

Dear AROSC member,

In the notice to the membership to amend the Bylaws, we directed you here for a summary of the most significant changes proposed by the Board of Directors along with a copy of the proposed Bylaws.

The purpose for amending the Bylaws is to have the Bylaws reflect the way we currently conduct business and to otherwise make it easier to administer the club's business.

Below are highlights of the most significant changes being proposed:

- Clarification and limitations on voting rights:
 - For a standard membership, AROC allocates one vote to the primary member for a standard membership and no vote to the associated spouse or significant other. For a family membership, AROC allocates two votes. The proposed bylaws track that allocation of votes for voting on AROSC matters.
 - The proposed Bylaws limit voting on AROSC matters to those selecting AROSC as their primary AROC chapter since they are most interested in, and most knowledgeable of, our chapter.
 - Since we want to conduct business electronically, a voting member must have a working email address.
- The quorum for a member meeting is reduced to the lesser of 10% or 25 members. This is modeled on AROC bylaws. We have added that the quorum can be further reduced to the lesser of 5% or 12 members if we don't get a quorum the first time.
- Voting by members and directors can be conducted by email balloting.
- Election of directors:
 - In accordance with our current practices, directors can be elected by email balloting, there is no quorum requirement, and the candidates receiving the greatest number of votes cast are elected
 - If the number of nominees for directors is less than or equal to the number of available seats, the directors may vote to accept the nominees and elect additional members as required to fill the available seats, all without holding an election by the members.
 - The board can fill interim vacancies without an election by the members.
- The board can change the number of directors to be between 5 and 9 directors.
- The board can modify the Bylaws by majority vote. The membership retains the ability to modify the bylaws by calling a special meeting.

Comparing to the existing bylaws, bullet by bullet:

- A member and their spouse had one vote, presumably referring to a standard membership. There was no provision for family memberships. AROC members who chose other chapters as their primary chapter could vote on AROSC matters. Voting did not require having an email address.
- The quorum for a member meeting was 35%.
- Voting by email balloting was not discussed.
- Directors were to be elected by a physical meeting of the members each November.
- As amended in 2013, the board is supposed to have 9 members
- The bylaws could only be amended by a 2/3 majority vote of the members.

What follows is the full text of the proposed Bylaws.

**BYLAWS OF
ALFA ROMEO OWNERS OF SOUTHERN CALIFORNIA**

ARTICLE I

NAME

The name of this organization shall be the ALFA ROMEO OWNERS OF SOUTHERN CALIFORNIA (AROSC). AROSC is a California, non-profit, mutual benefit corporation. This organization is a chapter of the national ALFA ROMEO OWNERS CLUB (AROC).

ARTICLE II

PURPOSES

The purposes of the corporation are:

- (1) to seek out and exchange among the membership and others technical information regarding Alfa Romeo automobiles;
- (2) to organize activities involving such automobiles;
- (3) to promote and encourage safe driving upon the public highways; and
- (4) to be a local chapter of the national AROC.

ARTICLE III

MEMBERSHIP

SECTION 1. MEMBERSHIP. Members shall be owners of, or persons interested in, Alfa Romeo automobiles who: are members of AROC, pay the required dues to AROC, and select AROSC as their primary or secondary AROC chapter.

SECTION 2. HONORARY MEMBERSHIP. Honorary members may be appointed at the discretion of the AROC Board of Directors. The AROSC Board of Directors may nominate persons for honorary membership.

SECTION 3. APPLICATION FOR MEMBERSHIP. Application for membership must be made to AROC in whatever manner is required by AROC.

SECTION 4. VOTING RIGHTS. Each member that meets all the following criteria on the record date shall be entitled to one vote in any election or on any motion before AROSC: the member (1) is a voting member of AROC, (2) has selected AROSC as their primary AROC chapter, (3) consents to electronic transmission to and from AROSC of notices, ballots, and other voter related communications, and (4) has a working email address in the Membership Records. In determining the members entitled to vote, the AROSC Board of Directors is entitled to rely on AROC's membership records as supplemented by email addresses for certain members retained only in AROSC's records (collectively referred to as the Membership Records). For clarity, AROC members that do not choose AROSC as their primary AROC chapter are not entitled to vote.

