

ALFA ROMEO OWNERS CLUB



Policies and Procedures

Not set forth in the By-laws

Originally accepted by the Board of Directors, July 1984

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A. ALFA OWNER MAGAZINE

1. Advertising – Commercial

Acquisition of commercial advertising is the responsibility of AROC. A volunteer will assist the AROC Treasurer in managing the process of acquiring ads. Any revenue from advertising acquired by the publisher may be split with the publisher, or any other agent, at a rate to be approved by the Board and included in that solicitor's contract.

2. Advertising – Membership

Members of AROC and non-members are allowed to advertise Alfa related items "for sale" or "wanted" in **ALFA OWNER**. The guidelines for these ads are set forth on the Classified page of the **OWNER**. At the Board's discretion, a fee for non-commercial classified advertisements submitted by non-members, or ads with special features such as illustrations, may be set and collected. At the Board's discretion, a fee for noncommercial classified advertisements submitted by non-members, or ads with special features such as illustrations or photos, may be set and collected.

3. Advisory/Oversight/Liaison

The Vice President, acting as Liaison from the Board of Directors, will work with the Publisher/Editor of the **ALFA OWNER** Magazine to oversee the magazine's content, correctness, focus and timely delivery. The Liaison will act as a Mediator to solve problems between the publisher and AROC, or any of its members. The Liaison will provide feedback, review general and club-related articles, help to choose appropriate material from Chapter newsletters, and help craft a long-term focus for the **OWNER**. Additionally, the Liaison will provide editorial advice to the **OWNER's** Editor, on an as-needed basis. Should any material be reprinted from any other publication, permission must be obtained from the author or photographer for the reprinting of that material. See also Board of Directors, Sec D-7.

4. Contract

A contract is maintained between AROC and the publisher of the **ALFA OWNER** Magazine setting forth rates of cost and parameters of responsibility.

5. Contract Negotiations

During **ALFA OWNER** contract negotiations, the President will delegate one or more additional Directors, the Vice President, and other expert club members, as-needed, to form a Negotiation Team. The Negotiation Team's charge is to negotiate a new contract with the Publisher, or if required, choose a new Publisher. All actions of the Negotiation Team are subject to Board review and ratification.

6. Editorial content

It is the purpose of **ALFA OWNER** to publish material with Alfa Romeo or automobile-related content. There shall be no publication of religious or political views except when such items deal directly with the operation or licensing of vehicles or drivers. The “Letters to the Editor” section of the magazine will carry a disclaimer stating that opinions are solely those of the author. See also Chapters, section E-2.

7. Library

Back issues of **ALFA OWNER** are stored in the National Office and can be ordered through the AROC Administrator.

8. Mailing

The mailing deadline for the **ALFA OWNER** is specified in the contract with the Publisher. Directors and First Class receive the **OWNER** in an envelope First Class. Overseas members receive the **OWNER** in an envelope Printed Matter. General membership receives the **OWNER** with an address label and no covering.

Members living in the US can pay a current mailing cost at the time of renewal to receive their **OWNER** First Class in an envelope if they wish.

Pricing for overseas members varies by area reflecting postage costs.

International Air Mail service is offered at additional cost varying by postage costs. AROC maintains a complimentary (Comp) list which includes other national AROC groups, the Library of Congress, Honorary members, and other miscellaneous recipients.

9. Publisher

The Publisher of **ALFA OWNER** is selected by a Negotiation Team of Directors and club members appointed by the President. AROC is bound to the Publisher by an annual contract. The specific rate schedule is outlined in the contract. The Publisher is fully accountable for the budget of the **OWNER**. The Publisher or his representative is required to attend the annual Director’s meeting, and to attend the National Convention for the purpose of writing a pictorial article.

10. Purchase of Issues

1985 and newer back issues of the **ALFA OWNER** are sold for \$4.00 each. Older back issues are sold for \$2.00 each. Back issues can be ordered through the AROC Administrator.

Alfa Romeo Club of Canada purchases **OWNER** issues from AROC. They mail copies of the publication to their members. See also Promotional, Sec M-2.

11. Submission of Material

All members or Chapters of AROC are encouraged to submit material to the **ALFA OWNER** for publication. It should be sent directly to the publisher. The publisher should confirm receipt of all material received. Permission

must be obtained from an author or photographer for the reprinting of any material.

A policy was established barring Stu Schaller's material from being printed in the *OWNER*. Mr. Schaller has threatened legal action if any of his printed material appears in the *OWNER* magazine or the Chapter newsletters.

Chapters that establish a membership dues rate below that of AROC by subsidizing their members are barred from advertising coverage of this lower rate in the *OWNER*.

12. Technical Content

The Technical Editor should review the content of technical articles prior to publication. It is the philosophy of AROC to remain independent of the manufacturer in our published technical articles, which are covered by a general disclaimer in the magazine. This independence, however, is tempered by sensitivity toward the manufacturer. The primary goal of the *ALFA OWNER* is to aid and enhance members' enjoyment and care of their Alfa Romeo automobiles, and it is a magazine of and by the club, independent of the manufacturer. Technical articles need not avoid describing a way of doing things that is different from the manufacturer's suggested procedure. However, editorial policy calls for care in ensuring that suggestions are made in a positive manner which does not imply ridicule of the manufacturer's approach.

