

**BY LAWS OF
ALFA ROMEO OWNERS OF SOUTHERN CALIFORNIA**

ARTICLE I

NAME

The name of this organization shall be the ALFA ROMEO OWNERS OF SOUTHERN CALIFORNIA, which may be referred to as AROSC. This organization is a chapter of the ALFA ROMEO OWNERS CLUB (AROC).

ARTICLE II

PURPOSES

The purposes of the corporation are:

- (1) to encourage the efficient and proper operation and maintenance of Alfa Romeo automobiles;
- (2) to circulate technical information regarding such automobiles;
- (3) to seek out and exchange among the membership and others technical and mechanical information regarding such automobiles;
- (4) to organize activities involving such automobiles;
- (5) to promote and encourage safe driving upon the public highways;
- (6) 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 apply for membership and pay the required dues to the Alfa Romeo Owners Club (AROC), the national organization.

SECTION 2. HONORARY MEMBERSHIP. Honorary members may be appointed at the discretion of the AROC Board of Directors, but may be nominated by the AROSC Board.

SECTION 3. APPLICATION FOR MEMBERSHIP. Application for membership must be made to the AROC office in whatever format requested by that office. Members of other chapters may also hold membership in AROSC by payment of the AROSC dues portion directly to AROSC.

SECTION 4. VOTING RIGHTS. Each member in good standing and the member's spouse together shall be entitled to one vote in any election or on any motion before the club.

SECTION 5. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative votes of two-thirds of all of the members of the Board may suspend a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, recommend termination of the membership of any such member to the AROC Board of Directors.

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 theretofore 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. Membership may be transferred to another chapter of AROC by application to the AROC office.

ARTICLE IV

MEETING OF MEMBERS

SECTION 1. REGULAR MEETINGS. Regular meetings of the membership shall be scheduled monthly on a day and at a time and place which will be determined by the Board of Directors.

SECTION 2. ANNUAL MEETING. An annual meeting of the members shall be held on the regular meeting date in the month of November, at the usual meeting time and location for the purpose of electing the directors and for the transaction of such other business as may come before the meeting.

SECTION 3. SPECIAL MEETINGS. Special meetings of members may be called either by the President, the Board of Directors, or by not less than one-tenth of the members. Sufficient advance notice of special meetings shall be provided to the membership in the usual manner.

SECTION 4. 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 annual meeting or any special meeting called by the Board of Directors.

SECTION 5. NOTICE OF MEETING. Notice of the annual meeting of the members stating the place, day, and hour shall be delivered to each member entitled to vote at such meetings. This notice shall be timely and may be included in the club newsletter or mailed separately. In case of a special meeting or when required by Statute or by these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail and addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 6. QUORUM. A quorum shall consist of 35% of the regular membership of the corporation. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting from time to time without further notice.

ARTICLE V

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 ten members at large to be elected from the membership. Officers shall be elected by the Board from its membership. Each Director shall hold office until the next annual meeting of members and until his successor shall have been elected and qualified. No member of the Board shall be engaged in management, sales, or distribution of Alfa Romeo automobiles during his term in office.

SECTION 3. REGULAR MEETINGS. The Board of Directors shall hold one meeting per month. The day, time, and place of the regular board meeting will be set by the sitting Board of Directors. The minutes of that meeting will be sent to each member of the Board prior to the next board meeting and will be available to the general membership at the next membership meeting.

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 special meeting of the Board of Directors shall be given at least two days previously thereto by any expedient means to each Director.

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. VACANCIES. Any vacancy occurring in the Board of Directors shall be filled by vote of regular members at a regular membership meeting. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, of any, may be allowed for attendance at each regular or special meeting of the Board.

ARTICLE VI

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 which is elected by the general membership. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. REMOVAL. Any officer or agent elected or appointed by the membership may be removed by said membership whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

SECTION 4. PRESIDENT. The President shall be the principal executive officer of the corporation and shall in general supervise the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors, and in general shall 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 5. VICE PRESIDENT. In the absence of the President or in the event of his 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. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 6. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for money due and payable 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 By-laws. The Treasurer shall make disbursements to qualified companies or individuals as approved by the Board of Directors. The Treasurer shall keep a register of the address of each member as furnished by AROC; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors; see that all notices are given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records, and in general perform all duties incident to the office of Secretary and such duties as from time to time be assigned to him 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 VII

COMMITTEES

SECTION 1. STANDING COMMITTEES. Standing committees shall include:

- Newsletter Editor
- Activities committee
- Competition Director
- Membership committee
- Program committee
- Hospitality/Refreshments committee

The chairman of each committee shall be appointed by the Board of Directors.

SECTION 2. OTHER COMMITTEES. Other committees may be designated and the members appointed by the Board of Directors from time to time as the need arises.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed chairman.

SECTION 5. 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 6. QUORUM. Majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII

NOMINATING AND ELECTIONS

SECTION 1. NOMINATIONS. Nominations for the Board of Directors shall be accepted by the sitting Board up to the time of the election. Any AROC member affiliated with AROSC is eligible to be nominated and elected to the Board of Directors. A call for nominations will be published in the newsletter and sent to all members of AROSC. Written nominations as well as nominations from the floor will be accepted. The nominee's names and a brief statement will be published in the newsletter or with the ballot if it is received prior to publication.

SECTION 2. ELECTIONS. The election shall be by ballot, provided to all members of AROSC in good standing. The ballot will list all nominees for the Board of Directors. Members will vote for as many nominees as there are positions to be filled, but only one vote per nominee. The nominees receiving the most votes will be considered elected to the Board. The Board at its first meeting following the election will determine officers and Committee chairs.

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 By-Laws, 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 by check when approved by budget authorization or by specific authorization of the Board.

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 autonomous 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, and Treasurer shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his 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 the 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 upon receipt of a dues bill from AROC, on the anniversary of the member's acceptance by AROC. Membership is granted for one year.

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

ARTICLE XIII

AMENDMENTS TO THE BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds majority of the voting members present at any regular meeting or at any special meeting, provided that at least thirty (30) days written notice of intention to alter, amend or repeal or to adopt new By-Laws at such meeting is provided to the membership.

ARTICLE XIV

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.