THE BYLAWS OF THE HILL COUNTRY REGION PORSCHE CLUB OF AMERICA

Approved by the Membership XX December 2020

ARTICLE I: NAME and PRINCIPAL OFFICE

Section 1. Name:
The name of this club shall be Hill Country Region, Porsche Club of America. The entity hereinafter and elsewhere may also be referred to as the "Club", the "Region", "Hill Country Region" or simply "HCR". The Porsche Club of America, Inc. hereinafter and elsewhere may also be referred to as "PCA" or the "National Club".

Section 2. Principal Office:
The principal office of the Hill Country Region shall be at the office of the President of the region or, at the President's option, the office of the firm then handling the Region's accounting, corporate, and tax affairs.

ARTICLE II: OBJECTIVES OF THE REGION

The Mission and Objectives of the Hill Country Region are the same as those of PCA, to which its members are joined and mutually pledged to 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, being a member of the Porsche Club of America, Inc., 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 Porsche AG; Porsche Cars, North America (PCNA); Porsche dealers and other parts and 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 PCA Regions throughout the U.S. and Canada in such cooperation as may be desirable.

f. The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.

g. The preservation of the independence of the Porsche Club of America and the Hill Country Region, free of control or undue influence by any outside

individual, organization, company or any other entity, no matter how closely aligned with the National Club or the Region in interest or purpose.

ARTICLE III: BADGE, POLICY AND POWERS

Section 1. Badge:
The Badge, or "Logo" of the Hill Country Region shall be specified by the Board of Directors and shall be posted in the Region's official publication(s) and/or its website.

Section 2. Policy:

a. The Region shall be non-commercial, non-sectarian, and politically non-partisan.
b. The name of the Region or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the Objectives of the Region.

c. The Region shall not directly or indirectly participate or intervene in any way, including the publishing or distributing of statements, in any political campaign on behalf of, or in opposition to, any candidate for public office or devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise.

Section 3. Powers:
The Region shall be empowered to do all things and conduct all business, not-for-profit, necessary to carry out the objectives of the Region as set forth in the Articles of Incorporation, issued under the laws of the State of Texas, and these Bylaws.

ARTICLES IV: MEMBERSHIP

Section 1. Membership:

a. Membership in the Region shall be restricted to owners, co-owners, or lessees of Porsche cars who are 18 years of age or older and to such other persons interested in the Region and its objectives as provided in Section 2 following.

Section 2. Classes of Membership:

a. ACTIVE – Any owner, lessee, or co-owner of a Porsche who is 18 years of age or older in good standing and having paid Club dues or other fees as required.
b. FAMILY ACTIVE - Any individual requested by an active member as his/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 Region and its objectives having paid PCA dues and fees as required. And associate member may appoint one affiliate member as defined above for an active member.

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.

e. DUAL: Any member of any other region of the Porsche Club of America, Inc. who elects to also be a member of the Hill Country Region, by paying a dual membership fee annually to HCR. Dual members will be treated as any other Associate member and have all associated rights and privileges. Any dues or fees for dual membership will be determined and levied by the Executive Council of HCR.

Section 3. Regional and National Club Membership
All HCR Members must be members in good standing of PCA, the National Club

Section 4. Membership Application:
Membership applications may be made either through the National PCA Office, or directly to HCR. Applications must be submitted with the required dues payment and may be rejected by either PCA or HCR.

Section 5. Dues:
Dues shall be set by the National Club. Annual membership dues shall be due and payable at the end of the month in which the member joined or in which the member last renewed. The HCR Board of Directors will determine what, if any, dues will be payable for a dual membership.

Section 6. Privileges:
Active, Family Active, Affiliate and Associate members, in good standing shall be entitled to all the privileges of the Region, except that Affiliate and Associate members shall not be entitled to vote in National elections or hold elective National office. Only Active and Family Active members, in good standing, shall be eligible to be nominated for and hold Region elective office. Family Active and Affiliate members may also hold appointed positions on the HCR Board of Directors, as Event Coordinators and are entitled to vote in Region elections. Ballots, whether electronic or paper, will be mailed to active members only. A member may cast only one vote in any election or referendum. Family Active and Affiliate members shall not be entitled to receive Horizons, the HCR newsletter.

Section 7. Suspension:
Any member may be suspended by a two-thirds vote of the either the Board of Directors of the National Club or by the Board of Directors of the Hill Country Region in accordance with their Bylaws for infractions of National or Regional rules or regulations or for action inimical to the general objectives or best interests of the National or Regional Club.

