscal year as directed by the Board of Directors. The Treasurer shall have custody or cause to be kept the financial records of Diablo Region. The Region's books shall be reviewed by the Region's accounting firm annually.

Annually, the Treasurer shall work with Diablo Region's designated CPA firm to ensure

that all applicable State and Federal taxes returns are filed as required.

Annually, the Treasurer shall ensure that all required regulatory filings are current and on file with the California Secretary of State's Office.

#### Section 5 – Duties of the Past President

The Past President shall have the responsibility to serve as a member of the Board of Directors to provide continuity. Duties shall be assigned by the Elected Officers as needed for the improvement and advancement of Diablo Region's objectives.

#### Section 6 – Vacancies / Interim appointments

In the event of the death, disability, resignation, or disqualification of the Vice President, Secretary, 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, disability, resignation, 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 two year term.

The Board of Directors may declare vacant the seat of any Board member who is absent from three (3) meetings of the Board of Directors without reasonable cause or report submission. 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

The Board of Directors may, at its discretion, specify an additional Elected Officer's name other than the Treasurer as signature authority on Diablo Region's accounts.

### ARTICLE VIII: STANDING COMMITTEES and SPECIAL COMMITTEES

#### Section 1 – 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 majority vote of the Board of Directors shall be required for the appointment of the chair and members of the Nominating Committee and for their dismissal or replacement.

Any voting member of Diablo Region may serve as a member or Chair of a Standing

Committee.

The Nominating Committee Chair must NOT be a current member of the Board of Directors.

There may also be other areas where a single individual may serve in an administrative role not requiring a committee structure (e.g.: Membership, Insurance, Technical, Region Historian, Dealer Liaison, Marketing, Charity, etc.)

## Section 2 – Number of Committees

There shall be five (5) standing committees of Diablo Region, as follows:

- Nominating Committee
- Communications (Website, social media, publications)
- DE
- Tours
- Events

## Section 3 – Standing Committee Members

Standing Committee members must be a member in good standing of Diablo Region and may vary in number as required to accomplish the work of each committee. Committee members (other than the Nominating Committee) may be appointed by Standing Committee Chairs. Committee members may be dismissed or replaced by majority consent of the Board of Directors.

## Section 4 – Duties and Responsibilities

Committee Chairs are accountable to the Board of Directors and shall submit an annual written budget of all anticipated expenses and income in connection with their committee's function.

## Section 5 – Special Committees

The Board of Directors may create such other ad hoc committees from time to time as required to execute Diablo Region's special activities, events, or objectives.

## Section 6 – Term`

The Standing Committee Chair and member terms are from January 1st to December 31st of each year. Chair terms will be limited to four (4) terms while member terms will automatically renew each year up to a term limit of eight (8) years. Terms of either Chairs

or Committee members may be extended at the Board's discretion by majority vote of the Board. Terms may also be terminated by a majority vote of the Board of Directors.

## ARTICLE IX: ELECTION OF OFFICERS

### Section 1 – Nominating Committee

The Board of Directors, by unanimous vote, shall appoint a Nominating Committee Chair and a minimum of two (2) other Committee members. The Nominating Chair must be a voting member of Diablo Region. 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 potential officer candidates to serve in the following term. Not later than August 1st 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.

The nominating Committee shall vet all candidates' qualifications including those candidates proposed by the membership at large.

### 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 July 1st of each year.

No member may be nominated or placed on the ballot without their prior consent.

### Section 3 – Notice of Elections

In the official publication for Diablo Region for September of any election year, the Secretary shall cause to be published a notice of election and the names of all nominees for office.

### Section 4 – Ballots

By October 1<sup>st</sup> of any election year, the Secretary shall send by electronic means in accordance with these Bylaws, to all current active members a notice of election and a link accessing the election ballot.

Active and family-active members consistent with Diablo Regions' membership class privileges are entitled to one (1) vote each on any and each issue arising.

The ballot shall contain:

- Names of the nominees
- 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 casting a ballot.

The notice of election shall set a voting deadline no later than October 25<sup>th</sup>.

All ballots must be electronically recorded no later than October 25<sup>th</sup>. Ballots must be cast electronically.

Vote counting shall be completed and reported to the Board of Directors no later than November 15<sup>th</sup>.

#### Section 5 – Tellers

On or after November 1st, 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 active Secretary is on the ballot, the immediate Past President, or another member in good standing with no direct interest in the outcome, shall serve in his/her place.

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 immediate past President) shall flip a coin in the presence of the candidates or members present to determine a winner.

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 6 – Notice of Election Results

The Secretary shall cause to publish within 30 days the results of the election in Diablo Region's official publication, a special electronic communication to the membership and/or on Diablo Region's official website.

#### Section 7 – 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 appointment 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 teleconference or by other electronic means.

#### Section 8 – Recall of Elected Diablo Region Directors

Any Elected Officer may be recalled in the following manner:

- A. Recall proceedings must be initiated by submitting a Recall Petition to the Secretary. Said Recall Petition must state the reason for the recall and be signed by not less than twenty-five (25) Active Members.
- B. Upon receipt of said Recall Petition, the Secretary shall direct the Newsletter Editor print in the ensuing newsletter an article outlining the conditions involved in the Recall. Within seven (7) days after distributing said newsletter, a Recall Ballot shall be electronically distributed to each Active Member. Such ballot shall clearly state the date by which the returned ballot must be postmarked; said date to be fifteen (15) days after the mailing date of the newsletter containing the Recall notice. Not less than twenty (20) days after said postmark date, the Secretary and at least two (2) Active Members appointed by the President shall open, count, and tally all ballots, and certify the results. If the Board President is the subject of the Recall, the Vice President shall appoint the two members.
- C. As soon as the count has been made, the Secretary shall notify the Board of Directors of the results. A Director will be recalled by a two-thirds (2/3) majority of the ballots cast. The results shall be read into the minutes of the next meeting of the Board of Directors and published in the ensuing newsletter.