SECTION 5. TERMINATION OF MEMBERSHIP. A member's AROSC membership is automatically suspended or terminated when the member's AROC membership is suspended or terminated. The AROSC Board of Directors may recommend to the AROC Board of Directors that they suspend or terminate a member for good cause in accordance with AROC's bylaws.

SECTION 6. RESIGNATION. Any member may resign by filing a resignation with the AROC office, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges previously accrued and unpaid.

SECTION 7. REINSTATEMENT. Reinstatement of a former member shall be by AROC in accordance with AROC policy.

SECTION 8. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable to another person. Members may substitute other AROC chapters as their primary chapter and add other AROC chapters as secondary chapters, all as permitted by AROC.

ARTICLE IV

MEETING OF MEMBERS

SECTION 1. ANNUAL MEETING. An annual meeting of the members may be held in the month of November for the purpose of electing the Directors.

SECTION 2. SPECIAL MEETINGS. Special meetings of members may be called either by the President, the Board of Directors, or by not less than 5% of the members.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate a place within the Southern part of the State of California as the place of meeting for any meeting. In lieu of a place of meeting, the Board of Directors may designate a means of electronic text, voice, or video transmission for conducting the meeting.

SECTION 4. NOTICE OF MEETING. Notice of any meeting of the members shall be delivered to each member entitled to vote at such meeting by email to the email address for the member in the Membership Records. This notice shall be timely (not less than 10 days nor more than 90 days before the meeting) and may be included in the club newsletter or emailed separately. The notice shall state the date, time, and place (or means of electronic text, voice, or video transmission) by which members may participate in the meeting. In the case of an annual meeting, the notice shall state the purpose to elect the Board of Directors, name the candidates, and provide any biographical materials provided by the candidates. In the case of a special meeting, the purpose for which the meeting is called shall be stated in the notice.

SECTION 5. QUORUM. A quorum shall consist of the lesser of 10% of the membership entitled to vote or 25 members entitled to vote. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting. If a meeting is adjourned for lack of a quorum and, with proper new notice, is rescheduled for another date time and place, then the same purposes (and only those purposes) as described in the original notice may be voted upon in the rescheduled meeting with the quorum requirement reduced to the lesser of 5% of the membership entitled to vote or 12 members entitled to vote.

SECTION 6. ACTION BY BALLOT. Any action that may be taken at any meeting of members may be taken without a meeting, if the corporation emails a written ballot to every member entitled to vote. The action taken shall be valid if the number of votes cast equals or exceeds the quorum requirement and the number of approvals equals or exceeds a majority of the votes cast. The notice accompanying the ballot shall indicate the time and manner by which the ballot must be received to be counted, the number of responses needed to meet the quorum requirement, and that a majority of the responses must approve the measure for the measure to pass. For the election of Directors, the notice accompanying the ballot shall state the candidates for election to the Board of Directors (including biographical materials provided by the candidates), the number of positions to be filled, and that only one vote per candidate is permitted. Notwithstanding anything to the contrary in these Bylaws, for the election of Directors by ballot, there is no quorum requirement and the candidates receiving the greatest number of votes cast shall be deemed elected.

ARTICLE V

NOMINATING AND ELECTING DIRECTORS

SECTION 1. NOMINATIONS. Any AROSC member is eligible to be nominated and elected to the Board of Directors. A call for nominations to the new Board of Directors shall be electronically transmitted to the AROSC members (which may include the newsletter) no less than 60 days before the election date. The notice shall state the means for electronically transmitting nominations to the Board of Directors and the date by which the nominations must be received.