B. ALFA ROMEO

1. Agreements

AROC and Alfa Romeo, Inc. have a mutual agreement allowing AROC the use of the Alfa Romeo logo on stationery, membership cards, membership flyers, etc. This logo must contain the words "Owners Club" as part of the logo. This agreement has not been terminated by Fiat, which is monitoring compliance with it.

2. Alfa Romeo Liaison

This is a two-year, Presidentially-appointed position after consultation with the Board. The goal of this position is to communicate about items concerning the manufacturer, which are of interest to the general membership. To do this, the Liaison tries to keep in touch with Alfa Romeo, Inc. and keeps an up-to-date listing of Alfa Romeo Service Centers.

C. AWARDS

1. Art Contests

AROC runs a juried art contest for members generally on a bi-annual basis. Children are especially encouraged to enter, and there are no restrictions on type of medium. Content must be Alfa Romeo or AROC related. Winners

receive one year's free membership as their prize, with a limit of one per family. No winner may receive more than one year's free membership in a five-year period. The artwork of winners is displayed in **ALFA OWNER**. The Juror receives a \$100 honorarium.

Other art contests for designs to be used by AROC for merchandise ornamentation are also run. Prizes for winners of these contests are determined at the time of contest announcement.

2. Hero Driver

An AROC Driver of the Year is chosen from among those Alfa Romeo drivers involved in wheel-to-wheel competition at every level, such as vintage racing, Regional or National SCCA racing, ice racing, rallying, or other similar types of motor sport that involves direct competition on a course with other drivers. He/she receives an appropriate Certificate of Merit and one year's AROC membership. Any driver of an Alfa Romeo who wins a National Championship is also honored in these ways. Any AROC member may nominate a driver. The award may also be given to a driver in a solo event, such as autocross, hillclimb, or time trial, when his or her performance warrants the award. The Hero Driver can be nominated by members of the club.

3. Membership

AROC presents 25/50 year members with a wall plaque or other suitable award to honor their continuous membership. Honorary membership, described in the By-laws, may be conferred upon a deserving individual by vote of the Board. See also Membership, Sec K-8.

4. Newsletter Recognition Program

An Editor who publishes and exchanges (through the Chapter Newsletter Exchange) 10 or more Chapter newsletter issues annually receives a lapel pin, and an Editor who publishes and exchanges at least a minimum of one newsletter per quarter or five issues per calendar year receives a certificate of appreciation. One-page event flyers do not qualify as a newsletter for this. A Director is appointed to chair the Newsletter Award Program.

5. Past President

Approval of an Award of Appreciation for a Past President is recommended by the Board of Directors.

D. BOARD OF DIRECTORS

1. Agenda Items for Annual Meetings

Agenda items may be submitted by any member in good standing. The cut-off date for submission of items is 90 days prior to the meeting.

Distribution of the Agenda to Directors, Chapter Presidents, and national volunteers should be 60 days prior to the meeting. The call for Agenda items appears in a box in the **ALFA OWNER** and also in a letter from the

President that is sent to Directors, VIP's, Chapter Presidents. For Agenda Items which amend the By-laws, see guidelines in the By-laws.

2. Budget

The Treasurer presents an annual Budget at the Director's meeting for approval. Expenditures in excess of budgeted total, or individual items, must be approved by the Executive Committee.

3. Chapter Representatives at Annual Meetings

Representatives to the annual meeting are appointed by their Chapters.

Notice of this appointment can be communicated to the AROC

Administrator by an officer of the Chapter, and should be received prior to the meeting. Written notice is less apt to be lost.

4. Communications

It is suggested that the Board of Directors provide at least a quarterly communication to members. This is accomplished by pertinent notices or articles placed in the *ALFA OWNER*, or by letters to Chapter Presidents or the general membership. NO person shall be allowed to misrepresent him/herself as speaking on behalf of the club without the knowledge and approval of the club's officers. The Board requires that significant communications from club officers be cleared by the Board first, especially those of an adversarial nature.

5. Minutes of Annual Meeting

The minutes of the annual meeting shall be mailed to Directors by the outgoing Secretary within 45 days of that meeting, and shall also be mailed to other national volunteers and Chapter Presidents. It is highly recommended that: 1.) an abbreviated version be printed in the *ALFA OWNER*, and 2.) a notice appear in the *OWNER* that members may receive a copy if they request one from the AROC Administrator. The President (or his/her designee) keeps an official record of "action items" completed during the course of each year. This annual record is attached to the minutes of each meeting. Pertinent reports from standing chairs/committees shall be attached to the minutes, as well as pertinent financial and attendance figures from national and regional conventions.

6. Nominations for Director

In addition to the guidelines set forth in the By-laws, nomination for Director by a Chapter must include three signatures from that Chapter's officers. All notices and requests for nominations must include a notation that the club is interested only in members who are willing to work and who are reasonably certain that they will attend Directors' meetings. Ballots for voting are received by the members via first class mail, electronic mail, or in the *ALFA OWNER*. The biographies of nominees will be mailed with the ballot and will also appear in the *OWNER*. Candidates, at their option, may submit a picture that will be printed with their biography. Results of the voting will be provided by the AROC Administrator at the annual

meeting of the Board of Directors, and will include number of votes cast for each candidate.

