

**BY-LAWS  
OF  
ALFA ROMEO OWNERS CLUB OF OREGON, INC.**

**ARTICLE I**

PURPOSES

The purposes of the Alfa Romeo Owners of Oregon, hereinafter referred to as the Corporation, are to make available to owners of Alfa Romeo automobiles and other interested individuals wherever the operation and enjoyment of these automobiles primarily as an amateur sport; to encourage the efficient and proper operation and preservation of these automobiles; and to teach, promote and encourage safe driving both in competitive events and upon the public highways.

The Corporation also has such powers as are now, or may hereafter, be granted by the Oregon Business Corporation Act and specifically Chapter 61 of Oregon Revised Statutes governing the operation of private Corporations of the State of Oregon.

**ARTICLE II**

OFFICES

The Corporation shall have and continuously maintain in this state a registered office and registered agent, whose office is identical with such registered office, and may have other offices within or without the State of Oregon as the board of directors may from time to time determine.

**ARTICLE III**

MEMBERS

***Section 1:*** Classes of Members

The Corporation shall have classes of members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

1. Regular members shall have voting privileges and shall be owners of or persons interested in Alfa Romeo automobiles or vehicles made, manufactured or sold by Alfa Romeo factory, its' subsidiaries, or sales and marketing organizations.
2. Honorary members who shall have no voting rights or privileges may be selected by the board of directors of the Corporation not to exceed fifteen (15) per annum. Such members should be selected to enhance communications between the club and related parties, but are restricted from serving on any boards or committees.

***Section 2:*** Membership

Any interested person may apply for membership through the membership chairperson and by payment of the current annual dues to the membership chairperson.

***Section 3:*** Voting Rights

Each regular member shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 4:** Termination of Membership

The board of directors, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at a regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XII of these by-laws.

**Section 5:** Resignation

Any member may resign by filing a written resignation with the secretary, 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 6:** Reinstatement

Upon written request signed by a former member and filed with the secretary, the board of directors may by the affirmative vote of two-thirds of the members of the board reinstate such former member to membership upon such terms as the board of directors may deem appropriate.

**Section 7:** Transfer of Membership

Membership in this Corporation is not transferable or assignable.

## ARTICLE IV

### MEETINGS OF MEMBERS

**Section 1:** Annual Meeting

An annual meeting of the members shall be held at the regular November meeting each year, for the purpose of electing the board of directors and for the transaction of such other business as may come before the meeting.

**Section 2:** Regular meetings

Regular meetings of the members shall be held monthly at a time and place selected by a two-thirds (2/3) vote of the board of directors.

**Section 3:** Special Meetings

Special meetings of the members may be called either by the president or by the board of directors. Special meetings may also be called by members of the Corporation having one-twentieth (1/20) of the votes entitled to be cast at such meeting.

**Section 4:** Place of Meeting

The board of directors may designate any place, either within or without the State of Oregon, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Oregon, provided, however, that if all of the members shall meet at

any time and place, either within or without the State of Oregon, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

**Section 5:** Notice of Meeting

Written or printed notice stating the place, day and hour of any meeting of members shall be delivered personally, or by mail, telephonic or electronic means, or by notice in the organization's newsletter to each member entitled to vote at such meeting, not less than seven, not more than fifty days before the date of such meeting, by or at the direction of the president, or the secretary, or the offices or persons calling the meeting. In case of a special meeting or when required 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 addressed to the member at their address as it appears on the records of the Corporation, with postage thereon prepaid. If by other means, the notice shall be deemed delivered when sent.

**Section 6:** Quorum

A quorum shall be declared if one-fifth (1/5) of the regular members or fifteen (15) of such members, whichever is the lesser, is present at such meeting. A proxy vote counts as a member present for the purpose of establishing a quorum.

**Section 7:** Proxies

At any meeting of members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution unless otherwise provided in the proxy. No proxies shall be given to or voted or used by any person who is not another member of Alfa Romeo Owners Club of Oregon.

## ARTICLE V

### BOARD OF DIRECTORS

**Section 1:** General Powers

The affairs of the Corporation shall be managed by its board of directors.

**Section 2:** Election of the Board of Directors

The number of directors shall be ten. Each director shall hold office for two years. Five directors shall be elected by the regular members at each annual meeting in November. The past president of the club shall be an ex-official member of the board of directors and shall have the right to vote in the case of a tie.

**Section 3:** Annual Meetings

An annual meeting of the board of directors shall be held without other notice than this by-law at the business meeting following the annual meeting of members.

**Section 4:** Regular Meetings

Regular meetings of the board of directors shall be held by resolution of the board of directors at a time and place, either within or without of the State of Oregon.

