

BYLAWS
OF
CHICAGO CHAPTER, ALFA ROMEO OWNERS CLUB

I. PURPOSES

The purposes of the Chicago Chapter, Alfa Romeo Owners Club (“Club” or “CAROC”) are to foster, encourage and promote knowledge of the history and traditions of the Alfa Romeo marque; to make available and to disseminate technical information regarding Alfa Romeo automobiles; to organize social, educational and amateur automobile sporting events; and to teach, promote and encourage safe and skillful driving in both competitive events and upon the public highways.

II. CORPORATE AGENT AND OFFICE

The Club shall be organized as a not-for-profit corporation under the laws of the State of Illinois. 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 Board shall determine.

III. MEMBERSHIP

- A. Regular Members. Members of the Alfa Romeo Owners Club (incorporated as of 2009 as an Illinois not-for-profit corporation, or its successor) (“AROC”) who affiliate with CAROC shall be regular members of CAROC and shall have one vote per membership number in matters submitted to a vote of the membership.
- B. Honorary Members. Honorary membership may be granted, by a two-thirds vote of the entire Board, to individuals whose position or past work have been of very special significance in advancing the purposes of the Club, for such period as the Board may determine.
- C. Dues for membership in CAROC may be set by the Board.
- D. Termination or Suspension of Membership.
 - 1. Regular membership terminates upon
 - a. Termination of membership in AROC;
 - b. Change in AROC chapter affiliation to not include CAROC;
 - c. Failure to pay any CAROC membership fee set by the Board;
 - d. Resignation in writing by the member; or
 - e. Expulsion per paragraph 2 below.

2. The Board may, by a two-thirds vote of all Board members, suspend a member from participating in all or particular club activities, or expel a member. The annual membership fee for the current year, if any, of any member expelled shall be refunded.

IV. BOARD OF DIRECTORS

The affairs of the Club shall be managed by a Board of Directors ("Board").

- A. Membership. The Board shall consist of the President, Vice-President, Secretary, Treasurer, and four Trustees, as described in Article V below, and an Executive Advisor. Each member of the Board shall have one vote on all matters brought before the Board.

1. How chosen.

- a. Officers. The President, Vice-President, Secretary, Treasurer, and Trustees shall be elected by the regular membership in accordance with Article VII below.
 - b. Executive Advisor. The immediate past President of the Club shall succeed to the post of Executive Advisor. If the past President declines to serve as Executive Advisor, or is elected or appointed to a different office, the post of Executive Advisor shall be considered vacant and may be filled by the Board as described in paragraph 2 below. If a President is re-elected, the incumbent Executive Advisor shall remain Executive Advisor.
2. Vacancies. If a position on the Board is or becomes vacant, the Board may appoint any regular member to fill the position until the next election; provided, however, that no person may hold more than one position on the Board at a time.

- B. Meetings. The Board shall meet regularly, not less than four times annually, with the first meeting to take place no later than March 1 of each year.

1. All meetings shall be conducted under Robert's Rules of Order, and the President shall preside.
2. Special meetings of the Board may be called by the President or any two members of the Board, upon 48 hours notice to each member of the Board of the date, time, place and subjects to be discussed.
3. All meetings of the Board shall be open to the general membership.
4. Any Board member who misses two Board meetings in a year, without being excused by the Board, shall lose his or her position and the position shall be considered vacant.

- C. Actions. The Club acts through the Board, and all official acts of the Club must be approved by the Board.

1. Unless otherwise specified herein, a majority vote of Board members present at any meeting where a quorum is achieved shall be sufficient to authorize club action.

2. The Board may act at any scheduled meeting of the Board, or any general meeting of the Club at which a quorum of Board members is present. The Board may authorize voting by mail or e-mail on specific matters or categories of matters. All Board members shall be notified of any such vote, and any action approved by a majority of all Board members in such a vote shall be an action of the Club.
 3. Unless otherwise provided herein, the Board may delegate specific authority to officers, committees, or other representatives.
 - a. Any person acting on behalf of the Club must be a regular member of the Club.
 - b. The expenditure of Club funds for charitable purposes or to support a charitable organization must be specifically approved by the Board, and authority to approve any such expenditure may not be delegated.
- D. Quorum. Any five Board members shall constitute a quorum at any meeting of the Board 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 and cause a notice of said time and place to be delivered to the members not present. If a quorum cannot be achieved due to vacancies on the Board, the Board may nevertheless act to fill the vacancies, until a quorum may be achieved.
- E. Newsletter. The Board shall arrange for the publication of a Club newsletter, in accordance with Article IX below.
- F. Banquet. The Board is urged to retain the long-standing tradition of holding an annual banquet in January, at which the results of the election pursuant to Article VII are announced and at which authority is symbolically transferred to the new president-elect (“passing the fez”).
- G. Insurance. The Board shall ensure that the Club maintains adequate liability insurance to protect its interests.
- H. Compensation. The members of the Board shall not receive any salary or other compensation for acting as Directors or Officers, but may be allowed expenses, other than for travel to and from meetings, if expenses are incurred in the performance of official duties and such expenses are approved by the Board.