7. Officers

These officers form the Executive Committee: President, Vice President, Secretary, and Treasurer. Legal Counsel is also a member of the Executive Committee, although he/she may or may not be a Director. The offices of President and Vice President must be elected Directors during their term of office. It is not required that Secretary or Treasurer be Directors either before or during their term of office, but it is highly recommended. All nominees for each office shall be listed in the annual meeting minutes, in addition to those elected.

For the annual election of officers, the election of the Club President shall be chaired by the Club's Legal Counsel, or by his/her legal proxy. As a member of the Executive Committee and chairman of the election, the Legal Counsel will be allowed to cast a vote to break a tie in said election, This voting privilege will exist for the duration of the Presidential election portion of the annual meeting only. The newly-elected President shall then chair the remainder of the election of the Club Officers. The new President shall follow Robert's Rules of Order to conduct said elections.

Henceforth, the elections for officers of the Board of Directors of the Alfa Romeo Owners Club shall be conducted with the candidates present and exercising their right to speak to the pertinent issues and positions presented during the discussion phase of the election. Further, the candidates shall remain in the board meeting and cast a ballot as legally-elected representatives of the Alfa Romeo Owners Club.

If the Vice President is a contracted Publisher of the **ALFA OWNER** Magazine, or the AROC Website, or a spouse or an employee of the **OWNER**, or the AROC website, the Directors will elect a Second Vice President to act as Board Liaison.

In addition to the responsibilities set forth in the By-laws, the Secretary shall function as Liaison with other car clubs.

8. Parliamentarian for Annual Board of Directors' Meetings

The Parliamentarian for the annual meeting is Legal Counsel, and the meeting is presided over by the President. A simplified version of Robert's Rules of Order prevails.

9. Policies and Procedures Manual

A volunteer holds the Presidentially-appointed position of Policies & Procedures Update Recorder. The Recorder and the AROC Administrator maintain this manual and update it one each year, as needed, to reflect actions of the Directors both during the annual meeting and at other times during the preceding year. Each Chapter and each Director will receive a copy of this manual. It is intended that Chapter Presidents will pass along

their copies to their incoming Presidents. New Chapters and new Directors must be sent a copy.

10. Presentations at Annual Meetings

The Legal Counsel announces time limits at the beginning of the meeting based upon the content of the Agenda. A limit of three minutes per person for discussion with a two-minute follow-up is quite common. This procedure is considered a guideline, and is not strictly enforced. A simple majority vote is sufficient to close a debate.

11. Timing of Annual Meetings

The Board of Directors may indicate to the next convention host Chapter its preference for the time of the next Board Meeting. Generally, these occur on the Thursday preceding the convention.

12. Treasurer's Report

A concise form of the annual Treasurer's report must be printed annually in the *ALFA OWNER*. The Treasurer's quarterly report that goes to the Directors should include a Profit and Loss Statement and quarterly balances.

13. Voting

By-law VI-C, "Meetings" provides for the Directors to vote by mail on business items which arise during the year. If all Directors are computer literate and indicate their willingness to do so, the By-laws parameters for conducting business by mail shall also pertain equally to e-mail.

When it appears that a Director may have a conflict of interest with regard to a matter before the Board (e.g., a Director whose Chapter is bidding to host an AROC Convention or who is a paid contractor of AROC), the Director, at the discretion of the President, may be asked to refrain from voting on the matter, but is encouraged to participate in the discussion of that subject.

14. Conduct

Members of the Board of Directors are encouraged to assume the responsibilities of one or more of the positions listed in Appendix A. Upon election to a Director position, new members are required to read, agree to, and sign (as soon as is practical) the Standards of Conduct and Conflict Resolution detailed in Appendix B.

E. CHAPTERS

1. Chapter Aid Slush Fund

A fund of \$1000 has been established for the purpose of lending funds to chartered AROC Chapters who are in serious financial straits. The Executive Committee will vote on granting a loan upon receipt from a Chapter of a written request stating the need for and purpose of such a loan. Complete parameters surround the use of this fund are available from the President.

2. Chapter Dues

Some Chapters have an additional local add-on fee. Chapters who establish a membership dues rate below that of AROC by subsidizing their members are barred from advertising coverage of this lower rate in *ALFA OWNER*. This is done to prevent “poaching” between Chapters.

3. Chapter Inactive Status

If the AROC Administrator has indications that a Chapter may be inactive (such as extensive delays in cashing dues split checks or the reduction of members below ten), s/he shall so notify the AROC President and Executive Committee. They shall conduct a timely investigation and, if appropriate by vote of the Directors, they shall declare such Chapter inactive and advise the Administrator to stop sending dues splits and labels.

4. Handbooks

A Chapter Handbook of advisory information is maintained by the AROC Administrator. When Chapters are being formed they are sent the Handbook. It is intended that this copy shall be passed from outgoing to incoming Chapter Presidents. See also New Chapters, section E-8.

5. Incorporation

All Chapters shall be incorporated and must maintain this status. Biannually, in odd-numbered years, Legal Counsel requests all Chapters to return a simple form confirming their incorporation status and a copy of their current certification from their State. If the response is not forthcoming within sixty (60) days, then certified letters (second notices) are mailed to the relevant Chapter(s) informing them that failure to respond within 60 days shall be cause for suspension as a Chapter of AROC. A copy of the certified request may be mailed to a second officer of that Chapter to double the chance of a responsive action. If there are no responses to these communications within that 120-day period, dues splits will cease to be mailed to the relevant Chapter(s), and the Charter as an AROC Chapter may be revoked. Although confirmation of incorporation is only required by AROC every two years, most states require filing of an annual certification. Chapters must comply with their state’s requirements. See also Legal Matters, Section I.