**Section 5:** Special Meetings

Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Oregon, as the place for holding any special meeting of the board called by them.

***Section 6:*** Notice

Notice of any special meeting of the board of directors shall be given at least two days previously thereto by written notice delivered personally or by mail, personally, or by mail, telephonic or electronic means, or by notice in the organization's newsletter to each director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If by other means, the notice shall be deemed delivered when sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

***Section 7:*** Quorum

A majority of the board of directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than said number of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

***Section 8:*** Manner of Acting

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, except where otherwise provided by law or by these by-laws. If absent, a director may, by writing in advance of the meeting on paper, fax or email, grant his or her vote by proxy to a second director. A proxy vote counts as a director present for the purpose of establishing a quorum. Between meetings, upon the call of the President or any two members of the board, the board may act by a vote of a majority of the directors conducted by mail, telephonic, electronic or other means.

***Section 9:*** Vacancies

Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Said vacancy shall be filled by a majority vote of the remaining directors.

***Section 10:*** 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, if any, may be allowed for attendance at each regular or special meeting of the board; provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

## **ARTICLE VI**

### **OFFICERS**

***Section 1:*** Officers

The officers of the Corporation shall be a president, a vice president, a treasurer, and a secretary. The board of directors may elect or appoint such other officers of the Corporation, including but not limited to a safety chairperson, a competition chairperson, one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board of directors. Any two or more offices may be held by the same person, except the offices of president and secretary.

***Section 2:*** Election and Term of Office

The officers of the Corporation shall be elected annually by the board of directors at the board meeting following the annual business meeting of the Corporation. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any regular meeting of the board of directors. Each officer shall hold office until his/her successor shall have been duly elected.

***Section 3:*** Removal

Any officer or agent elected or appointed by the board of directors may be removed by action of the board of directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

***Section 4:*** Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term. Said vacancy shall be filled by a majority vote of the directors.

***Section 5:*** President

The president shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. They shall preside at all meetings of the members and of the board of directors. They may sign, with the secretary or any other proper officer of the Corporation authorized by the board of directors, any deeds, mortgages, bonds, contracts, or other instruments which the board of directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these by-laws or by statute to some other officer or agent of the Corporation; 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 6:*** Vice President

In the absence of the president or in the event of his/her inability or refusal to act, the vice president (or in the event there be more than one vice president, the vice presidents, in the order designated, or in the absence of any designation, then in the order of their election) 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 them by the president or by the board of directors.

***Section 7:*** Treasurer

If required by the board of directors, the treasurer, shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the board of directors shall determine. They shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give

receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies 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 VIII of these by-laws; and in general perform all 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, including the timely filing of any tax forms as required by local, state, or federal governments. A complete report of all financial planning and activity shall be kept current and made available to any member of the Corporation upon their request. A report from the treasurer stating the financial position of the Corporation shall be published no less than once a year and distributed to each member. This report shall follow the completion of annual tax filing requirements for the Corporation.

***Section 8:*** Secretary

The secretary shall keep the minutes of the meetings of the members and of the board of directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents; the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register, unless such register is maintained by the Membership Chairperson, of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to them by the president or by the board of directors. All records shall be available to any member of the Corporation upon request. Corporate records shall be kept in duplicate in a secure location as insurance against loss of the originals.

***Section 9:*** Assistant Treasurers and Assistant Secretaries

If required by the board of directors, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the board of directors shall determine. The assistant treasurer shall perform such duties as shall be assigned by the treasurer or by the president of the board of directors. The assistant treasurer shall not have the authority to disperse general funds and may only work within the scope granted for a specific activity. A complete report of all financial planning and activity shall be kept current and made available to any member of the Corporation upon their request. The assistant secretary shall perform such duties as shall be assigned by the secretary or by the president of the board of directors. The assistant secretary shall keep minutes of any and all activities of such committees to which assigned and said records shall be kept current and made available to any member of the Corporation upon their request.

***Section 10:*** Safety Chairperson

The safety chairperson shall be responsible for the organization of tech inspection crews at all club events where the cars will be driven on a racetrack. They will also be in charge of all safety equipment required at these events and ensure that the proper use of safety equipment known to all concerned.

***Section 11:*** Competition Chairperson

The competition chairperson shall provide advice and instructions to the members on the proper and safe use of cars on the racetrack. These activities shall be coordinated with the safety chairperson.

***Section 12:*** Liability of Directors and Officers

The directors and officers of the Corporation shall not be liable to any of the members for loss or damage of personal property, or for any injury of death as a result of participation by any member in events organized by the Corporation.