V. OFFICERS

The Club shall have the following officers:

- A. President. The President shall be the principal executive officer of the Club, and shall have administrative control of all Club business, subject to approval of the Board. He or she shall preside at all meetings of the membership, and of all meetings of the Board. The President shall be an *ex-officio* member of all committees.
- B. Vice-President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties and shall have the powers of the President. The Vice-President shall be an *ex-officio* member of all committees and shall act as liaison

between the committees and the President.

- C. Treasurer. The Treasurer shall have custody of, and be responsible for, all funds and securities of the Club; receive and give receipts for all monetary income of the Club; deposit all Club money in such banks or other depositories as may be designated by the Board; and disburse funds by check, as directed by the Board. The Treasurer shall prepare and submit a financial statement consistent with standard accounting practices at each regular meeting of the Board, and upon other occasions as deemed necessary by the Board. In addition, the treasurer shall publish a year-end financial statement for the general membership by the fifteenth of January of the following year, consistent with standard accounting practices and in such form and containing such information as the Board may direct.
- D. Secretary. The Secretary shall keep and maintain a record of all meetings of the Board, and shall be custodian of the corporate records. The Secretary shall conduct the annual election of Officers, per Article VII below.
- E. Trustees. Trustees shall represent the interests of the regular membership.
- F. Other Offices and Committees. The Board may create other offices or committees and appoint regular members to any such office or committee created. Appointment to any other office or committee shall not result in a member not already on the Board being made a part of the Board.

VI. CLUB MEETINGS

- A. Regular meetings of the Club shall be held monthly, except for the month of December, at a time and place designated by the Board. Notice of the time and place of the meeting shall be provided to the membership at least seven days prior to the meeting either by mail, in the Club newsletter or, if the Club maintains a site on the World Wide Web, by posting a notice prominently on the Club's web site.
- B. All members, their families and invited guests are welcome at any meeting.
- C. Special meetings may be called at any time by the President, by any two members of the Board, or upon request of the lesser of either fifteen (15) regular members, or ten percent (10%) of the regular members in good standing. Notice of the time, place and purpose of the special meeting shall be provided to the membership at least five days prior to the meeting either by mail or in the Club newsletter or, if the Club maintains a site on the World Wide Web, at least 48 hours prior to the special meeting by posting a notice prominently on the Club's web site.

VII. ELECTION OR APPOINTMENT OF OFFICERS

- A. Terms of Officers. The Club President, Vice-President, Secretary, Treasurer, and Trustees shall be chosen annually.
- B. Nominations.
1. The Secretary shall announce the opening of nominations for the upcoming election in the Club newsletter and, if the Club maintains a site on the World Wide Web, on the Club's web site, at least six weeks before the end of the year.
 2. Nominations shall be open for at least two weeks after publication of the Club newsletter.
 3. Any regular member may nominate any other regular member, or him- or herself, for any elected office. No member may nominate more than one person per Board position (i.e., one nominee for each office other than Trustee, and four nominees for Trustee). The Board collectively may submit nominations.
 4. A member may be nominated for more than one office.
 5. Nominations shall be delivered to the Secretary in written form or by email.
 6. The Secretary shall ascertain whether each nominee accepts the nomination.
 7. The Secretary shall inform the Board of all nominations no later than the next business day after the end of the nomination period.
- C. Sole Nominees Deemed Elected. If only one person is nominated to an office other than Trustee, the person nominated shall be deemed elected to that the office. If the total number of nominees for Trustee positions is four or less, those nominees shall be deemed elected to positions as Trustees.
- D. Election of Officers. If more than one person is nominated for an office other than Trustee, or more than four persons are nominated for Trustee positions, the Secretary shall hold an election, to which the following procedures shall apply:
1. Ballots shall be disseminated to all regular members entitled to vote. The ballot may be included in the Club newsletter, if the newsletter is printed and mailed, or mailed separately.
 2. Voting shall be as the Secretary may direct; however, regular mail shall be an acceptable means of delivering ballots. Members shall have at least two weeks from the date of mailing to cast ballots.
 3. At the conclusion of voting the ballots shall be tallied and the results announced at the next Club meeting, published in the Club newsletter and, if the Club maintains a site on the World Wide Web, posted prominently on the Club's web site.

