

# **NORTHWEST ALFA ROMEO CLUB, INCORPORATED**

*(A Chapter of ALFA ROMEO OWNERS CLUB-USA)*

## **BY – LAWS**

### **1. NAME**

The name of this organization shall be the NORTHWEST ALFA ROMEO CLUB, INCORPORATED, hereafter referred to as NWARC. NWARC is a chapter of Alfa Romeo Owners Club-USA, hereafter referred to as AROC-USA.

### **2. PURPOSE**

*To enhance the experience of owning and driving Alfa Romeos while increasing awareness of the marque's heritage and the unique soul of its cars.*

NWARC also has such powers as are now or may hereafter be granted by Chapter 24.03A (Washington Nonprofit Corporation Act) of the Revised Code of Washington (RCW).

### **3. MEMBERSHIP**

- A. **Members.** All persons interested in the purposes of AROC-USA and NWARC 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.
- C. **Member Restrictions or Cancellation.** Any member whose actions are deemed to be contrary to the safety of themselves or others, or damaging to the overall purpose of NWARC, may be restricted from events or have their NWARC membership canceled by a vote of the Board. In the case of a cancellation of membership in NWARC, no fees will be returned, but the member's NWARC affiliation will be removed within AROC-USA.

### **4. DUES AND ASSESSMENTS**

The dues and initiation fee, if any, shall be determined by AROC-USA. Dues shall be payable annually, unless AROC-USA shall otherwise determine. A fixed proportion of the dues AROC-USA receives from any member shall be remitted to NWARC to be used for NWARC purposes. AROC-USA and/or NWARC may assess members for the privilege of attending special AROC-USA or NWARC events.

## **5. BOARD OF DIRECTORS**

A. **Duties.** The affairs of NWARC shall be managed by its board of directors, hereafter referred to as the Board. It shall be the responsibility of the Board to determine all matters of NWARC policy. The Board shall insure the proper conduct of the administrative affairs of NWARC, the fulfillment of duties by its officers, and compliance with these bylaws.

B. **Composition of the Board.** The Board shall consist of the following:

- **Elected** Officer positions: President, Vice-President, Secretary, Treasurer.
- **Appointed** Officer positions: Communications Director, Activities Coordinator, Corsa Director, and Membership Coordinator. Appointments of non-elected Directors shall be confirmed by the Board.

The composition of the Board may be changed by the Board, or by amendment of these bylaws, as deemed necessary to carry out the business of running NWARC, provided, however, that there shall be no fewer than five (5) Officers.

C. **Eligibility.** All NWARC Officers, whether Elected or Appointed, shall also be Directors on the Board. Only Officers may be Directors. All Officers must be members in good standing of NWARC.

D. **Term.** The term of each Director shall be for one year. Any individual may serve an unlimited number of years as a Director.

E. **Board Meetings.** The Board shall hold meetings and a summary of each meeting shall be made at the next regular meeting of the membership. Minutes from each meeting will be kept by the Secretary and be available upon request to all members. Official meetings of the Board may be called with a minimum of seven (7) days notice, or 24-hour notice in the event of exigent circumstances, by or at the request of the President or any two officers. Meetings may be held by telephone, e-mail, video conference, or any other medium agreed to by two-thirds of the Board.

F. **Quorum.** A majority of Board members shall constitute a quorum for the transaction of business at any official meeting of the Board. The Board may continue to conduct business until adjournment, so long as a quorum remains present.

G. **Voting.** Each Director shall be entitled to one vote on all matters before the Board. In the case of multiple people sharing an officer role, their collective choice represents a single vote. There shall be no voting by proxy. All matters before the Board shall be decided by a majority vote of those directors present in person, whether physically or on a voice or video conference call, provided no matter may be approved with less than three (3) affirmative votes. No single individual, by virtue of holding multiple Board positions shall have more than one vote on the Board.

H. **Action without meeting.** Any action required to be taken at a meeting of the Board, or any other action which may be taken at a meeting of the Board, may be taken without a meeting, if a consent in writing or electronic means describing the action to be taken shall be agreed to by a quorum of the Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

## 6. OFFICERS

- A. **Officers.** The Officers positions of NWARC shall consist of the Elected Officers (elected by NWARC membership) which shall be President, Vice-President, Secretary, and Treasurer, the Appointed Officers (as specified below), and any additional officer positions as may be created by the Board or created by amendment of these by-laws. The Officers shall be responsible for implementing the decisions of the Board.
- B. **Eligibility.** Any member in good standing of NWARC may serve as an Officer.
- C. **Term.** Officers shall be elected or appointed for a one-year term which will run concurrently with the Fiscal Year.
- D. **Vacancy.** In the case of a vacancy prior to the end of the term of an Officer, the Board will elect a person to complete the existing term.
- E. **Duties - Elected Officers:**
  - 1. **President.** The President shall be the principal executive officer of NWARC and shall in general supervise the business and affairs of NWARC. 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. The President is responsible for the location and establishment of regular Board meetings. Presidential approval is required for all expenditures. The President can approve total expenditures up to \$7000 within each month without advance vote from the Board, provided such expenditures are subsequently approved by the Board.
  - 2. **Vice-President.** In the absence of the President or in the event of the President's inability or refusal to act and upon approval by the Board, 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. The Vice-President is responsible for the location and establishment of optional monthly membership meetings and coordination of any meeting-related expenses through the Treasurer.
  - 3. **Treasurer.** The Treasurer shall be responsible for all the funds and securities of NWARC, receive and be authorized to give receipts as necessary for money due and payable to NWARC from any source whatsoever, and deposit all such monies in the name of NWARC 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. When requested, the Treasurer will establish insurance for all driving-related events, as well as provide financial reports upon request of the President or quorum of the Board including an annual report covering the previous calendar year that is to be available upon request for NWARC members and the WA Secretary of State. The Treasurer may authorize additional NWARC members to perform tasks on behalf of NWARC in select transactions or fiscal duties.
  - 4. **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 annual reports, NWARC records and 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.

