

*DESERT ALFAS, INCORPORATED*  
(A Chapter of ALFA ROMEO OWNERS CLUB-USA)

BY – LAWS

I

**NAME**

The name of this organization shall be Desert ALFAS, Incorporated, hereafter referred to as *the Chapter*.

II

**PURPOSE**

The purposes of the Chapter are to be consistent with Alfa Romeo Owners Club, hereafter referred to as AROC-USA or the Club; to encourage the efficient and proper operation and maintenance of Alfa Romeo automobiles; to seek out and to exchange among the membership and others, historical, technical and mechanical information regarding such automobiles; to promote and encourage safe driving on the public highways; and to encourage fellowship among Alfa Romeo enthusiasts.

The Chapter also has such powers as are now or may hereafter be granted by the Secretary of State in the State of California under 501(c)(7) regulations.

III

**MEMBERSHIP**

- A. Members. All persons interested in the purposes of AROC-USA and the Chapter who are willing to abide by their rules and regulations shall be entitled to membership. Each member shall have one vote in matters submitted to a vote of the members, and shall be entitled to a certificate evidencing membership. Membership shall not be transferable or assignable.
- B. Admission. Any person qualified for membership who submits an application as prescribed by AROC-USA and pays the required dues shall be admitted to membership.

IV

**DUES AND ASSESSMENTS**

The dues and initiation fee, if any, shall be determined by AROC-USA. Dues shall be payable annually, unless the Club shall otherwise determine. A fixed proportion of the dues AROC-USA receives from any member shall be remitted to the Chapter to be used for chapter purposes. Additional chapter dues may be assessed at the discretion

of the Chapter board. The Club and/or the Chapter may assess members for the privilege of attending special club or chapter events.

## V

### BOARD OF DIRECTORS

- A. The affairs of the Chapter shall be managed by its board of five elected directors, hereafter referred to as the board. They shall be officers (president, vice president, treasurer, secretary), and a director-at-large.
- B. Tenure and Qualifications.
  - a. The elected Board shall determine which of its members shall best serve the Chapter as President, Vice-President, Secretary, Treasurer, and Director-at-Large.
  - b. The Board shall consist of the elected officers and any additional appointed non-voting chairs. Appointments of chairs shall be confirmed by the board.
  - c. Except for the president, elected officers may hold two positions concurrently.
- C. The board shall hold meetings and a report of each meeting shall be made at the next regular meeting of the membership and posted on the chapter website. Meetings of the board may be called by or at the request of the president or any elected board members.
- D. A majority of elected board members shall constitute a quorum for the transaction of business at any meeting of the board with a minimum of three directors in attendance.
- E. An officer vacancy occurring in the board shall be filled by a majority vote of members present at a meeting of the membership. An officer elected to fill a vacancy shall be elected for the unexpired Board term of the predecessor.

## VI

### OFFICERS

- A. General. The officers of the Chapter shall be a president, a vice president, a treasurer, and a secretary.
- B. Election and Term. The Board of Directors of the Chapter shall be elected annually by the membership according to the two-year rotation.

- C. President. The president shall be the principal executive officer of the Chapter and shall in general, supervise the business and affairs of the chapter. The president shall preside at all meetings of the board, and in general, shall perform all duties incident to the office of the president and such other duties as may be prescribed by the board from time to time.
- D. Vice-President. In the absence of the president or in the event of the president's 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 the board.
- E. Treasurer. The treasurer shall have charge and custody of and be responsible for all the funds and securities of the Chapter; receive and be authorized to give receipts as necessary for money due and payable to the Chapter from any source whatsoever, and deposit all such monies in the name of the Chapter in such banks, trust companies or other depositories as the board may select. The treasurer shall perform all the duties incident to the office of the treasurer and such other duties as from time to time may be assigned by the president or by the board. The treasurer shall give bond, at the expense of the chapter, in the amount designated by the board.
- F. Secretary. The secretary shall keep the minutes of the meetings of the membership and of the board; 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 chapter records and keep a register of the contact information of each member which shall be furnished by the AROC-USA Administrator; and in general, perform all duties as from time to time may be assigned by the president or the board.
- G. Director-at-large: Shall perform duties and assist other Board members as decided by the Board.

## **VII**

### **ELECTIONS**

- A. All members and spouses/partners may be officers or board members. Nominations for board will be opened at least 45 days in advance of the annual meeting. Nominations will be closed at least 15 days in advance of the annual meeting at which time voting will occur. Nominations may be submitted electronically or from the floor by any voting member provided the consent of the nominee member has been secured.
- B. Directors may succeed themselves in office upon re-election.
- C. Election shall be by ballot, provided that when there is but one nominee for an office, the secretary may be instructed to have a voice vote. A majority vote of those qualified to vote and voting shall constitute an election.

- D. Term of Service: A term shall consist of two years. For the purposes of continuity, three Directors shall be elected for a two year term in odd numbered years (2019, 2021, etc.), and two Directors shall be elected for a two year term in even numbered years (2020, 2022, etc.). To start this rotation for the initially elected Directors, the top three vote-getters will serve two-year terms, the fourth and fifth for one year.

Vacancies may be filled or new officers created and filled at any Chapter meeting. Any board member may be removed by a majority vote of the quorum of Chapter members present when, in their judgement, the best interests of the Chapter would be served thereby.

## **VIII**

### **MEETINGS**

- A. Time and Place. The annual meeting of the membership shall be held in March, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The board may designate any place in the State of California as the place of meeting for any meeting called by the board. Meetings may be called either by the president, the board, or not less than 25% of the members having voting rights.
- B. Notice. Written or electronic notice stating the place, day and hour of any meeting shall be delivered to each member entitled to vote, no less than seven days before the date of such a meeting, by or at the direction of the president, or the secretary, or the officers or persons calling the meeting.

## **IX**

### **GENERAL PROVISIONS**

- A. Checks. All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Chapter, shall be signed or otherwise approved by the treasurer or the president.
- B. Deposits. All funds of the Chapter shall be deposited from time to time to the credit of the chapter in such banks, trust companies or other depositories as the board may select.
- C. Contracts. In addition to the officers authorized by these by-laws, the board may authorize any officer or officers, agent or agents of the Chapter to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Chapter and such authority may be general or confined to specific instances.
- D. Certificates. When a member has paid any dues that may be then required, a certificate of membership shall be issued in the member's name and delivered to the member by AROC-USA.

- E. Fiscal Year. The fiscal year of the Chapter shall begin on the first day of January, and end on the last day of December each year.
- F. Emblem. The Chapter emblem shall be a distinctive design selected by the board. Members may acquire and use the emblem provided it is used in good taste and is not used for their monetary advantage.
- G. Rules of Order. The Rules of Parliamentary Procedure comprising Robert's Rules of Order Revised shall govern the Chapter in the transaction of all business not otherwise herein provided for.
- H. Seal. The board shall provide a Chapter seal which shall be in the form of a circle and shall have inscribed words put forth by the directors.

## **X**

### **AMENDMENTS OF BY-LAWS**

- A. These by-laws may be altered, amended or repealed and new by-laws may be adopted by a 2/3 majority of the members present at any meeting, provided that at least 30 days notice is given of intention to alter, amend, repeal or adopt new by-laws at such meeting.
- B. These by-laws may also be altered, amended or repealed and new by-laws may be adopted by unanimous agreement of the board. Notice of such amendment must be given at least 30 days prior to a regular meeting or a special meeting, and provided further that such amendments may be nullified or cancelled by a 2/3 majority of the members present at said regular or special meeting.