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**Alfa Romeo Owners Club USA
By-Laws Revised
July 1, 2025
DRAFT**

**Consideration of Adoption
Board of Directors Annual Meeting
September 18, 2025**

**Holiday Inn Crystal Lake Convention Center
Crystal Lake, Illinois**

ALFA ROMEO OWNERS CLUB
(An Illinois Not-For-Profit Corporation)
(Revised July 1, 2025)
BY-LAWS

I. PURPOSE

The purpose of the Alfa Romeo Owners Club, also known in this document as “AROC” or the “Club” is to foster, encourage and promote among owners and followers of Alfa Romeo automobiles knowledge of the history and traditions of the marque; to make available and to disseminate technical information useful in promoting knowledge and understanding for 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 elsewhere, as the Directors shall determine.

III. MEMBERSHIP

Any person qualified for regular membership who submits an application as prescribed by the Directors and pays the required dues shall be admitted to membership; Membership includes primary chapter or member at large status. All memberships except Platinum Business Membership may be selected as one, two or three-year membership.

A. Types of Membership

1. Standard Membership (SM). A person interested in the purpose of the Alfa Romeo Owners Club and willing to abide by its rules and regulations shall be entitled to membership. A Standard Membership shall have one vote on matters submitted to a vote of the members and shall receive a membership card. A SM will receive one copy of publications of the Alfa Romeo Owners Club. A SM may hold a chapter or national office. Membership is not transferable or assignable. Family memberships are available as Gold and Verde Family memberships.
2. Gold Family Membership (GFM).). The GFM entitles two individuals with the same address to all membership rights of the Standard Membership. Each Gold member shall have a vote on matters submitted to a vote of the members and each member shall receive a membership card. A GFM will receive one copy of publications of the Alfa Romeo Owners Club. These privileges include the right for each GFM member

to hold a national club or local chapter office. Cost of a Gold Family Membership is an add-on annual charge above the current annual Standard Membership rate.

Should one or both of the GFM members desire to become separate members, written instructions will be provided to the AROC Administrator with payment of all applicable AROC and chapter dues for individual memberships.

3. Verde Membership (VM). For core supporters of AROC, the VM entitles an individual all rights of the Standard Membership plus additional benefits, including an annual listing of VMs in a regular publication of the Alfa Romeo Owners Club and other special benefits as determined by the Board of Directors. A Verde Member shall have one vote on matters submitted to a vote of the members and shall receive a membership card. A VM will receive a copy of publications of the Alfa Romeo Owners Club. A VM may hold a chapter or national office. Cost of a Verde Membership is an add-on annual charge above the current Standard Membership rate. Family memberships are available as Gold and Verde Family memberships.
4. Verde Family Membership (VFM). For core supporters of AROC, the VFM entitles two individuals with the same address to all membership rights of the Standard Membership plus additional benefits, including an annual listing of VFMs in a regular publication of the Alfa Romeo Owners Club and other special benefits as may be determined by the Board of Directors. Each Verde Family Member shall have a vote on matters submitted to a vote of the members and each shall receive a membership card. A VFM will receive a copy of publications of the Alfa Romeo Owners Club. A VFM may hold a chapter or national office. The cost of a Verde Family Membership is an add-on annual charge above the current annual Standard Membership rate.

Should one or both of the VFM members desire to become separate members, written instructions will be provided to the AROC Administrator with payment of all applicable AROC and chapter dues for individual memberships.

5. Platinum Business Membership (PBM). The PBM is for businesses that support the Alfa Romeo community. Membership includes two copies of regular publications of the Alfa Romeo Owners Club, listing on the Club website, recognition in a regular publication of the Alfa Romeo Owners Club and other special benefits as determined by the Board of Directors. The annual cost of a Platinum Business Membership is set by the Board of Directors.

- B. Honorary Membership. An individual 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. Suspension and Termination. The Directors, for good cause and after notice and hearing, may suspend or terminate a person from membership. A person may voluntarily resign from membership, but such resignation will not result in a return of unused portion of paid membership fees or relieve member of obligation to pay outstanding debt. A person sixty (60) days or more in arrears in the payment of dues is automatically terminated from membership; such person shall be reinstated upon full payment of all dues and outstanding financial obligations. The Directors may reinstate a person whose membership has been suspended or terminated. Seniority and eligibility for multi-year member awards requires continuous membership.

IV. DUES

Dues shall be determined by the Directors. Individual chapters may have additional dues. Anniversary date is determined by date of membership and requires continuous membership unless the Directors determine otherwise.

V. CHAPTERS

Upon written application and petition of a minimum of ten (10) AROC members to establish a new chapter, the Directors may designate petitioners to begin the process to incorporate as a Chapter of the Alfa Romeo Owners Club. All Chapters shall be incorporated as not-for-profit corporations and will be required to submit certification of their status to the Club and its Legal Counsel. Chapter members shall be members of the Alfa Romeo Owners Club. The chapter name, by-laws and qualifications for membership of each Chapter shall be consistent with those of the Club.

Chapters will receive a pre-determined portion of paid membership dues for each member affiliated with a chapter as determined by the Directors. Directors may make a special dispensation to individual Chapters if deemed necessary and appropriate. Directors may suspend or terminate a chapter after notice and hearing; Directors may reinstate a chapter which has been suspended or terminated.

VI. BOARD OF DIRECTORS

- A. General and Term of Office. The business of the Club shall be managed by its Board of Directors. The number of Directors shall be twelve (12) with six (6) Directors elected each year for a term of two (2) years. The Directors shall be elected by vote of members by electronic voting or Postal services prior to the Annual Meeting and shall serve until the completion of their term of office, which

will coincide installation of newly-elected Directors at the Annual Board Meeting. Directors may succeed themselves in office. If a vacancy occurs during a term of office, the remaining Directors may select an AROC member in good standing for the remainder of the term.