The suspended member shall be afforded reasonable opportunity to appeal, in person or through a representative, by submitting a written appeal to the Executive Director of PCA. The PCA Executive Council will review the appeal and submit the appeal to the PCA Board of Directors. The PCA Board of Directors may thereafter continue the suspension for an indefinite time, terminate the suspension, or propose to 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 8. Non-Payment of Dues:
Members will be automatically dropped by PCA National from the National membership rolls for non-payment of National dues. If the Region has established Regional dues, a member may be prohibited from attending Region events for nonpayment of Region dues. Any member so prohibited from attending Region events, may appeal to the HCR Executive Council and, upon payment of such penalty as is determined by the HCR Executive Council, may be allowed to attend Region events.

Section 9. Resignations:
Any member may resign by addressing a letter of resignation to any member of the HCR Executive Council or to the Executive Director of PCA. The recipient shall inform the other of the resignation. The member's resignation shall become effective upon receipt and all region privileges shall terminate as of that date.

Section 10. Transfers:
Any member may request for transfer out of Hill Country Region to another Region within PCA by submitting a request in writing to PCA National Office.

Section 11. Termination:
An active member may terminate or change the membership status of a family active or an affiliate member by written notification to the Executive Director of PCA

ARTICLE V: OBLIGATIONS AND INDEBTEDNESS

Section 1. Authority to Incur Obligations or Indebtedness:
Only elected Officers or persons authorized by the HCR Executive Council to act on behalf of the Region shall incur any obligation or indebtedness in the name of the Region. The President has unilateral authority to expend monies Not To Exceed $500.00 without additional approval. Expenditures from $500.00 to $5,000.00 requires approval by a majority of the Executive Council. Any expenditure of more than $5,000.00 requires approval by a two thirds majority of the HCR Board of Directors.

All obligations or indebtedness are incurred solely as corporate obligations. No personal liability whatever shall attach to such corporate obligation or liability.

Section 2. Personal Liability for Unauthorized Obligation:
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 acts shall be personally liable, individually, and collectively, to the Region in an amount equal to the obligations of indebtedness, which the Region may be required to pay.

Section 3. Fiscal Year:
The Region Fiscal Year shall be from January 1 – December 31.

ARTICLE VI: CLUB MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting:
The Annual Membership Meeting of the Club shall be held in January or February at a time and place determined by the Executive Council. Notice of the time and place of the annual meeting shall be announced to the membership at least thirty days prior to 5 the meeting date in the Region publication and/or electronically via email or the Region website or both.

Section 2. Special Membership Meetings:
The President may call a special meeting at any time. The HCR membership may call for a special meeting as well. Following the receipt of a petition for such special meeting signed by twenty-five Active members in good standing, the President will convene a Special meeting as soon as it can be reasonably arranged, and notice provided (in the Region publication and/or electronically via email or the Region website or both) to the membership.

ARTICLE VII: OFFICERS AND THEIR DUTIES

Section 1. Officers:
The elected officers of the Region shall be the President, Vice President, Treasurer and Secretary. The Past President is an officer of the Region but is not elected.

It is the intent of these Bylaws that the terms of office for the President and Vice President shall be two years. The President and the Vice President may not serve consecutive terms. The two-year term shall run from January 1 of the first year through December 31 of the following year.

The only exception to the one term (two-year) limitation will be in the case of exigent circumstances. The HCR Executive Council and Board of Directors will be responsible for determining if exigent circumstances exist, would have to approve the exigent circumstances, and then extend a recommendation to the incumbent to serve a second two-year term. Webster's Dictionary defines exigent as "requiring immediate need or action; and requiring or calling for much. Websters provides synonyms for exigent as acute, compelling, critical, dire, imperative, pressing, and urgent.

The additional two-year term would then be submitted to the membership for approval by a majority of the members responding. If the second term is approved by the membership, the President or Vice President may opt to not serve the entire two-year extension. If that occurs, then the vacant position is filled based on the provisions of Section 3 below. Under no circumstances could the President or Vice President serve more than two consecutive terms (four years).

The terms of office for the Secretary and Treasurer shall be two years. The two-year term shall run from January 1 of the first year through December 31 of the following year. The Treasurer and Secretary may serve additional terms subject to a recommendation from the Nominating Committee. The additional two-year term would then be submitted to the membership for approval by a majority of the members responding.

