

ALFA ROMEO OWNERS CLUB
(An Illinois Not-For-Profit Corporation)

BY-LAWS

I. PURPOSES

The purposes of this Club are to foster, encourage, and promote among owners and followers of Alfa Romeo automobiles, knowledge of the history and tradition of the marque; to make available and to disseminate technical information useful in promoting knowledge and understanding for the efficient and safe operation of Alfa Romeo automobiles; to organize social, educational and amateur sporting events; and to teach, promote and encourage safe and skillful driving in both competition events and upon the public highways.

II. CORPORATE AGENT AND OFFICE

The club shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose address is that of the registered office, and may have such other offices in the state of Illinois and elsewhere, as the Directors shall determine.

III. MEMBERSHIP

A. Types of Membership

1. Standard Members (SM). All persons interested in the purposes of the Alfa Romeo Owners Club and who are willing to abide by its rules and regulations shall be entitled to membership. Each member shall have one vote in matters submitted to a vote of the members, and shall be entitled to a certificate evidencing membership. Members having a current chapter affiliation shall be considered active members, with other members being considered members-at-large. Membership shall not be transferable or assignable. The current practice of member and spouse both being listed on the membership but having only one vote between them will be considered a "joint " membership. This will not preclude each member from holding a club office or chapter office.

2. Gold Family Membership (GFM). The GFM will entitle two individuals living at the same address to limited full membership rights. This includes full voting rights for each member, full discounts on all services offered to AROC members by the club or by vendors to both names and with each receiving an AROC membership card. These privileges include the right for each GFM member to hold a national club or local chapter office.

A GMF membership will receive only one copy of regular publications of the Alfa Romeo Owners Club, such as the **Alfa Owner** or local chapter newsletters, with the exception of those items directly related to the exercise of the GFM's voting rights (e.g., director and chapter election information and ballots as required.)

Should one or both of the GFM members subsequently desire to become separate members, that will be accomplished by written instructions to the AROC Administrator and the payment of all applicable AROC and chapter dues for two memberships. Exceptions to the single address policy will be made for temporary separations such as military service and in other non-listed reasons if approved by the Board of Directors executive committee.

The cost of a Gold Family Membership will be an add-on annual charge above the current annual standard member rate.

3. Verde Membership (VM). This is an individual or Family membership for core supporters of AROC. It will include all the rights of the base Membership (standard or GFM) plus additional benefits, which will include an annual listing of VM's in **Alfa Owner**, and other special benefits as determined by the Board of Directors on a regular basis, which could include special or discounted club merchandise.

The cost of a Verde Membership – for an individual or family – will be an add-on annual charge to the base Membership (standard or GFM) charge.

4. Platinum Business Membership (PBM). This would be for businesses that support the Alfa Romeo community. It would include an initial plaque, two copies of the **Alfa Owner**, plus recognition in the **Alfa Owner** at least twice per year, and other special benefits as determined by the Board of Directors on a regular basis, which could include special or discounted club merchandise.

The cost of a Platinum Business Membership will be annual and within guidelines set by the Board of Directors

- B. Honorary Members. Individuals whose position or past work have been of special significance in advancing the purposes of the Alfa Romeo Owners Club may be appointed by the Directors to honorary membership for such period as the Directors shall determine. Honorary membership shall entitle the holder to all privileges of regular membership.

- C. Admission. Any person qualified for regular membership who submits an application as prescribed by the Directors and pays the required dues and initiation fee, if any, shall be admitted to membership.
- D. Suspension and Termination. The Directors, for good cause and after notice and hearing, may suspend or terminate any person from membership. Any person may voluntarily resign from membership, but such resignation shall not relieve the member of any obligation to pay dues, assessments or other charges previously accrued and unpaid. Any person sixty (60) days or more in arrears in the payment of dues shall be automatically terminated from membership, but such person shall be reinstated upon full payment of all dues, assessments and other charges previously owing. The Directors may reinstate any person whose membership has been suspended or terminated by them. Seniority and eligibility for multi-year member awards may be forfeited by any member who has not renewed after 365 days in arrears.

IV. DUES AND ASSESSMENTS

The dues and initiation fee, if any, shall be determined by the Directors. Dues shall be payable on the first day of the month in which each member joined the club (anniversary date), unless the Directors shall otherwise determine. The directors may assess members for the privilege of attending special Club events.

V. CHAPTERS

Upon written application of ten (10) or more regular members, the Directors may designate a Chapter of the Alfa Romeo Owners Club. All Chapters shall be incorporated as not-for-profit corporations and may be required to submit certification of their status to the Club or its Legal Counsel. Chapter members shall be members of the Alfa Romeo Owners Club. The name, by-laws, and qualifications for membership of each Chapter shall not be inconsistent with those of the Club. The Directors may determine that a fixed portion of the dues received from any member who is a member of an established Chapter shall be returned to such Chapter to be used for Chapter purposes. The Directors may make such other allotments to individual Chapters for purposes that will advance the general welfare of the Club and its membership. The Directors, for good cause and upon notice and hearing, may suspend or terminate the privileges of any chapter, and may reinstate any Chapter whose privileges have been so suspended or terminated.