- E. Vacancy If No Nominee. If no nomination is received for an office, or less than four nominations are received for Trustees, the position or positions for which there is no nominee shall be considered vacant and may be filled by the incoming Board in accordance with Article IV.
- F. Election to More than One Office. No person may hold more than one Board position at a time. A person elected to more than one position shall choose the office in which he or she shall serve. In the case of an office for which there was a contested election, if the person elected chooses not to accept election to the office, the person with the next highest vote total shall be deemed elected to the office. If there is no such person, the office shall be considered vacant and may be filled by the incoming Board in accordance with Article IV.
- G. Installation. The newly elected Officers shall take their positions at the first Board meeting following their election.

VIII. FISCAL YEAR

The fiscal year of the Club shall begin on January first and end on December thirty-first of each year.

IX. CLUB NEWSLETTER

- A. Name. The name of the Club newsletter shall be *Sotto Veloce*.
- B. Editor. The Board shall appoint an Editor for *Sotto Veloce*, who shall be a regular member of the Club in good standing. The term of appointment shall be as determined by the Board. It shall be the duty of the Editor to collect and/or write material and arrange the same for publication; arrange for printing; arrange for mailing or other means of distribution; and provide all other necessary work, direction, and/or administration required, or as directed by the Board, to assure the regular publication of *Sotto Veloce*. The Editor shall attend all meetings of the Board.
- C. Required Material. The following types of articles and announcements shall be printed, when available, in *Sotto Veloce*: Notices of upcoming meetings; notices of upcoming Club events; results of past events; announcements of opening of nominations for officers; election ballots and notices; proposed amendments to these Bylaws; legal notices.
- D. Distribution. Each issue of *Sotto Veloce* shall be distributed, either physically in printed form or electronically, to each Club member in good standing, and to other persons and/or organizations as the Board may direct, provide, however, that an issue published only electronically need not be distributed to members who fail to provide a valid e-mail address to the Club.

X. SPECIAL REFERENDA

- A. Proposal. A Special Referendum may be called by the Board, or by a petition of at least ten percent (10%) of the regular membership presented to the Secretary.
- B. Procedure. All regular members are entitled to vote on a Special Referendum. The Secretary shall cause the Special Referendum to be distributed to all regular members, along with a ballot.

The Special Referendum and ballot may be included in the Club newsletter, if the newsletter is printed and mailed, or mailed separately. Voting on the Special Referendum shall be as directed by the Secretary. Members shall have at least two weeks from the date of mailing of the Special Referendum to vote. A Special Referendum is approved if the majority of votes cast are in favor of approval.

- C. Results. The Secretary shall tally the votes and inform the Board of the results. The results shall be published in the next issue of the Club newsletter.
- D. Effect. An approved Special Referendum shall take effect immediately, unless the terms of the Special Referendum provide otherwise.

XI. AMENDMENT OF BYLAWS

- A. Proposal. Amendments to these Bylaws may be proposed by the Board, or by a petition of one-fourth of the regular membership presented to the Secretary.
- B. Procedure. All regular members are entitled to vote on any amendment to these Bylaws. The Secretary shall cause any proposed amendment to be distributed to all regular members, along with a ballot. The proposed amendment and ballot may be included in the Club newsletter, if the newsletter is printed and mailed, or mailed separately. Voting on approval of the amendment shall be as directed by the Secretary. Members shall have at least two weeks from the date of mailing of the amendment to vote. An amendment is approved if the majority of votes cast are in favor of approval.
- C. Results. The Secretary shall tally the votes and inform the Board of the results. The results shall be published in the next issue of the Club newsletter.
- D. Effect. An approved amendment shall take effect immediately, unless the terms of the amendment provide otherwise.

Duly accepted and approved this Day of ,20__

President

Vice-President