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

No elected officer may continue as an elected officer of the Region if that officer shall move the officer's residence beyond the territory of the Hill Country Region.

Section 2. Duties of Officers:

a. The President is a voting member of the PCA National Board of Directors and participates in all National Board of Directors meetings. The President shall preside at all meetings of the Region's Executive Council, Board of Directors, and any Special meetings. The President shall report the actions of the Executive Council to the Board of Directors and the Region membership. The President shall supervise and coordinate the duties of the other officers. The President shall be the chief spokesman for the Region in all dealing with the PCA and the public. The President, with the majority concurrence of the Executive Council, may appoint ad hoc committees and ad hoc committee chairs as the need arises.

b. The Vice President shall assist the President in the performance of the latter's duties and shall act in place of the President in the event of the President's absence, disability, or disqualification. The Vice President shall also have oversight of and work closely with the Membership Chair and the Volunteer Coordinator, in finding qualified individuals to fill any open Board of Director, Event Coordinator or Ad Hoc Committee Chair positions that occur throughout the year.

c. The Secretary shall keep full and complete minutes of all membership meetings of the Region, meetings of the Board of Directors and records of all votes taken. The Secretary, or his/her designate, shall be responsible for notice to the 6 membership of all regular and special meetings and proposed or adopted bylaws. The Secretary in conjunction with the Region Historian shall be responsible for maintaining an archive of all past minutes of the Region, the Region's National Charter, and all non-financial Region records.

d. The Treasurer shall have custody of all monies, debts, obligations, and assets of the Region. The Treasurer is authorized to make disbursements for obligations properly incurred by the Region. The President or Vice President must co-sign any check more than $10,000.00. The Treasurer shall keep the Region's books of account on a calendar year beginning with January 1. The Treasurer shall give a financial report at each Membership, Board of Directors, or Executive Board meeting of the Region. The Executive Board shall cause the books of the Region to be audited or reviewed by an independent party annually. The Treasurer shall make all required state and federal information, tax and other filings and shall cause the Region to pay all required taxes, fees, and other assessments.

e. The Past President is a non-elected officer who shall serve as a member of the Executive Council and Board of Directors to provide continuity. Duties shall be assigned by the Executive Council and Board of Directors as needed

for the improvement and advancement of the Region and National Club objectives.

Section 3. Vacancies:
If any elected office, except that of the President, is vacated, the President, with the unanimous consent of the HCR Executive Council, shall promptly appoint an Active member to complete the term of office.

If the office of President is vacated, the Vice President automatically assumes the position of President.

If the office of Past President is vacated, then the next most immediate HCR Past President available assumes the position of Past President. If no HCR Past President is available, the Region may consider an Active HCR member who recently served as President for another Region.

ARTICLE VIII: ELECTIONS

Section 1. Nominating Committee:
The HCR Executive Council will select a Nominating Committee when appropriate to begin the election process but no later than September 15. The Nominating Committee will consist of three members, one of which will be a member of the Board of Directors and will serve as the Committee Chair.

The Nominating Committee will propose a slate consisting of at least one officer for each position. This slate may be supplemented by names proposed in writing for any elected position by five or more Active, Family Active and/or Affiliate members if received by any member of the Nominating Committee by October 30.

Each candidate for elected office, including those proposed in writing, must be in good standing with HCR and PCA at the time of consideration and must have served at least one term as an elected officer, Standing Committee Chair or Event Coordinator for HCR. The Nominating Committee may also consider a member recently 7 transferred to HCR from another Region who served on the Executive Council of the Region from which he/her transferred within the past two years.

The Nominating Committee is expected to use due diligence in reviewing all candidates for elected office to ensure the candidates have the requisite qualifications, skills, experience and time; and are fully aware of the responsibilities of the position for which they are a candidate.

Nominations for elected officers shall be closed October 30. No member may be placed on a ballot without his/her express consent.

It is the intent of these bylaws that the Vice President of the Region should become the next President. This facilitates a seamless Leadership transition. The Nominating Committee, in performing their due diligence to recommend a slate of elected officers should consider recommending the Vice President to succeed the outgoing President if the Vice President, in the opinion of the Nominating Committee, is qualified for this position. The Nominating Committee is under no obligation to

recommend the Vice President succeed the President. Should the Vice President be recommended for the position of President, he/she is further subject to election by the membership.