6. Inter-Chapter Transfer

A member may request from National, a transfer of their affiliation to another Chapter at any time. It is the new Chapter’s responsibility to request a pro-rata share of the annual \$10 dues split from the old Chapter. Chapters receive a list of their members each month. New members and Chapter transfers are added to the membership lists monthly.

7. Mailing Labels

Labels are provided to the Chapters for their use in mailing monthly newsletters to their membership. If Chapters request extra labels for their membership for some other purpose, National can comply for a charge

related to the number of labels and the cost of mailing. AROC will provide one set of geographic labels of unaffiliated members per year if a Chapter requests them to do a membership drive. More than one set of these labels, however, will be provided at the AROC Administrator's discretion for the charge stated above. Labels are available as an electronic file, upon request.

8. New Chapters

AROC maintains a packet of information helpful in starting a new Chapter, and this information is sent to those who indicate an interest in doing so. In order to become a new Chapter, a group must consist of a minimum of 10 national AROC members. They must provide Legal Counsel with a.) an acceptable set of Chapter By-laws, b.) their Articles of Incorporation, and c.) proof of their state's certification and registration of those Articles. In reaching the decision on admitting a new chapter, the Board will consider the effect of any new chapter upon existing chapters.

9. New Members

Currently, AROC rebates a \$10 split of the dues to chapters for each member at the time the member renews his membership or joins AROC. Previously, AROC provided an additional rebate for new members recruited by the chapter. This rebate has been eliminated as it has been found the website maintained by AROC is the most frequent source of new members.

10. Newsletters

AROC recommends and encourages Chapter newsletters to include a list of their club's officers with addresses and/or phone numbers. AROC strongly recommends that newsletters including technical content also include an appropriate disclaimer for those technical contents. AROC generates a monthly set of labels for each individual Chapter's use in mailing its newsletter to its membership and to local service centers.

Chapters are allowed to sell their newsletters to non-members, but it is understood that this in no way confers any membership privileges upon the purchase. Because this income is not member-related, it is considered profit by the IRS and must be reported to them on annual tax forms. The national organization does not recommend that Chapters sell their newsletters. See also section A-11.

11. Newsletter Exchange Program

A central newsletter depot is maintained by a person who is appointed by the President.

Chapters wishing to participate in exchanging their newsletters with other Chapters mail their newsletters for exchange to this depot. These are then disbursed to envelopes of other participating Chapters and are mailed approximately monthly. Also receiving newsletter through this depot are **ALFA OWNER** publisher, the AROC National President and those Tech Hotline Advisors who want them. This program saves Chapters both time

and money. Alfa Romeo Club of Canada and the Alfa Romeo Association of Northern California also participate in this exchange.

The criteria for participation in the Newsletter Exchange are as follows: a Chapter is required to produce and exchange no less than one issue per quarter or five issues per calendar year. One-page event flyers will be distributed; however, these will not be counted as a newsletter issue. **All** newsletters distributed by a Chapter to its members must also be sent to the Exchange within a reasonable timeframe. Issues over two months old will not be distributed by the Exchange. See also Newsletter Recognition, Section C-4.

12. Taxes

All Chapters should file for IRS tax-exempt status by completing form 1024 (available from the AROC Treasurer). Because Chapters are required to be incorporated individually, AROC bears no liability for Chapters who do not have tax-exempt status.

13. Additionally

See also Awards, section C; Membership, section K; and Insurance, section H.

F. COMPETITION CODE

1. Competition Director

A volunteer fills the Presidentially-appointed position of Competition Chair. Responsibilities include overseeing a Chapter's use of the mandatory safety codes at AROC-sanctioned national or regional events.

2. Competition Code

AROC maintains a Competition Code Manual. The safety codes in the Manual pertaining to roll bars, seatbelts, helmets, fire extinguishers, etc. are a requirement at all competition events, both local and national. Chapters in violation of these safety codes are subject to penalties as stated in the National Competition Code.

3. Classification

The handicap classification systems for speed events contained in the Manual should be used for AROC-sanctioned national or regional conventions unless the host Chapter has requested permission to use another system, and has notified each registered participant of that system by return mail after having received his registration for the event and no later than 30 days before the events. Local Chapter events may use the handicap classification system of their choice.

4. Concours

The AROC Concours Procedures, which details judging classification and criteria, are the required procedures for AROC-sanctioned national or regional convention unless the host Chapter has published alternatives in

the ALFA OWNER four (4) weeks in advance of the event. A volunteer fills the Presidentially-appointed position of AROC Concours Chair.

G. CONVENTIONS

1. Contractual Agreements

A contractual agreement between AROC and the national or regional host Chapter is signed limiting the legal liability of AROC to the specified amount of seed money advanced by AROC for the convention activities. The Chapter must provide AROC with a complete financial accounting of all convention monies, whether or not seed money has been taken, within 90 days of the convention. This should include total attendance and all event attendance figures. The contract specifies the following disbursement of profit monies: first \$350 profit to be kept by the host Chapter, next profits to be returned to national up to the total amount of seed money taken, and remaining profits to be split 50% to National and 50% to the host Chapter or Chapters.