VI. BOARD OF DIRECTORS

- A. General and Term of Office. The affairs of the Club shall be managed by its Board of Directors. The number of Directors shall be twelve (12) with six (6) elected each year for a term of two (2) years. The Directors shall be elected by vote of members by mail prior to the Annual Meeting and shall serve until the completion of their term of office, and until the election and installation of Directors at the Annual Meeting. Directors may succeed themselves in office. If a vacancy occurs during a term of office, it may be filled by the remaining Directors for the remainder of the term. Appointment to fill un-expired terms by the remaining Directors shall be based on the most recent election of Directors in descending order according to the number of votes received, presuming such party qualified under the existing by-laws and is still willing to serve. Not more than two (2) elected Directors may be affiliated with any one chapter. Any candidate who has previously been a member of the Board of Directors of the Club must have attended one National Meeting during that candidate's term of office. Any candidate failing to meet this test may not be re-nominated for a least two (2) years after the expiration of the term of office of such candidate.
- B. Nominations. Prior to the Annual Meeting, the Directors shall designate a slate of candidates for the elected directorships for the next term of office. In addition to the slate of candidates thus selected, any person submitting to the Directors, by a deadline advertised in the ***Alfa Owner*** and to Chapter Presidents, a petition signed by fifteen (15) or more members shall be added to the slate of candidates. Each Chapter in good standing shall have the right to nominate one Director by submitting notice of such nomination to the Directors by that same established deadline, such notice to be signed by three (3) Chapter officers.
- C. Meetings. A regular meeting of the Directors shall be held immediately before the annual Meeting of the members, and at the same place. Other meetings may be held at the request of the President or of any two Directors. Notice of such meetings shall be given by first class mail and/or by email to the address of each Director as shown on Club records at least seven (7) days before each meeting. Attendance shall be a waiver of notice unless for the express purpose of objecting that the meeting is not properly convened. Directors may attend in person, by telephone conference, or through an alternate whose written appointment has been received by the President prior to such meeting. In lieu of formal meetings, business requiring a vote of the Directors may be conducted by mail ballot setting forth the proposition to be voted upon, provision for voting "YES", "NO", or "ABSTENTION", a time limit of not less than ten (10) days for the return of the ballot, and whether failure to return a ballot will be considered a "YES", "NO", or "ABSTENTION" vote. Results of

mail ballot votes will be considered the action of the Directors as though a formal meeting had been held.

- D. Voting. Seven Directors shall constitute a quorum at any meeting for the transaction of business. If a lesser number is present, a majority of those present may adjourn the meeting to a future time and place without further notice. Where there is a quorum, the act of a majority of the Directors present shall be the act of the entire Board of Directors. Any Director who is unable to effectively participate in a majority of Directorial decisions and a return of timely responses to issues submitted for a vote or opinion during the year shall be asked by the Executive Committee to resign. A Director's two-year voting record will be included with their biography for re-election on the ballot.
- E. Advisory Action. A Director may present any issue to the Board for advisory action by mailing a statement of the issue to each Director, together with a ballot containing questions which may be answered either "yes" or "no" and an envelope addressed to the Club President. The President shall report all responses at the next Directors' meeting, which shall be considered by the Directors but shall not be binding upon them.
- F. Compensation. The Directors shall not receive any salary or other compensation as Directors, but may be allowed travel expenses for attendance at any Directors meeting.

VII. OFFICERS

- A. General. The officers of the Club shall be a President, one or more Vice Presidents (the number to be determined by the Directors), a Treasurer, a Secretary and such other officers as may be determined by the Directors. Any person may hold more than one office at the same time, except that the offices of President and Secretary may not be held by the same person. Routine Club business and affairs shall be directed by an Executive Committee consisting of the Club officers and such others members of the Board of Directors as the Directors shall choose.
- B. Election and Term. The officers shall be elected annually by the Directors at their regular meeting, or as soon thereafter as possible. Vacancies may be filled or new offices created and filled at any meeting of the Directors. Each officer shall serve until the election and installation of his successor. Any officer may be removed by the Directors when, in their judgement, the best interests of the Club would be served thereby. The offices of President and Vice President must be held by duly elected Directors.

C. Duties

President: The president shall be the principal executive officer of the Club and shall supervise and control all of its business and affairs. He shall preside at all meetings of the members and of the Board of Directors. He may sign, together with the Secretary or any other officer authorized by the Directors, any documents or instruments which the Directors may authorize. He shall perform all duties incident to the office of President and such other duties as the Directors may prescribe.

Vice President: {Amended 6/10/06} The Vice President in the absence of the President or the event of this inability or refusal to act, the Vice President shall perform the duties of the President and shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall be board liaison to the **Alfa Owner** and AROC Web site. In the event the Vice President is unable, unwilling or has a conflict of interest in serving as liaison, the Directors will elect a second Vice President to fulfill these duties. Any Vice President shall perform such other duties as may be assigned by the Directors or the President.