#### ARTICLE X: FISCAL YEAR

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

#### ARTICLE XI: OBLIGATIONS AND INDEBTEDNESS

##### Section 1 – Authority to Incur Obligations or Indebtedness

Only persons authorized by the Board of Directors to act on behalf of Diablo Region shall incur any obligation or indebtedness in the name of Diablo Region. 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 Diablo Region by reason of any such corporate obligation or liability.

No elected officer, Board member or any other person authorized to act on behalf of Diablo Region shall incur any obligations or indebtedness in the name of Diablo Region in excess of the sum of \$500 USD without prior approval of the Board of Directors, for standing operating expenses (such as that are within the region's approved budget).

#### Section 2 – Unauthorized Obligations

No elected Officer, Board member or any other person authorized to act on behalf of Diablo Region shall incur any obligation or indebtedness in the name of Diablo Region which is not for the general benefit of the entire membership of Diablo Region, nor shall 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 Diablo Region by any elected Officer, Board member or member in contravention of these Bylaws shall be an ultra vires act. The person or persons responsible for such acts shall be personally liable, individually, and collectively, to Diablo Region in an amount equal to the obligations or indebtedness which Diablo Region may be required to pay.

#### Section 4 – Conflict of Interest

No Board Member, Committee Chair, or member serving in an administrative role shall engage in any transaction that could create a conflict of interest with Diablo Region. Board Members, Committee Chairs, or members serving in an administrative role shall disclose any potential conflicts between their personal interests and Diablo Region'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, Special Appointees and individual members of the Board of Directors shall prepare and submit annual budgets to the Treasurer for collective review and approval by the Board of Directors.

The Treasurer shall submit, and the Board of Directors shall internally review quarterly reports on Diablo Region's finances.

The Treasurer shall give a full and correct report on the financial status of Diablo Region at any meeting of the Board of Directors.

The Treasurer shall cause to publish in Diablo Region's official publication a full and correct report annually on the financial status of Diablo Region.

The Treasurer shall submit Diablo Region's financial records for an annual review by the Region's designated CPA firm at the close of the fiscal year, as directed by the Board of Directors.

## ARTICLE XII: Diablo Region Property

### Section 1 – Acquisition of Property

Diablo Region may maintain and acquire such equipment for use in its functions as it deems necessary, upon approval of the Elected Officers.

### Section 2 – Use and Disposal of Property

Such property shall remain the property of Diablo Region and may only be used and properly disposed of with the prior authorization of the Elected Officers.

## ARTICLE XIII: – MEETINGS

### Section 1 –Elected Officers Meetings

Meetings of the Elected Officers may be called at any time, but at least quarterly by the President or by a majority of the Elected Officers members. Each Elected Officer shall be notified of such meeting at least seven (7) days prior to the time set for the meeting.

### Section 2 – 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.

### Section 3 – Club General Membership Meetings

Meetings of the membership shall be at such time and place as designated by the Board of Directors but not less than annually. Due notice of any Club Member Meetings shall be given by publishing it in the official publication, on Diablo Region's website or via other electronic notice that reaches all members that have chosen to receive club communications, at least ten (10) days but not more than ninety (90) days before such meeting.

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 at least five (5) percent of the active

members. Due notice shall be given stating the date, time, place, and purpose of any such meeting at least ten (10) days before such meeting.

A quorum at any special meeting of the members shall consist of five (5) percent of the voting members in good standing, or ten (10) voting members in good standing, whichever is greater.

Voting – At all meetings of the members, each active or family-active- member in good standing shall be entitled to one vote on any matter which may be properly brought before the membership. Such vote may be via voice or by written ballot.

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 XIV – OFFICIAL PUBLICATION

Diablo Region shall publish either electronically or on paper an official publication to announce upcoming events, official notifications, stories about activities, etc.

#### ARTICLE XV: AMENDMENT OF BYLAWS

##### Section 1 – Review

Bylaws will be reviewed for compliance with State and PCA and Diablo Region requirements annually by the Board of Directors in January.

##### Section 2 – Amendment of Bylaws

Proposed amendments to these Bylaws may be considered upon either recommendation by the Board of Directors or by written petition signed by at least 5% of active or family-active members in good standing or 60 members, whichever is greater. The Secretary shall prepare the suggested amendment(s) in such a manner as appropriate for incorporation in these Bylaws and shall review these proposed amendments with the Board and the National PCA organization for compliance with PCA National, IRS requirements and State Law.

##### Section 3 – Approval of Proposed Amendments

The Secretary shall cause the proposed amendment(s) to be printed in the official publication of Diablo Region, by special electronic communication or on Diablo Region's website 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 electronic ballot. Ballots will include space for providing the signature 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 XV 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 membership. A 5-percent quorum of the voting membership in ballots must be received if the amendment is to be passed. The 10% quorum threshold shall be based upon the National organization's membership records reported in the month immediately preceding the election. Members shall vote electronically as prescribed in the ballot instructions subject to submission deadlines and directions communicated in the official publication of Diablo Region, special electronic communication to the membership or on Diablo Region's website at the time of publication of the proposed amendment(s).

#### Section 5 – Tellers

The Secretary and two voting members appointed by the President shall open, count, and tally all ballots, and certify the results.

#### Section 6 – Notice of Vote or Referendum Results

The Referendum results shall be read into the minutes of the next Board meeting following the referendum and published in the next issue of the official publication of Diablo Region, sent to the membership in special electronic communication or published on Diablo Region's website within seven (7) days of the referendum.