The event pricing schedule a Chapter submits with their proposal to host is attached to, and part of, this contract. Should the Chapter need to change their pricing, they must notify the AROC President. The Directors must then authorize the changes.

2. Guidelines and Advice

A Convention Handbook is lent to host Chapters for their information. It contains suggestions and examples from several past conventions. A Convention Advisor, generally a Director or previous convention Chair who is geographically proximal, is appointed by the President for each convention, and is authorized up to \$100 in expenses.

3. Meeting Parameters

The convention usually consists of four days. Events usually include one or two road events (such as rallies, economy runs, or tours of local sites of interest), one or two track events (time trials, slaloms, Solo II's), a concours, plus banquet and luncheons as appropriate. A major race track is usually used for the track events. Convention hosts are strongly urged not to schedule an automotive event at the same time as the Board of Directors' meeting.

4. Non-Members

An additional \$60 fee must be charged to those convention registrants who are not members of AROC. This fee provided them with membership and the benefits that accompany the membership. The host Chapter must forward \$50 of the new member's fee, along with the new member's name and address to the AROC Administrator for those new members joining that Chapter. For those joining other chapters, the full \$60 must be forwarded. Members of the Alfa Romeo Association or any other national AROC organizations outside the United States are exempt from this additional fee.

5. Philosophy of Event

The National Convention is intended to be an opportunity for Alfisti to gather in mutual appreciation of their fine machinery. To this end, all events making up the National Convention should be aimed towards maximum participation by the members.

Because many members will drive long distances to the meeting, events must be planned to minimize the risk.

6. Promotional Material

Advance convention coverage for a National Convention in **ALFA OWNER** shall generally include: a.) regular brief mention or headline/box notices in the winter/spring months; b.) a recommended limit of six editorial pages for use in feature coverage; and c.) a maximum of six pages for registration forms. The recommended **OWNER** coverage for a Regional event is one-half of these amounts.

The host Chapter shall provide the **OWNER** with official event results which include all participants, not just the trophy winners, for the post-convention coverage article, within thirty (30) days.

7. Registration Forms

In order to ensure the membership has the information and opportunity to attend any activity related to the AROC National Convention, the host Chapter will design the registration form to include all activities, including the Board of Directors' meeting, planned for each day of the convention. Description need not be elaborate, but at least indicate the function and times. Further elaboration can and should be included in the **ALFA OWNER** articles prior to the convention.

Prior to submission to the **OWNER** for printing or web pages (AROC or Chapter), the Convention Chair will submit the form as it will be printed and/or displayed to the Executive Board for review and approval. Changes requested by the Executive Board are to be incorporated and resubmitted until final approval is reached.

8. Safety at Track Events

Because of the nature of AROC National Meetings, Solo I or racing speed events should not be considered a major part of a National. Fender-to-fender racing or practicing is not allowed under any condition, for insurance and liability reasons. Safety codes in the National Competition Code must be followed.

9. Seed Money

AROC will provide up to \$2000 in seed money to a host Chapter of a National Convention after the contract has been signed by the Chapter's President and up to \$250 in seed money to a Chapter hosting a Regional Convention. A limit of two Regional Conventions per year is recommended, but additional events may be sanctioned by vote of the Directors.

10. Site Selection – National

Chapters wishing to host the National Convention shall present bids for Board approval at the annual Director's meeting two years in advance whenever possible. Proposals must contain a statement of concurrence with the terms of the convention contract. The site is voted upon. Moving the site equitably around the country is the primary concern.

11. Site Selection – Regional

Chapters wishing to host a Regional Convention may present bids to the Executive Committee at any time.

No AROC-sanctioned Regional Convention, whether or not funded with seed money, can be held within 15 days before or after the annual National Convention. Nor can it be held within 30 days before or after if the site is within 1,000 miles of the National Convention.

12. Tax Consequences

Chapters holding a National Convention should be aware that their annual income for that year may exceed the \$25,000 IRS limit imposed on tax-exempt organizations. The IRS may or may not grant a one-time exemption.

13. Time Selection – National Convention

The AROC National Convention cannot be held over the July 4th weekend.

14. Trophies

Trophy awards are at the discretion of the host Chapter. However, only Alfas are eligible for FTD trophies for the time trials and autocross events at National Conventions

15. Additionally

See also Competition Code, section F and Insurance, section H.

H. INSURANCE

AROC maintains and underwrites an umbrella policy of \$1,000,000 with Naughton Insurance Co. which covers public liability for all members at any events which do not involve a moving vehicle or vehicles, such as business meetings, social events, Director's liability, etc., and also for rallies and tours. Chapters are required to purchase a separate rider from Naughton for coverage of autocross (slalom) or time trial events. AROC National assumes no liability for individual moving-vehicle events. Separate coverage in excess of \$1,000,000 for specific time trial events is available from Naughton for an additional premium.