- B. Nominations. Prior to the Annual Meeting, the annual election of Board of Directors will be held at a time determined by the Board. The Board will determine deadlines for nominations. 1) Each Chapter may nominate one AROC chapter member in good standing in an annual election by submitting notice of such nomination to the Directors by the established nomination deadline; such notice to be signed by three Chapter officers; 2) An AROC member in good standing submitting to the Directors by the established deadline for nominations a nominating petition signed by fifteen (15) or more active AROC members shall be nominated.

A primary chapter may nominate one (1) Director annually. A nominee from the same chapter for the same term of office may be nominated by nominating petition of the membership. Nominees must represent their primary chapter or member-at-large. A chapter may have a maximum of two (2) Directors concurrently serving on the Board of Directors.

- C. Election of Directors The election of Directors shall be by electronic voting system or by Postal Services. At least forty-five (45) days prior to the designated election date, a ballot shall be sent to each member by electronic communication system and in the official Club publication.. Electronic voting and postcard ballots will be tabulated by AROC Administrator or a Presidential designee. A biography and statement regarding the Club from each candidate shall not exceed two hundred fifty (250) words. If applicable, a Director's two-year voting record will be included with their biography for re-election on the ballot.

Each member may vote for up to six (6) Directors per election cycle. The six (6) candidates receiving the highest number of votes cast shall be deemed elected. The AROC Administrator or Presidential designee shall tabulate the returned ballots and will inform the President of the final election results. The President will announce the election of the new Board of Directors at the earliest opportunity and no later than the next Board meeting. Results of election will be published in a regular publication of the Alfa Romeo Owners Club. 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 will vote to accept the nominees as elected without holding an election.

- D. Meetings. A regular meeting of the Directors to be considered the Annual Board Meeting shall be held before the Annual Meeting of Members; this Board meeting shall be held in close proximity to the Annual Meeting of Members, if feasible.

Regular Board meetings will be held monthly on a date determined by the Board; Board meetings may be canceled with agreement from the Board. Seven Directors shall constitute a quorum at any meeting for the transaction of business. Additional meetings may be held at the request of the President or of any two Directors. Notice of such meetings shall be given by electronic communication means including email to the address of each Director as shown on Club records within a seven (7) day period before the meeting. Directors may attend in person, by telephone conference, electronic video meetings, other electronic systems or by proxy whose written appointment has been received by the President prior to such meeting. A Director may request that an issue be brought to the Board meeting for discussion. Business requiring a vote of the Directors may be conducted by electronic means including but not limited to email. Upon receipt of a motion and a second to the motion, the President shall call for discussion. At the end of discussion, the President shall call for the vote on the motion. Board members' votes on the motion will be recorded as decisions of the Board. In the event of electronic disruption, the Board will utilize available forms of communication. Robert's Rules of Order Newly Revised is parliamentary procedure for all AROC meetings.

- E. 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 Vice President or more if deemed necessary 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 same person may not hold the offices of President, Secretary and Treasurer. Routine Club business and affairs shall be directed by an Executive Committee consisting of the Club officers, Legal Counsel and such other members of the Board of Directors as the Directors shall choose.
- B. Election and Term. The officers shall be elected by the Directors at the Annual Board Meeting or as soon thereafter. Vacancies may be filled or new offices created and filled at any regular meeting of the Directors if deemed necessary. Any officer may be removed by the Directors when in their judgement the best interests of the Club would be served. The offices of President, Vice President, Treasurer, and Secretary must be held by duly elected Directors.
- C. Duties
 - 1. President: The President shall be the chief executive officer of the Club and shall supervise and control all of its business and affairs, presiding at all meetings of the members and of the Board of Directors. The

President may sign any documents, or instruments which the Directors may authorize and shall perform all duties incident to the office of President and such other duties as the Directors may prescribe.

2. *Vice President*: The Vice President in the absence of the President or in the event of the President's inability or refusal to act 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 regular publications of the Alfa Romeo Owners Club and Alfa Romeo Owners Club website. In the event the Vice President is unable, unwilling or has a conflict of interest in serving as liaison, the Directors may select a replacement liaison. The Vice President shall perform such other duties as may be assigned by the Directors or the President.
3. *Treasurer*: The Treasurer shall be responsible for the fiscal 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 ensure that the funds and securities of the Club are appropriately managed, 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, independent contractor 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.
4. *Secretary*: The Secretary shall keep the minutes of the meetings of the members and of the Directors; ensure 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 mailing 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 OF MEMBERS

- A. Time and Place. The Annual Meeting of Members shall be held at the National Convention; if no Convention is held, the Board of Directors shall determine the date and time for the Annual Meeting of Members.
- B. Notice. Notice of the date and location of the Annual Meeting of Members shall be given to each member by electronic communication and/or an official AROC publication not less than sixty (60) before the date of such meeting. Such notice shall be deemed delivered when the Club publication is deposited at the Postal Service or electronic communication has been sent to members.
- C. Quorum. Ten (10) percent of the regular membership or fifty (50) such members, whichever is the lesser, shall constitute a quorum at the Annual Meeting of Members for the transaction of business.

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 the President or such officers or agents of the Club as the Directors may determine. In addition to the President, a designated Executive Committee officer will be on the banking accounts.
- 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 with the words: "Alfa Romeo Owners Club."
- 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 adopted by the Board of Directors by providing notice to Directors, chapter presidents and the general membership by electronic communication at least forty-five (45) days prior to the annual meeting of the Board of Directors, where a majority of the Directors present or participating by electronic communication may approve the altered, amended, repealed and/or new bylaws for which notice was given.

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