SECTION 2. ELECTIONS. The election of Directors will be in accordance with Article IV. However, if the number of nominees is less than or equal to the seats to be filled, the Board of Directors may vote to accept the nominees and elect additional members as required to fill the available seats, all without holding an election by the members.

SECTION 3. FIRST MEETING. The new Board of Directors at its first meeting following the election will determine the assignment of officers and committees.

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. MAKEUP AND TENURE OF THE BOARD. The Board of Directors shall consist of no less than five (5) nor more than nine (9) members (as established by the Board of Directors). Officers shall be elected by the Board of Directors from its membership. Each Director shall hold office for a term of one (1) year and until their successor shall have been elected. A Director may resign at any time by giving written notice to the Board of Directors. No member of the Board of Directors shall be engaged in management, sales, or distribution of Alfa Romeo automobiles during their term in office.

SECTION 3. REGULAR MEETINGS. The Board of Directors may hold regularly scheduled meetings during the year. The day, time, and place of the regular board meeting will be set by the Board of Directors. The minutes of the previous meeting will be sent to each member of the Board prior to the next board meeting and, upon written request, will be available to the general membership.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

SECTION 5. NOTICES. Notice of any meeting of the Board of Directors shall be given to each Director at least 10 days prior to the meeting by any expedient means and will state the day, time, and place of the meeting. In lieu of a place of meeting, the President may designate a means of electronic text, voice, or video transmission for conducting the meeting. In the event of an emergency requiring immediate action, the notice may be less than 10 days.

SECTION 6. QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Directors are present at a meeting, a majority of Directors present may adjourn the meeting.

SECTION 7. ACTIONS OF THE BOARD. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 8. ACTION BY BALLOT. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting if the corporation emails a written ballot to every member of the Board. The action taken shall be valid if the number of votes cast equals or exceeds the quorum requirement and the number of approvals equals or exceeds a majority of the votes cast. The notice accompanying the ballot shall indicate the time and manner by which the ballot must be received to be counted.

SECTION 9. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by majority vote of the remaining Directors, A Director elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office.

SECTION 10. COMPENSATION. Directors shall not receive any salaries or other compensation for their services, but may be reimbursed for out-of-pocket expenses in accordance with Article IX Section 2.

ARTICLE VII

OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be: President, Vice President, Treasurer, Secretary, and any other officers as may be elected in accordance with the provisions of this Article.

SECTION 2. ELECTIONS AND TERMS OF OFFICE. The officers of the corporation shall be elected annually by and from the Board of Directors. Each officer shall hold office for a term of one (1) year and until their successor shall have been duly elected. An Officer may resign at any time by giving written notice to the Board of Directors. Any vacancy may be filled by majority vote of the Board of Directors.

SECTION 3. PRESIDENT. The President shall be the principal executive officer of the corporation and shall in general supervise the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors and perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 4. VICE PRESIDENT. In the absence of the President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to, all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 5. TREASURER. The Treasurer shall have charge and custody of, and be responsible for, all funds of the corporation; receive and give receipts for money paid by and to the corporation; and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article IX of these Bylaws. The Treasurer shall be responsible for presentation of an annual budget and financial reports for approval by the Board of Directors. The Treasurer shall ensure that all Federal and State tax returns and forms are filed in a timely manner. The Treasurer shall file Statements of Information as required by the California Secretary of State. The Treasurer shall make disbursements to qualified companies or individuals as approved by the Board of Directors. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

SECTION 6. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; keep a roster of the AROC members that have selected AROSC as their primary or secondary AROC chapter along with other information required to determine the members entitled to vote; see that all notices are given in accordance with the provisions of these Bylaws and as required by law; be custodian of the corporate records; and perform all duties incident to the office of Secretary and such other duties as from time to time be assigned by the President or by the Board of Directors. In the absence of both the President and the Vice President, the Secretary shall preside over the meetings.