I. LEGAL MATTERS

1. AROC is an Illinois-based, federally registered, non-profit organization doing business in Missouri. George Bullwinkel, an attorney in the Chicago area, acts as our Registered Agent in Illinois, and he files the annual forms required for the club. We file Form 990 to the Internal Revenue Service annually. AROC is a non-profit (tax exempt) Missouri Corporation. AROC

is classified by the IRS as a tax group 501-C-7, a social organization. See also Chapters, section E-12

2. Legal Advisor

Although not usually an elected Director, this Presidentially-appointed position is a member of the Executive Committee. Responsibilities include maintaining certification of incorporation status for all Chapters, acting as Parliamentarian at the annual Board of Directors meeting, presiding over the annual membership meeting of AROC held at the convention banquet each year, and acting as Chairman of the Nomination Committee for Directors. See also sections D-8, E-5, and E-12

J. LIBRARY – Technical Material

The contents of the club Technical Library are maintained by a volunteer serving in the Presidentially-appointed position of Librarian. A list of the library contents should be published annually in the *ALFA OWNER* or on the Club website at www.aroc-usa.org. Alfa enthusiasts requesting items from the library may pay the cost of reproduction and mailing in advance. Some portions of the library exist on microfilm.

K. MEMBERSHIP

1. Affiliation

National gives a split of \$10 from the dues to a local Chapter if a member indicates his/her affiliation. The AROC Administrator no longer sends names of new AROC members who are unaffiliated to the relevant local Chapter because the website, from which most new members arrive, clearly offers information on Chapters through the Chapter links and Chapter listing. Member cards indicate Chapter affiliation when appropriate.

2. Application/Dues

Applications for membership are provided by the club on paper, on the AROC website, with or without the use of the shopping cart, and by the individual Chapters. Dues are \$60 annually. Some Chapters have an additional local add-on fee. Paid dues represent twelve consecutive months of membership on an anniversary-year renewal system.

Multi-year membership is available, with a limit of three years per renewal. Memberships in a second Chapter are also available. Payment for the alternate Chapter is to cover the \$10 dues split by the national office and any add-on that Chapter requires.

A membership committee is periodically appointed to investigate membership parameters and alternative options. A Presidentially-appointed volunteer serves as Membership Chair. In practice, all immediate family members have membership privileges for one dues payment. “Spouses” and older children are encouraged to hold either local or national offices, and to

participate fully in club activities. There is only one ballot per national membership for the election of national Directors or chapter officers.

3. Additional Membership

The intention of these memberships is to allow spouses or significant others to be able to fully participate in the club and chapter without the expense of a full membership for each, give the opportunity for members and businesses to show their support for AROC, as well as to generate additional revenue for the Club and chapters.

For the purposes of determining longevity awards, the award will be given to one or both members of the standard, Gold Family Member (GFM), Verde Member (VM), Verde Family Member (VFM), Platinum Business Member (PBM) based on the original join date for the standard, GFM, VM, VFM, or PBM, provided at least one type of membership is maintained continuously per AROC policies for the required longevity period.

In accordance with the By-laws, the Board of Directors will decide upon any special benefits and/or merchandise that Additional Memberships are entitled.

4. Chapters

It is the policy of AROC that no “local only” membership is available. To be a member of a Chapter, one must be a member of the national AROC. The existence of “local only” members would cause both our insurance policy and our tax status to be jeopardized.

5. Credit Cards

AROC accepts Visa, MasterCard, Discover, and American Express credit cards for the payment of dues or merchandise orders. This process works through a clearing-house to who we pay standard rates and fees. A merchandise order should be \$20 or more for orders to be charged. In addition, credit cards are accepted for payment of dues or merchandise on AROC’s website using the shopping cart.

6. Directory

The annual membership records are maintained by the AROC Administrator. A regularly-updated roster of members is made available to any member for the cost of the copy and mailing. Additionally this roster is sent to Verde, Verde Family, and Platinum Business members with their annual membership renewal. This roster cannot be given, rented, or sold to non-members and is NOT for use for anything even remotely resembling commercial purposes by anyone, including members. A member may be omitted from the roster if they so request. In today’s computer world, it is no longer possible to prevent the roster from being used as a mass mailing list if it falls into the wrong hands. However, to make it more difficult, no street address is included in the listing.

7. Discount Programs
AROC maintains discount programs with registered vendors. A committee may periodically investigate additional discounts. The discount may be used by any AROC member by displaying a currently valid AROC membership card.
8. Guidelines
No member shall be allowed to misrepresent him/herself as speaking on behalf of the club without the knowledge and written approval of the club's officers.
9. Honorary Members
Honorary memberships are defined in the By-laws. The following people are honorary lifetime members: Robert and Jane Bartel, Joe Benson, Don Black, Linda Edinburg, Glenna Garrett, Ed and Shayna Geller, John and Jolene Justus, Tom Suter, George Whitcomb, and Bruce Young. At its discretion, the Board of Directors may grant Memorial membership to the surviving spouse upon the passing of an Honorary Member.
10. Membership Materials
New members are mailed a membership card; a welcome letter/flyer listing Directors, VIPs, club merchandise, service directory, current discount card(s), and a club decal.
11. Record Maintenance / Mailing Labels
Roster maintenance is done by the AROC Administrator. A file containing mailing information is provided to the mailing house monthly for the **ALFA OWNER**. Labels or a computer file of members are provided to the Chapters for their use in mailing their newsletters to their membership. AROC will gladly list a spouse or significant other a part of the membership, so that person will also feel that they belong to the club. For example, the membership card can read John and Jane Doe, rather than just John Doe. See also Mailing Labels, section E-7.
12. Renewal / Billing
Renewal is on an anniversary-year basis. Membership runs for twelve consecutive months following the payment of dues. Renewal forms indicate current Chapter affiliation, if any, and delineate that Chapter's dues "add-on" if applicable. Two additional renewal reminders are mailed to members who do not renew in a timely fashion.
13. Additionally
See also Awards, section C; and Promotional, section M.