Section 2. Notice of Election
The Region shall announce to the membership no later than September 15 of an election year, that it will conduct an election by electronic voting November 15 – November 30. If electronic means are not available, voting shall occur by paper ballot before November 30. The President may call for an election either at an HCR Board of Directors meeting or a Special Meeting for the express purpose of non-electronic voting, however this vote must be taken during the election period noted above.

Section 3. Ballots
Voting shall occur from November 15 through November 30. A ballot will be sent electronically to each eligible HCR member. Should electronic ballot not be available, the Secretary will cause paper ballots to be mailed in accordance with these bylaws to eligible voters. Voting members of the Region may cast one electronic vote prior to 11:59 PM on November 30. An electronic vote may be revoked by the member at any time prior to 11:59 PM November 30 by giving notice to the Region Secretary. Electronic voting shall be by software approved by the Board of Directors which maintains the integrity and confidentiality of the member.

The ballot shall include:

- Names of the nominees
- Instructions to vote for only one candidate
- Space for voting for the Active member, Family Active member, or Affiliate member Space for a write in vote
- Space for the name, membership number and email address for each voting member
- A statement noting the calendar date deadline for the receipt of the ballot

Section 4. Elections:
The President, Vice President, Secretary and Treasurer of the Region shall be elected based on the greatest number of votes for each position cast by the Active, Family Active and Affiliate members of the Region voting in the election.

Section 5. Tabulation of votes/Election Results
The Secretary and one member in good standing who is not running for office shall verify that all ballots meet standards for eligibility; and will count and tally all the ballots as soon as practical. If the current Secretary is on the ballot, the Past President will 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 the late ballots are counted, the Secretary or the Past President will flip a coin in the presence of the candidates to determine the winner.

Section 6. Protests

Any protests shall be submitted in writing to the HCR Board of Directors within 15 days of the results of the election. The Board of Directors then has 15 days to hear objections and determine a resolution. The Executive Council decision will be final.

Section 7: Summary of the Election Calendar:

a. On or Before September 15 – The Executive Council shall appoint a Nominating Committee of three members that includes one member of the Board of Directors. The Board of Directors member shall be the Chairperson, or in their absence, a member appointed by the President. The Nominating Committee will be appointed far enough in advance of September 15 to allow ample time for them to complete the process of selecting a slate to present to the membership.

b. September 15 - The President notifies the membership of the intent to conduct electronic voting.

c. October 15 – Nominating Committee reports its slate to the Board of Directors.

d. October 30 – Nominations are closed, and the final list of candidates is provided electronically to the membership by the President.

e. November 15 through November 30. Voting is open. Voting will be preferably by electronic means however provision will be made to provide paper ballots by electronic means to those who don't wish to vote electronically. Regardless of process, secret balloting shall be protected. Any runoffs will be conducted within a week of the election.

f. December – Votes are tabulated, and results announced.

g. January - New officers shall assume their new responsibilities on January 1 and will be introduced to the membership at the Annual Meeting held in late January or early February.

Section 8. Removal of Officers:

An elected officer may be removed from office if he/she is unable or unwilling to perform the duties of their office as defined in these Region Bylaws. Under such circumstances, the preferable solution is negotiations within the Executive Council 9 and the Board of Directors that lead to the resignation of the officer in question. Should such negotiations fail, the affirmative vote of two-thirds the Board of Directors shall be required for removal. The President, with majority concurrence of the Executive Council will then appoint an Active Member, Family Active Member of Affiliate to the position to serve the remainder of the removed officer's term.

ARTICLE VIII: EXECUTIVE COUNCIL

Section 1. Membership:

The Executive Council shall consist of the elected Officers of the Region and the most immediate Past-President.

Section 2. Meetings:

The Executive Council will meet monthly to conduct Region business. The meetings can be held by telephone conference call (via a group call or via an individual calling into the meeting) and can be held more frequently if so, deemed necessary by the President. In addition, as part of the Board of Directors, the Executive Council will participate in a monthly or quarterly operating review meeting, held to review the activities of the various Region programs.

Section 3. Quorum:
A majority of the five members of the Executive Council 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 Council present at any meeting at which a quorum is present shall be the acts of the Executive Council.

If for some reason, the Executive Council consists of only four members (such as waiting for the selection of the fifth member), a quorum will consist of three of the four members.