ARTICLE VIII

COMMITTEES

SECTION 1. COMMITTEES. Committees may be designated, duties assigned, and the members appointed by the Board of Directors from time to time as the need arises. Committees may include: Newsletter, Activities, Competition, Tours, Membership, Electronic Communications, Website, and Elections.

SECTION 2. TERM OF OFFICE. Each member of a committee shall continue as such until their successor is appointed, unless the committee shall be sooner terminated by the Board of Directors, or unless the member be removed or resign from such committee.

SECTION 3. CHAIRMAN. One member of each committee may be appointed chairman by the Board of Directors.

SECTION 4. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

SECTION 5. RULES. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

SECTION 6. PARTICIPATION BY PRESIDENT. The President or their delegee may attend and participate in any meeting of any committee.

ARTICLE IX

CONTRACT, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or agent(s) of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2. PAYMENT OF BILLS, ETC. All expenditures made by, or in the name of AROSC, for which the corporation is financially responsible shall be reported to the Board of Directors at the next board meeting. All requests for payment or reimbursement shall be in writing, and submitted to the Treasurer for approval. The Treasurer shall pay all such requests when approved as follows: (1) any expense included in the current year's budget as approved by the Board of Directors needs no further approval, (2) any reasonable expense under a limit set by the Board of Directors (currently \$100) only needs approval of the Treasurer or the President, and (3) any reasonable expense over a limit set by the Board of Directors (currently \$100) needs preapproval of the Board of Directors..

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or their depositaries as the Board of Directors may select.

SECTION 4. SEPARATE SPECIAL COMMITTEE ACCOUNTS. The Board of Directors may approve the establishment of a separate bank account and treasurer for a specific special committee. Such a committee shall provide periodic financial reports to the Board.

ARTICLE X

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its membership, Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the corporation may be inspected by any member, or their agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XII

DUES

SECTION 1. ANNUAL DUES. The annual dues for membership in AROC is determined by the national Board of Directors. Additional dues for AROSC may be assessed, as determined by the AROSC Board from time to time.

SECTION 2. PAYMENT OF DUES. Dues shall be payable in advance on the anniversary of the member's acceptance by AROC. Membership is granted for one or more years as determined by AROC policies.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member shall be in default in the payment of dues, their membership will be terminated by AROC in the manner provided by AROC policies.

ARTICLE XIII

AMENDMENTS TO THE BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Board of Directors present at any regular or special meeting at which a quorum is present; provided that at least thirty (30) days prior written notice of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting is provided to all the Directors and to all members entitled to vote. The notice to the members shall provide access to a copy of the proposed new Bylaws, state a deadline for providing their comments on the new Bylaws, and state that those comments are to be sent to info@arosc.org (or such other electronic means as may be designated by the Board of Directors in the notice). For clarity, these Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the members entitled to vote at a special meeting of the members called in accordance with Article IV §2.

ARTICLE XIV

MISCELLANEOUS

SECTION 1. RULES OF ORDER. The rules of parliamentary procedure comprised in *Robert's Rules of Order Revised* shall govern this organization in the transaction of all business not otherwise herein provided.

SECTION 2. REPRESENTATION. No member of AROSC may act or communicate on behalf of AROSC's Board of Directors or its officers without express authority from these Bylaws or the Board of Directors.

SECTION 3. RECEIPT. Electronic transmissions to a member are deemed received when sent, if sent to the email address for the member in the Membership Records (as defined in Section 4 of Article III). Electronic transmissions to the Board of Directors are deemed received when sent, if sent to info@arosc.org (or such other electronic means as may be designated by the Board of Directors in a notice to the membership or in the AROSC newsletter).

SECTION 4. CONSENT TO ELECTRONIC TRANSMISSION. All members receiving the newsletter by electronic transmission will be deemed to consent to electronic transmission to and from AROSC of notices, ballots, and other voter related communications; provided AROSC includes with such communication the statements required by California Corporations Code §20 parts (a), (b), and (c).