L. MERCHANDISE

A limited amount of items is kept by the club for sale to Chapters and to members. The AROC poster is available to Chapters at \$7.00 each or \$5.00 each when a minimum of 15 is purchased. Shipping is additional. The SPICA and BOSCH manuals are available for \$25 each. These manuals are

also for sale to non-members. Club merchandise prices are established by the Merchandise Chair, a Presidentially-appointed volunteer, in consultation with the Executive Committee and AROC Administrator. The Administrator is responsible for keeping the merchandise inventory and for mailing items ordered. The club merchandise ad should appear in the **ALFA OWNER** each month and merchandise can be purchased on our website. A \$5,000 annual budget was established to purchase new items and advertise them. The list of items for sale and prices can be found on the website and is subject to change. See also Credit Cards, item K-4.

M. PROMOTIONAL

1. Advertisements

The Executive Committee is empowered to place ads in appropriate publications to attract new members. The AROC Administrator advises us on the membership gain per publication, when possible, and places the ads.

2. **ALFA OWNER**

Copies of **ALFA OWNER** are available to Chapters or Service Centers for promotional purposes at the least possible cost. They must be ordered in advance.

3. Posters

Membership posters, designed by ex-member Dan McCrary are available at no charge for placement in specified parts or service shops. They are available for sale to individual members.

N. REIMBURSEMENTS

1. Travel

The AROC Administrator and the President may each receive convention travel reimbursement as follows: one-way mileage at 28 cents per mile or round trip airfare based on 30-day advance discount coach, whichever is less; on night's lodging at the convention hotel rate; and \$35 for meals. A Publisher's representative may receive convention travel reimbursements per the Publisher's contract.

Tech Hotline Advisors will be reimbursed \$0.15 per mile (up to round-trip discount airfare) for convention travel if they 1.) write two original tech articles (250-word minimum) for **ALFA OWNER** during the year, and 2.) conduct or participate in a Tech Seminar at the convention.

2. Other

Expenses for Convention Advisor, and various Committee Chairpersons may be reimbursed up to \$100 per person per year.

O. AROC ADMINISTRATOR

1. Check Procedures / Financial Audit

The charge for stop payment of checks from National will be forwarded to the Chapter responsible. The President appoints a committee to physically audit the financial records at the national office on an annual or bi-annual basis.

2. Communication

The club maintains a toll-free number that is included in our various advertising and is available to members to reach the national office. A fax number is also available.

The club also maintains an e-mail address for the convenience of computer-oriented members. Maintaining the internet access for the national office is limited to \$20 per month.

3. Computer Maintenance

Currently AROC is without computer consultation services.

4. Responsibilities and Salary

AROC employs a person to perform as AROC Administrator. Duties include all administrative functions pertinent to the maintenance of the membership records and the functioning of the club office. The Administrator has custody of all funds and securities of the club, receives and gives receipts (as necessary) for all payments to the club, and deposits all such payments in the name of the club in such banks or other depositories as the Directors may designate. The Administrator shall also be custodian of the Corporate records, shall keep a register of the post office address of each member as furnished by such member, and shall perform all other duties incident to the position of Administrator and such duties as may be assigned by the Directors or by the President.

The Administrator is reimbursed by an annual salary payable monthly, from which appropriate taxes are withheld. The Board of Directors will review the Administrator's performance and salary annually. Salary increases are recommended by the Executive Committee and voted upon by the Directors. See also Reimbursement, section N.

5. Rental of AROC Storage Space

All of the records of the AROC executive office are housed in the AROC Administrator's residence. AROC pays \$150 per month for rental of this storage facility.

6. Temporary Help

The AROC Administrator is authorized to hire temporary help as needed at an hourly rate up to the maximum amount of expenditure specified in the Budget.

P. TECHNICAL

1. Advisors (Tech Hot Lines)

AROC supports and maintains Tech Hot Lines. These voluntary positions entail answering technical questions on phone lines installed and paid for by AROC during an agreed-upon period of hours per week. Attendance at the meeting of the Directors is strongly recommended. Whether or not to respond to calls from non-members is left to the discretion of the individual Advisor.

2. ALFA OWNER

All members are encouraged to send technical articles to the ALFA OWNER. Articles from Chapter newsletters may be reprinted in the Owner with authors' permission and involvement, to ensure they are up-to-date and properly edited.

3. Disclaimer

A formal Disclaimer for technical content appears in each ALFA OWNER. Chapter newsletters are strongly encouraged to include such a disclaimer also.

4. Technical Manuals

Comprehensive technical manuals have been compiled by the late Fred DiMatteo and John Hertzman. These include material collected from ALFA OWNER past issues and chapter newsletters. Volume I, Spica fuel injections, and Volume II, Bosch Fuel Injections are available as part of AROC's merchandise. See also sections J and L.

Q. RESTORATION / PRESERVATION

A volunteer fills the Presidentially-appointed position of Restoration and Preservation Chair.