Section 4. Duties:
The President is the Chair of the Executive Council. Matters of Region policy will be established by the Executive Council by majority vote. The Executive Council has final responsibility for the supervision and successful operation of the Region activities. The Executive Council approves the annual budget of the Region. Upon the recommendations of the appointed Standing Committee Chairs and Event Coordinators, the Executive Council approves budgets for their events.

ARTICLE IX: BOARD OF DIRECTORS

Section 1. Membership:
The Board of Directors shall be comprised of the members of the Executive Council and the appointed Chairs of the nine Standing Committees.

Section 2. Meetings:
The Board of Directors shall meet at least quarterly, or more frequently at the discretion of the Executive Council, on a schedule published in the Region publication and/or electronically via email or the Region's website or both. If necessary, and if conditions permit, Board Members may attend the meeting via telephone conference call. Meeting location and circumstances will determine the availability of conference call attendance. Region members are invited to attend the scheduled meetings of the Board of Directors. The President may call special meetings of the Board of Directors when unusual circumstances require it.

Section 3. Quorum:
A majority of the members of the Board of Directors 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 Board of Directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 4. Duties:
The Board of Directors serves as a forum for the Elected Officers, Standing Committee Chairs and Event Coordinators to share information about plans and activities in their respective domains, make necessary reports, present suggestions, discuss Region policy and generally work together for the good of the Region.

ARTICLE X: STANDING COMMITTEES, STANDING COMMITTEE CHAIRS, EVENT COORDINATORS AND AD HOC COMMITTEES

Section 1. Standing Committees:
The following Standing Committees are authorized under these bylaws

1. Information Technology
2. Driving
3. Historian
4. Membership
5. Newsletter
6. Social
7. Safety
8. Track

Section 2. Standing Committee Chairs:
Each Standing Committee will have a Chair who will represent that Standing Committee as a voting member on the Board of Directors. The Standing Committee Chair is responsible for the activities of his/her Standing Committee.

The Executive Council may group other HCR functional activities under a Standing Committee to facilitate communication and coordination between those functional activities and the Board of Directors and the Executive Council. The Standing Committee Chair is expected to facilitate this communication and coordination but does not manage or lead these functional activities.

Standing Committee Chairs will be appointed by a majority vote of the Executive Council. The same person may not serve as a Chair for more than one Standing Committee. Members of the Executive Council may not serve as Standing Committee Chairs. Standing Committee Chairs are recruited from among the Active, Family Active and Affiliate Members of the Region with preference to those members that have previously served as Event Coordinators or Ad Hoc Committee Chairs.

From time to time, it may be necessary to update the number and/or makeup of the Standing Committee Chairs. The Executive Council may make changes to the Standing Committee Chairs (except as to removal) as necessary by a majority vote.

Section 3. Voting:
Each Standing Committee Chair shall have only one vote on the Board of Directors. If the Standing Committee Chair has an Assistant, that so designated Assistant may vote as a BOD member in that Standing Committee Chair's absence.

Section 4. Event Coordinators:
Event Coordinators are assigned responsibility for a specific event and maintain a leadership and management role in the coordination of their respective event. This

includes scheduling, budget preparation and delivery of the event. Event Coordinators are appointed by a majority vote of the Executive Council from Active, Family Active and Affiliate members in good standing within the Region. Standing Committee Chairs may serve as Event Coordinators subject to majority approval of the Executive Council.

While Event Coordinators are not official members of the Board of Directors and do not have a vote on Board, they are essential to ensuring Region events are delivered efficiently and in the best interests of the membership. Standing Committee Chairs do not "manage" Event Coordinators therefore Event Coordinators are expected to provide input to the Board of Directors and the Executive Council regarding their events and are expected to attend Board of Directors meetings.

Section 5. Duties and Responsibilities
Written descriptions of the duties and responsibilities of the above Standing Committee Chairs and Event Coordinators shall be maintained and approved annually by the Executive Council. The duties and responsibilities shall be updated, as necessary.

Section 6. Ad Hoc Committees:
The Executive Council may create such other committees or special appointments from time to time, to exist at its pleasure as it may see fit. The President, with the advice and majority consent of the Executive Council, shall make any special appointments; and appoint the chairs of the ad hoc committee and any other special committee and their members. These appointments shall be recruited from among the Active, Family Active and Affiliate Members of the Region with preference to those members that have previously served as Event Coordinators.