**F. Duties - Appointed Officers:**

1. **Communications Director.** Responsibilities include the production and distribution of printed and digital NWARC newsletters, branded NWARC communications including a website, social media messaging, web-based communications and keeping a register of the contact information of each member which shall be furnished by the AROC-USA Administrator and used to communicate NWARC information to all members. The Communications Director will work closely with the Board and Treasurer regarding expenditures reporting and with the Activities Coordinator regarding scheduling and planning, and in general perform all duties as from time to time may be assigned by the President or the Board. The Communications Director may authorize additional NWARC members to perform tasks on behalf of NWARC regarding communications online or print.
2. **Activities Coordinator.** The Activities Coordinator will be responsible for the overall calendar of official NWARC events to ensure event ownership, timing, finances, and communications meet agreed-upon standards and have no conflicts. These standards will be set and agreed to by the Board. Communications will include sharing the information with AROC-USA when prior notice allows inclusion in Alfa Owner magazine. The Activities Coordinator will work closely with the Communications Director to ensure consistent, efficient, and thorough messaging.
3. **Corsa Director.** The Corsa Director shall be responsible for all track events, skills schools, and instructor development. This includes adhering to the safety guidelines provided by AROC-USA provided insurance as well as shared 'industry' practices. The Corsa Director may appoint additional NWARC members to a Corsa Committee, which shall work in support of the Corsa Director role. The Corsa Director will work closely with the Board on expenditures, expectations for both track and school needs and results.
4. **Membership Coordinator.** The Membership Coordinator shall be responsible for the welcoming of all new members and assisting in member retention tasks.

## ***7. ELECTIONS***

- A. Nominations will open for elected Officer roles on the first day of October and remain open until one week before the date set for the election.
- B. Election shall be by ballot when there are multiple nominees for a single Officer position. Voting shall be by voice vote when there is only one nominee for an office. Select use of online voting may be considered an option upon approval by the Board if the online tool is available to a majority of the members. A majority vote of those qualified to vote and voting shall constitute an election. Elections shall be held each November.

## **8. MEETINGS**

- A. **Time and Place.** The annual meeting of the membership shall be held in November, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. Additional meetings may be called either by the President, the Board, or not less than one-tenth of the members having voting rights. The Board may designate any place in the State of Washington as the place of meeting for any meeting called by the Board.
- B. **Notice.** Written, printed, or e-mailed notice stating the place, day and hour of any meeting shall be delivered to each member entitled to vote, no less than five days before the date of such a meeting, by or at the direction of the President, Vice-President, or the Officers or persons calling the meeting.

## **9. 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 NWARC, shall be signed or otherwise approved by the Treasurer or the President.
- B. **Deposits.** All funds of NWARC shall be deposited with reasonable promptness to the credit of NWARC 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 NWARC to enter into any contract or execute and deliver any instrument in the name of and on the behalf of NWARC and such authority may be general or confined to specific instances.
- D. **Certificates.** When a member has paid any required dues, 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 NWARC shall begin on the first day of January, and end on the last day of December each year.
- F. **Emblem.** The NWARC emblem shall be a distinctive design selected by the Board. Members may acquire from the Communications Director and use the emblem provided with the intent that it be applied in good taste and not be used for their personal monetary advantage.
- G. **Rules of Order.** The Rules of Parliamentary Procedure comprising Robert's Rules of Order Revised shall govern NWARC in the transaction of all business not otherwise herein provided for.
- H. **Conflict of interest.** No Director or Officer shall have any personal or corporate financial interest in any transaction with or on behalf of NWARC, without first disclosing the interest in advance and in writing to the Board. Any such conflicted Officer shall not vote on any issue affected by that conflict. Violation of this provision shall be grounds for removal.
- I. **Fiduciary Duty.** Each Director and Officer, when discharging their duties, shall act: (a) In good faith; (b) With the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) In a manner the officer reasonably believes to be in the best interests of NWARC and its members.

## **10.        *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.

- Original dated at Seattle, WA 11 May 1965
- Amended date at Seattle, WA 15 March 1985
- Retyped at Kirkland, WA 21 October 2007
- Amended at Kirkland, WA 10 October 2017
- Amended March 22, 2023, by Jon Inge, David James, and Fred Russell.