

Riesentöter Region, Porsche Club of America, Inc.
(a Pennsylvania Nonprofit Corporation)

Minutes of a Meeting of the Executive Board
Held
7 February 2009

A meeting of the Executive Board of Riesentöter Region, Porsche Club of America, Inc. was held on Saturday, February 7, 2009, at 5:00 PM EST at the home of John Heckman. The voting members present when the meeting started were Graham Knight, Chris Karras, Steve Mankowski, Robin Zelinskie, Maureen Sangiorgio, Steve McMorn and Brian Minkin, constituting a quorum. Joe Asher and Marty Kocse arrived at about 5:30 PM EST. The voting members absent were Myles Diamond, Larry Herman, Francine Knochenhauer and Peter Majka. Also present for all or part of the meeting were the following Appointed Officer members: Paul Walsack, Steve Meenan, Mike Thomas, Katherine Weber and John Heckman.

Graham Knight called the meeting to order and welcomed the members. He also noted that the sequence of Board meetings would be business first and then cocktails and dinner.

Steve Mankowski moved the adoption of the minutes of the Board Meeting held January 10, 2009, which had been distributed to the Board in advance of the meeting. Graham Knight seconded the motion and it carried unanimously. (Knight, Karras, Mankowski, Zelinskie, Sangiorgio, McMorn and Minkin in favor; no one opposed; no one abstained)

Chris Karras suggested that the minutes of the Board meetings be posted on the Riesentöter web site after the Board approves them. The Board discussed the goal of making Board deliberations and decisions known to the members and also the concern that matters could come before the Board in the future that would require discretion and some element of confidentiality. Noting that the Board will continue to have the opportunity to review the draft minutes in advance of the next meeting and that they would not be published until approved by a vote of the Board at a meeting, Chris moved that the minutes be posted on the web site promptly after their approval by the Board. Graham Knight seconded the motion and it carried unanimously. (Knight, Karras, Mankowski, Zelinskie, Sangiorgio, McMorn and Minkin in favor; no one opposed; no one abstained)

Joe Asher, Marty Kocse, Steve Meenan and Katherine Weber then joined the meeting.

Robin Zelinskie reviewed the banquet held in January, 2009, which 83 members and their guests attended. In previous years the attendance at the annual banquet was about 120. Robin then described her preliminary planning for the next annual banquet. She recommended holding the banquet on Saturday, December 5, 2009, at the Crowne Plaza Valley Forge Hotel in King of Prussia, PA. In view of the uncertain economy, Robin had sought a venue that would require a small deposit

and that could host the Club at several different price points. The Crowne Plaza offers a buffet dinner at \$36/person, an additional entrée at \$3/person more and hors d'oeuvres at \$24/person more. Robin noted that the Crowne Plaza could be reserved for that date with a non-refundable deposit of \$500 and that the menu and other details could be determined in late November, after the Club's financial position for 2009 was known. The Crowne Plaza does require minimum revenue of \$5,000.

Graham Knight requested that the Board consider the goals of the annual banquet, including how many members it has attracted and the cost to the Club. There ensued a wide-ranging discussion of alternative venues, formats, goals and cost of the Club's social activities, including the annual banquet and picnic. The Board supported moving the date of the dinner back to December, and, in an effort to have it attract more members, making it less formal and less focused on awards for the track program.

Following substantial discussion, Joe Asher moved that the Board authorize and direct Robin to (i) reserve the Crowne Plaza (by having the Club make a \$500 deposit) for a dinner to be held on Saturday, December 5, 2009, (ii) develop a plan intended to attract at least 125 members and their guests to the dinner at a targeted price to the members of \$35/person and a subsidy cost to the Club of not more than \$5,000 total and 100% of the price per person (the targeted total cost not to exceed \$70/person, half paid by the member and half by the Club) and (iii) conduct an on-line survey of the membership to solicit additional thoughts for planning the picnic, dinner and other social activities in 2009. Graham Knight seconded the motion and it carried unanimously. (Knight, Asher, Karras, Mankowski, Zelinskie, Kocse, Sangiorgio, McMorn and Minkin in favor; no one opposed; no one abstained) The Board thanked Robin for her substantial efforts in considering many alternatives for the dinner and planning it with great sensitivity to the uncertain economy and the Club's finances.

Robin Zelinskie then left the meeting.

Maureen Sangiorgio reviewed a number of alternatives to the current publication of Der Gasser ten times each year and its mailing to the members by pre-sorted first class mail. Maureen noted that the cost of printing and mailing could be substantially reduced without any decrease in the editorial content if the publication frequency was reduced to six times each year. Chris Karras noted that it appeared that changing from pre-sorted first class mail with an estimated delivery time of 1-3 days to nonprofit standard mail with an estimated delivery time of 7-10 days could save more than 75% of the postage costs. Steve Mankowski noted that the Club's budget for 2009 assumed publication of six issues of Der Gasser and that the cost of printing and mailing one page of Der Gasser exceeded the per page advertising revenues at current rates.