Treasurer: {Amended 7/97} The Treasurer shall be responsible for the financial management of the Club, including the presentation of an annual budget for approval by the Board of Directors and financial reports to the Directors. The Treasurer shall assure that the funds and securities of the Club are appropriately handled, that receipts for all payments to the club are provided, and deposits for all such payments are made in the name of the Club in appropriate banks or depositories approved by the Board of Directors. Responsibility for the handling of the funds may be delegated to a Club employee, such as the Executive Secretary or to an unpaid volunteer member, with the approval of the Board of Directors. The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be assigned by the President or other Directors. If required by the Directors, the Treasurer and/or delegated funds handler shall give bond for the faithful discharge of duties in such form as the Directors may determine.

Secretary: The Secretary shall keep the minutes of the meetings of the members and of the Directors in books provided for that purpose; see that all notices are duly given as required by these by-laws or by law; be custodian of the corporate records and seal of the corporation; keep a register of the post office address of each member as furnished by such member; and perform all duties incident to the office of Secretary and such other duties as may be assigned by the Directors or by the President.

VIII. ANNUAL MEETING

- A. Time and Place. The Annual Meeting of the members shall be held at the registered office of the Club on January 2 of each year at 8:00 P.M. If such day be a Sunday or legal holiday, the meeting shall be held at the same hour on the next business day. The Annual Meeting may be held at such other time or place as the Directors may designate, within or without the State of Illinois. It shall be the policy of the Club to rotate the Annual Meeting from year to year among the various Chapters.
- B. Notice. Notice of the place, day and hour of the Annual Meeting shall be given to each member by mail not less than five (5) nor more than forty (40) days before the date of such meeting. Such notice shall be deemed delivered when deposited in the United States Mail, prepaid, addressed to the address of each member as shown on the Club records or in a Club publication not less than ten (10) days prior to the date of such meeting. It shall be the policy of the Club to make a preliminary announcement of the date and place of the Annual Meeting at least ninety (90) days in advance of such meeting.
- C. Quorum. Ten (10) percent of the regular membership or fifty (50) such members, whichever is the lesser shall constitute a quorum at the meeting for the transaction of business.
- D. Voting. The election of Directors shall be by mail. At least sixty (60) days prior to the Annual Meeting a ballot shall be mailed by first class mail or included with the **Alfa Owner**, the official publication of the club, to each member at his address of record, along with a short biography and statement from each candidate and a return envelope or postcard addressed to the AROC Administrator. The short biography from each candidate may also contain a brief positive statement of views regarding the Club and the total biography and views statement shall not exceed approximately two hundred fifty (250) words. Each member may vote for as many Directors as there are vacancies to be filled. Those candidates receiving the greatest number of votes cast shall be deemed elected. The AROC Administrator shall count the returned ballots and announce the election of the new Board of Directors at the Annual Meeting. In the event that there are only the same number of candidates as seats to be filled on the Board as of the established deadline for nominating petitions, the Board may vote to accept the nominees as elected without holding an election.

IX. GENERAL PROVISIONS

- A. Checks. All checks, drafts or other orders for the payment of money or evidence of indebtedness of the Club shall be signed by such officers or agents of the Club as the Directors may determine. In the absence of such

a determination, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President.

- B. Deposits. All funds of the Club shall be deposited in the name of the Club in such banks or other depositories as the Directors may designate.
- C. Contracts. In addition to the officers authorized by these By-Laws, the Directors may authorize any other officer or agent of the Club to enter into any contract, to execute and deliver any instrument in the name of the Club, and such authority may be general or confined to specific instances.
- D. Fiscal Year. The fiscal year of the Club shall begin January 1 and end on December 31 of each year.
- E. Seal. The Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the words: "Alfa Romeo Owners Club" and "Corporate Seal, Illinois".
- F. Representation of the Club. No Director, committee person, or any other member of the Club shall by report of statement verbally or otherwise commit the Club to any policy or represent it at any public or private meeting or hearing without having received express authority from the Board of Directors to do so. Any authority granted shall be formally stated in writing and shall be maintained on file and/or within the formal minutes with the Secretary.
- G. No Commercial Activity. The Club shall not engage in any commercial activity nor shall persons or speaker promote, advertise, or pitch their goods or services at any meeting of this club without prior approval of the Board of Directors.

X. **AMENDMENT OF BY-LAWS**

These By-laws may be altered, amended or repealed and new By-laws may be adopted by a majority of the Directors present at the annual Board meeting at the convention, provided that notice of such meeting contains express mention of the intention to alter, amend, repeal, or adopt new By-laws showing such amendment and provided such notice is distributed to the Directors and Chapter Presidents by mail and the general membership by publishing the proposed changes in the **Alfa Owner** at least forty-five (45) days prior to such meeting.

(Latest revision 06/06)