

BY-LAWS  
OF  
THE CAPITAL CHAPTER ALFA ROMEO OWNERS CLUB, INC.

Adopted December 3, 2006

ARTICLE I. NAME AND PURPOSES

The name of this non-profit corporation is The Capital Chapter Alfa Romeo Owners Club, Inc., which may be referred to herein as the Chapter. The purposes of the Chapter are to: encourage and promote among owners and fans of Alfa Romeo automobiles a knowledge of the history and traditions of the marque; make available and disseminate technical information useful in maintaining and operating Alfa Romeo cars; promote the safe and enjoyable operation of Alfa Romeo cars; organize social, educational, and amateur sporting events; teach and encourage safe and skillful driving both in competition events and upon the highways; and enhance the benefits of membership in the national Alfa Romeo Owners Club. The Chapter is affiliated with the national Alfa Romeo Owners Club,

ARTICLE II. MEMBERSHIP AND DUES

A. All persons interested in Alfa Romeo automobiles and the purposes of The Capital Chapter Alfa Romeo Owners Club, Inc., with which the Chapter is associated, and who are willing to abide by the rules and regulations of the Chapter and the national Alfa Romeo Owners Club, shall be entitled to membership.

B. Regular Membership: Any member in good standing of the national Alfa Romeo Owners Club who submits an application and pays the required dues and initiation fee, if any, shall be admitted to Chapter membership.

C. Family Membership: A family membership, as recognized by the national Alfa Romeo Owners Club, will entitle two individuals living at the same address to membership

rights including the right of each to participate in Chapter activities and vote in Chapter elections.

D. The amount of the dues and initiation fee, if any, shall be determined by the Chapter. Dues shall be payable on a date determined by the Chapter. Dues billing and payment may be managed through the national Alfa Romeo Owners Club.

E. The Chapter has the authority to determine the amount of any special assessment required of the members to support their participation in special Chapter activities.

F. Honorary Membership: Individuals whose position or past work have been of special significance in advancing the purposes of the Chapter may be elected by the Chapter to honorary membership for the current year. Honorary membership shall entitle the holder to all privileges of regular membership, except for voting.

G. The Chapter, for good cause and after notice and hearing, may suspend or terminate the membership of any person. Any person may voluntarily resign from membership, but such resignation shall not relieve the member from any obligation to pay dues, assessments, or other charges previously accrued and unpaid. Any person more than sixty (60) days in arrears in the payment of dues shall have their membership automatically terminated, but such person shall be automatically reinstated upon payment of all dues, assessments, and other charges previously owing.

### ARTICLE III: OFFICERS

A. The members of the Board of Directors elected by the membership at the annual meeting shall include the following officers: the President, Vice President, Treasurer,

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Secretary, and the immediate Past President (the last President elected prior to the current President). Officers other than the Past President shall serve until a successor is elected. The Past President shall serve until replaced by a new former President. Any dues-paying member may hold more than one elective office on the Board at the same time, except that the offices of President, Vice-President, and Treasurer may not be held by the same person. The affairs of the Chapter shall be managed by its officers and directors. The Board may appoint such other officers and such committees as it deems to be required for the conduct of the activities of the Chapter.

B. Officers Duties:

President: The President shall be the chief executive officer of the Chapter and shall supervise and control all of its business and affairs. The President may call meetings of the Board of Directors or the Chapter and shall preside at all meetings of the Directors or of the Chapter. The President may sign, together with the Secretary, any documents or instruments which the Directors may authorize. The President shall perform all duties incident to the office of President.

Vice-President: In the absence of the President or in the event of his inability to act, the Vice-President shall perform the duties of the President and shall have all the powers of said office. The Vice-President shall also be responsible in the absence of the Secretary or the Treasurer to perform the duties of the Secretary or Treasurer.

Treasurer: The Treasurer shall have custody of and be responsible for all funds and financial or other assets of the Chapter, receive and sign receipts for all payments to the Chapter, deposit all such payments in the name of the Chapter in such banks or other depository institutions as the Chapter may designate, and sign checks for payment of Chapter expenses upon authorization of the Directors. The Treasurer shall

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present a statement reflecting the financial status of the Chapter at meetings of the membership and the Directors and perform all duties incident to the office of Treasurer.

Secretary: The Secretary shall keep the minutes of Chapter meetings and Directors meetings in the books provided for that purpose, ensure that all notices required by law and/or by these By-Laws are properly given, keep a register of the mailing address provided by each member, and perform all duties incident to the office of Secretary.

#### ARTICLE IV: BOARD OF DIRECTORS

A. The Chapter President, Vice President, Treasurer, Secretary, and Past President are members of the Board of Directors.

B. The Board of Directors shall also include two Directors at Large which will be elected with the officers at the annual meeting. The Directors at Large shall serve a term of two years which shall be staggered such that one Director at Large is elected at each annual election meeting. At the initial election for Director at Large, one Director shall be elected for a term of one year and the other shall be elected for a term of two years.

C. The Board of Directors shall have the authority to remove an officer for cause after notice to the officer and to the membership. Any action to remove an officer shall require an affirmative vote of at least five members of the Board.

#### ARTICLE V: MEETINGS

A. Chapter meetings shall be held monthly, generally on the evening of the first Monday of the month, except when Chapter meetings are combined with social events held on a weekend. Notice of the date, time, and location of membership meetings shall be provided in the Chapter newsletter.

B. A regular election meeting shall be held annually in the month of December for the election of Chapter directors and officers. Notice of the date, time, and location of the annual election meeting shall be given to the Chapter members by first class mail sent to their address of record at least seven days in advance of the election meeting. Other meetings may be held at the request of the President or of any two officers upon reasonable notice.

#### ARTICLE VI: VOTING AND ELECTIONS

A. Voting: Since notice is given of all Chapter meetings, a quorum for the conduct of business at such meetings shall be the number of members in attendance at such meeting provided at least ten members are present, except where otherwise provided in these By-laws. If less than ten members are present, a vote on matters under consideration will be deferred to a future meeting. When there is a quorum present, the vote of a majority shall constitute the action of the Chapter.

B. Elections: The election of Chapter directors and officers shall be held annually at the December Chapter meeting. The officers shall post notice in the newsletter the month before the election meeting soliciting volunteers to serve as officers. At the election meeting or before, the officers shall submit a slate of one or more candidates for each elected office. Additional nominations may be made by Chapter members at the election meeting prior to the vote for each elective office. Vacancies may be filled by interim election at any Chapter meeting following reasonable notice to the membership.

#### ARTICLE VII: GENERAL PROVISIONS

A. Annual Budget: By the time of the March Chapter meeting the Board of Directors shall submit to the membership an annual budget for the Chapter.

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B. Calendar of Events: By the time of the March Chapter meeting the Board of Directors shall submit an annual calendar of Chapter events for the year.

#### ARTICLE VIII: AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended, or repealed and replaced with new By-Laws by a vote of a majority of the Chapter members present at a regular meeting, provided that written notice of the intent to consider amendments to, alteration of, or repeal and adoption of new By-Laws at the meeting is provided to the membership. For the purposes of amendment, alteration, replacement or repeal of the By-laws, a quorum of Chapter members shall be ten percent of the Chapter membership.

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