Following discussion of the importance of Der Gasser for informing the members of Club activities and encouraging participation in Club activities, Marty Kocse moved that Der Gasser be published six times each year (in January, March, May, July, September and November), the Club apply for permission to use the nonprofit standard postage rate for mailing Der Gasser, the page count per issue not exceed 32 pages without further Board authorization and the current annual advertising rates remain in place for the rest of 2009. Maureen Sangiorgio seconded the motion and

it carried unanimously. (Knight, Asher, Karras, Mankowski, Kocse, Sangiorgio, McMorn and Minkin in favor; no one opposed; no one abstained) Brian Minkin volunteered to handle the application process for authorization to use the nonprofit standard postage rate.

Steve McMorn reported on the plans for the Planes and Porsches charity fund raiser and autocross. A conflict with another event at the venue requires that the date of the Club's event be changed. Steve also requested that announcement of the event be noted on the cover of Der Gasser. Maureen Sangiorgio described the artistic requirements for the cover photo and text, and Steve and Maureen agreed to cooperate in producing an attractive, artistic cover photo and tasteful notation of the Planes and Porsches event.

Maureen Sangiorgio had previously circulated to the Board a proposed "zero-tolerance" policy on harassment. Chris Karras described the PCA Code of Ethics, which had previously been circulated to the Board, and which says, in part, "An ethical system is based on the mutual benefit of the involved parties; the corollary of this is that we treat neither fellow members nor non-members in a way that is demeaning, embarrassing, derogatory, or otherwise inappropriate." Chris also noted that the Club's Bylaws provide an enforcement mechanism for this provision. Graham Knight confirmed with Maureen that there had not been further rude comments since his dinner meeting with her on this topic several months ago.

Maureen Sangiorgio moved that the Club's Bylaws be amended to include the following provisions:

"The Riesentoter Region of the Porsche Club of America embraces the values that proclaim the dignity and rights of all members. As of [date TK], the Riesentoter Region has adopted a zero-tolerance policy regarding all forms of offensive behavior, including but not limited to: sexual harassment, uncivil, rude, abusive, malicious, and/or coarse language generated by members via verbal communication, emails, letters, Forum postings, and behavior at meetings and Club activities in general. Sexual harassment is defined as sexual advances, requests for sexual favors, lewd comments, sexual innuendo and jokes, suggestive remarks, pictures, cartoons, or sexually derogatory comments that serve to create a hostile, inhospitable, and otherwise intolerable Club environment. It is no defense that the alleged perpetrator did not intend the conduct to be harassing or suggestive. The conduct or the event is to be evaluated from the perspective of the victim."

"Misconduct will be dealt with swiftly and appropriately. In the event that any member of the Riesentoter Region of the Porsche Club of America is the victim of abuse, harassment, sexual harassment, or otherwise offensive behavior, said victim shall notify the Executive Board either verbally or by written communication and provide an account of the event. The President of the Executive Board shall convene a special meeting to determine appropriate action. Both the victim and the accused may attend. The Executive Board shall determine appropriate sanction. Responsive action may include referral to counseling, warnings, reprimands, temporary suspension from Club activities, or ultimately, expulsion from the Club."

Joe Asher seconded the motion and it failed. (Sangiorgio in favor; Knight, Asher, Karras, Kocse, McMorn and Minkin opposed; Mankowski abstained) The Board expressed its concern about

harassing, rude and boorish behavior and comments and reaffirmed its belief that it had sufficient tools to discourage or correct such behavior.

Graham Knight explained that he had deferred action on locating a communications coordinator for the Club pending a determination of the frequency of Der Gasser and means of updating the web site more regularly. Several members of the Board had viewed the web site of the Potomac Region and admired its functionality. With the reduction of Der Gasser's publication frequency and members' concern about getting sufficient advance notice of the Club's events, Graham suggested that the Club needed an updated web site that would allow each Board member to update the content in his or her area of concern. Graham volunteered to work with Peter Majka to obtain some proposals and to develop a recommendation.

Marty Kocse described a new program to send letters to new members and reminders to members who do not renew their membership. In addition, he plans to restart the breakfast meetings for members. The Board encouraged Marty to solicit volunteers from the Board and the membership to host more breakfast meetings throughout the Club's geographic area.

Steve Mankowski described some new additions to the Goodie Store, including mechanic's gloves with the PCA logo on them.

Chris Karras requested suggestions on how to randomly select the \$100 winner from among those completing the membership survey.

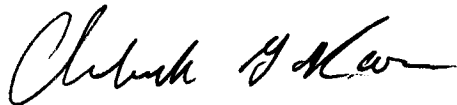
Joe Asher reviewed the future member meeting locations and dates.

Katherine Weber described how the Club's contributions to Make-A-Wish are credited among the various MAW regions. She also described some confusion between the Philadelphia and Pocono regions related to the Club's last fundraiser for MAW.

Joe Asher confirmed that he will host the March Board meeting.

The meeting adjourned at 7:45 PM EST.

Submitted:



Christopher G. Karras
Secretary