## ARTICLE VII

### COMMITTEES

#### ***Section 1:*** Committees of Directors

The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, with assistant secretaries and assistant treasurers representing the Corporation. Which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed upon it or them by law.

#### ***Section 2:*** Major Public Events

The board of directors may establish one or more committees to manage events on behalf of the Corporation. The board shall appoint from among the membership of the corporation a chairperson for each such committee who will be responsible to the board and have authority to collect and disperse funds necessary for the operation of the event. The chairperson shall be responsible for conducting the event, maintaining all financial records associated with the event, providing financial reports to the Treasurer of the Corporation in a timely fashion and no later than January 31 of the year after which such an event is held, and maintaining liability and other appropriate insurance coverage for the event.

#### ***Section 3:*** Other Committees

Other committees not having and exercising the authority of the board of directors in the management of the Corporation may be designated by a resolution adopted by the majority of a quorum of the directors present in such resolution, members of each such committee shall be regular members of the Corporation, and the president of the Corporation shall appoint the members thereof. Any member thereof may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

#### ***Section 4:*** 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 their 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 5:*** Chairpersons, Assistant Secretary, Assistant Treasurer

Required members of each committee shall be appointed by the President of the Corporation to fulfill the duties of Chairpersons, Assistant Secretary, and Assistant Treasurer.

#### ***Section 6:*** Vacancies

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

#### ***Section 7:*** Quorum

Unless otherwise provided in the resolution of the board of directors designating a committee, a 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 8:*** Rules

Each committee may adopt rules for its own governance not inconsistent with these by-laws or with rules adopted by the board of directors.

## **ARTICLE VIII**

### **CONTRACTS, CHECKS DEPOSITS AND FUNDS**

***Section 1:*** Contracts

The board of directors may authorize any officer or officers, agent or agents 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:*** Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors. In the absence of such determination by the board of directors, such instruments shall be signed by the treasurer or an assistant treasurer and counter-signed by the president or a vice president of the Corporation.

***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 other depositories as the board of directors may select. All financial accounts shall have at least the current President and Treasurer among the signatories. While committees may, in the course of executing corporate business, hold additional accounts, all excess monies derived from the activities of any committee shall be deposited into a corporate savings account.

***Section 4:*** Gifts

The board of directors may accept on behalf of the Corporation any contribution, gift, request or devise for the general purposes or for any special purposes of the Corporation.

***Section 5:*** Disbursements

Disbursements of monies that may be above and beyond the usual operation of the business of the Corporation shall be voted on by a majority of the board of directors of the Corporation. Disbursements for motor sport activities executed by committee shall be made in advance of said planned activity with all excess, or profit, returned to the Corporation's general fund at the conclusion of such activities. Under no conditions, shall this be done less than annually, unless specifically authorized by a vote of the board of directors.

## **ARTICLE IX**

### **CERTIFICATES OF MEMBERSHIP**

**Section 1:** Certificates of Membership

The board of directors may provide for the issuance of certificates evidencing membership in the Corporation which shall be in such form as may be determined by the board. Such certificates shall be signed by the president or a vice president. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the board of directors may determine.

**Section 2:** Issuance of Certificates

When a member has been elected to membership and had paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Treasurer, if a board of directors shall have provided for the issuance of certificates of membership under the provision of Section 1 of this article.

**ARTICLE X**

BOOKS & RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its' members, board of directors and committees having any of the authority of the board of directors, and shall keep at the registered or principal office 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. Certain critical duplicate records shall be made and preserved in a secure location by the secretary as insurance against loss or damage of the original documents. Notice of that location shall be made in the board meeting minutes.

**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 in each year.

**ARTICLE XII**

DUES

**Section 1:** Annual Dues

Dues shall be payable on the anniversary date of the membership for all members.

**Section 2:** Payment of Dues

The method of payment, either directly to the treasurer or through the (national) Alfa Romeo Owners Club, shall be determined by the board of directors.

**Section 3:** Default and Termination of Membership

When any member of any class shall be in default in the payment of dues for a period of one (1) month from the beginning of the period for which such dues became payable, their membership may thereupon be terminated by the board of directors in the manner provided in Article III of these by-laws.

### **ARTICLE XIII**

#### SEAL

The board of directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation, and the words "Corporate Seal, Oregon."

### **ARTICLE XIV**

#### WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of the General Not For Profit Corporation Act of Oregon or under the provisions of the articles of incorporation or the by-laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **ARTICLE XV**

#### AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of members voting at a regular membership meeting or by special meeting at which a quorum is present, provided that at least one month's notice is given of intention to alter, amend or repeal or to adopt new by-laws at such meeting to each member of the Corporation.

(Last amended: July 7, 2006)