Section 7. Removal of Standing Committee Chairs, Event Coordinators, Ad Hoc Committee Chairs/Members and Special Appointments:
Standing Committee Chairs, Event Coordinators, Ad Hoc Committee Chairs/members, and Special Appointments serve at the convenience of the Executive Council and may be removed by a majority vote of the Executive Council.

Standing Committee Chairs are expected to attend all Board of Directors meetings unless there is a good reason for not attending. Any Standing Committee Chair who misses three consecutive Board of Directors meetings may be considered for dismissal from his/her Chair position by a majority vote of the Executive Council.

ARTICLE XI: INDEMNIFICATION

Section 1. Right to Indemnification:
The Region 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 Council 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 Council 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 Region shall indemnify only for such portion of the liabilities incurred by reason of the fact that he or she is or was an Executive Council member.

Section 2. Advance of Expenses:
The Region shall pay expenses (including attorney's fees) incurred in defending any action or proceeding referred to in Section 1 in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the Executive Council member to repay the amount if it is ultimately determined that he or she is not entitled to be indemnified by the Region under applicable law.

Section 3. Contractual Obligation:
The obligations of the Region to indemnify a member or Executive Council member under this Article, including the duty to advance expenses, shall be considered a contract between the Region and such Executive Council member, and no modification or repeal of any provision of this Article XII shall affect, to the detriment of the member or Executive Council member, such obligations of the Region in connection with a claim based on any act or failure to act occurring before such modification or repeal.

Section 4. Indemnification Not Exclusive; Inuring of Benefit:
The indemnification and advancement of expenses provided by this Article XII 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 XII: AMENDMENTS OR REVISIONS

Section 1. Review
The Executive Council shall cause the Bylaws to be reviewed every three years to determine if updates and/or revisions are required to keep the Bylaws current with best practices.

Section 2. Initiation
If the Executive Council determines the Bylaws require revisions or updating, they will draft those revisions for review. (See Section 3).

Any Active, Family Active or Affiliate member of the Region in good standing may also propose an amendment or revision to these Bylaws. A proposed amendment or revision to these Bylaws must be submitted, in writing, to the Executive Council. The proposal must include a statement by author identifying the need for the amendment or revision and signatures of at least ten (10) Active, Family Active and/or Affiliate members in good standing.

Section 3. Review by Executive Council and Board of Directors:
The proposed amendment or revision will be first reviewed by the Executive Council. The Executive Council may refer the request back to the author for questions or

clarifications. After review, the Executive Council will submit the proposed amendment or revision to the Board of Directors for review. The Board of Directors may also refer the proposal back to the author for questions or clarification.

Section 4. Review by the Membership:
Upon review by the Executive Council and the Board of Directors, the HCR Secretary shall furnish all members of the Region with a copy of the proposed amendment or revision by publishing it in the next issue of the Region publication and/or electronically via email and/or the Region's website. The Region membership will be allocated at 15 days to review and comment on the proposed amendment or revision. The HCR Secretary will clearly identify the 15-day review period. Any comments, suggestions or revisions must be provided to Secretary in writing within the 15-day period. Comments submitted after the 15-day review period will not be accepted.

Section 5. Voting
The President will call for a vote by the membership of the proposed amendment or revision. All Active, Family Active and Affiliate members may vote. Voting shall occur preferably by electronic means no later than 15 days after the 15-day membership review period is over. If the vote is by electronic means, the Membership will be allowed 15 days to cast their vote. Should electronic ballot not be available, the Secretary will cause paper ballots to be mailed in accordance with these bylaws to eligible voters. Voting members of the Region may cast one electronic vote prior to 11:59 PM on the 15th day of the voting period. An electronic vote may be revoked by the member at any time prior to 11:59 PM on the 15th day of the voting period by giving notice to the Region Secretary. Electronic voting shall be by software approved by the Board of Directors which maintains the integrity and confidentiality of the member.

The Secretary and one member in good standing who is not the author or a signatory on the proposed amendment or revision shall count and tally all the ballots as soon as practical. If the Active Secretary is either the author or a signatory on the proposed amendment or revision, the President, with the majority concurrence of the Executive Council, shall appoint a substitute.

Ballots received after the deadline shall not be counted.

Section 6. Adoption:
The proposed amendment or revision shall become effective as soon as it is accepted by a two-thirds vote of the members voting.

Section 7 – Notice of Vote or Amendment/Revision Results
The Secretary shall cause to be published the result of any vote on a proposed amendment or revision in the Region publication and/or on the Region's website and/or electronically via email.