R. AROC WEB SITE

1. Website

A contract for maintenance of the AROC Internet Website has been agreed upon with the Webmaster. The site included the club calendar of events; information on joining AROC and a member application with secure credit card acceptance; a club merchandise section; Chapter listing with e-mail and/or website links; complete list of AROC technical library contents available; club officers, Directors, VIPs with e-mail links; Alfa Romeo Service Directory pages from *ALFA OWNER*; photo galleries from most recent convention and individual member's cars; and rotated articles from *OWNER*. Full criteria for this website are available for the Webmaster or Website Chair.

Photo images of local or national events can be uploaded as available. If photos posted on the AROC-USA website are subsequently published in

OWNER, the photographers of said photos will qualify for any payment made for “original material” provided by the publisher. AROC’s website is connected via search engines to other Alfa-related websites.

2. Advisory / Oversight Liaison

The Website Chair or other appointed designee of the Board, serving as the Directors’ Liaison, will work with the Webmaster of the AROC Website to oversee the site’s content, correctness, focus and timeliness. The Liaison will mediate problems between the Webmaster and AROC or any of its members.

The Liaison will provide feedback, review general and club-related articles, help to choose appropriate material from Chapter newsletters and help craft a long-term focus for the AROC Web site. Additionally the Liaison will provide editorial advice to the Webmaster, on an as-needed basis.

3. Negotiations

During Website contract negotiations, the President will delegate one or more additional Directors, the Website Chair, and any expert Club members as needed to form a Negotiation Team. The Negotiation Team’s charge is to negotiate a new contract with the Webmaster, or if required, choose a new Webmaster. All actions of the Negotiation Team are subject to Board review and ratification.

APPENDIX A

<u>POSITION</u>	<u>NAME</u>	<u>CHAPTER</u>
Advertising	John Duncan	Kentucky
* <i>Alfa Owner</i> Liaison	Vice President	
<i>Alfa Owner</i> Publisher	Parabolica Publications Inc. (Casey Annis)	
*Alfa Romeo Liaison	Delmas Greene	Florida
AROC Administrator	Jolene Justus	Strada Fantasma
*Competition Chair	Tim Spruill	Deep South
*Concours Chair	Arno Leskinen	Arizona
*Convention Advisor	David Hammond	Detroit
*Insurance Chair	Eugene Kessler	Capital
Junior Membership Liaison	Michael Jarman	Kentucky
*Legal Counsel	George Pezold	New York
Librarian	Jim Neill	New Jersey
*Membership	vacant	
*Membership Ombudsman	Alex Sandor Csank	Cap/St.L./MAARC
*Merchandise	John Justus	Strada Fantasma
*Newsletter Award Program	vacant	
*Newsletter Exchange	John Justus	Strada Fantasma
*Policies and Procedures	Gordy Hyde	Northwest
*Restoration/Preservation	Bill Gillham	Oregon
Social Media Chair	Alex Sandor Csank	Cap/St.L./MAARC
Technical Advisors	Wes Ingram	Northwest
	Steve Patchin	Mid-Atlantic
	Tom Sahines	
	Stewart Sandeman	AROSC
*Website Chair	John Justus	Strada Fantasma

*Denotes positions required to adhere to Appendix B

APPENDIX B

Alfa Romeo Owners Club Board Member Responsibilities

The Board of Directors is made up of volunteers committed to preserving the health of the Club both financially and socially. Board members are expected to act in the best interest of the Club and understand that AROC's ownership belongs to the members and not the Board.

Authorities and Responsibilities

The Board of Directors is responsible for meeting all legal requirements of AROC, for the management and oversight of AROC's assets and activities, and for ensuring the overall well-being of AROC.

The Board assumes the fiduciary responsibility for AROC. As such, all committee or event chairs shall report to the Board with the understanding that the Board is the final authority on all matters, as per the AROC Bylaws.

The Board sets the budget for AROC. If any event or committee requires the expenditure of AROC funds, Board approval must be received prior to entering into any commitments, or contracts, obligating such expenditures.

Each of the twelve Board members is encouraged to assume the responsibilities of one or more of the positions listed in Appendix A, although the general membership is strongly urged to accept the following positions: Advertising, *Alfa Owner* Publisher, AROC Administrator, Librarian, Social Network Chair, and Technical Advisor.

Each position is required to manage its needs with the help of the other Board members and the general membership.

Standards of Conduct

Board members are required to act and treat each other and every member with respect and dignity.

NO person may represent their self as speaking on behalf of the Club without the knowledge and approval of the Club's officers. Board action items must be MOTIONED, SECONDED and PASSED by the Board or adopted by a consensus of the Board. Board members have the responsibility to clearly identify their personal opinions related to AROC matters as they can easily be misinterpreted as opinions of the Board.

When discussing Board business outside of a regular Board meeting, every effort should be made to include all members of the Board, whether those discussions are oral or by email. Representations of Board policies to members, outside individuals or organizations must be approved by the Board.

Any Board member who willfully ignores the duties and responsibilities of his/her position may be removed by the Board. Any member who exhibits behavior that is

determined to be detrimental to the well-being of the Club may have his/her membership revoked by the Board.

Conflict Resolution

The President shall take the lead in ensuring open communication, resolving conflicts and maintaining the well-being of the AROC.

Because we are people with common interests but different ideas and priorities, conflicts will arise. It is the Board's collective and individual responsibility to ensure that all persons involved in a conflict shall be heard, receive courteous and fair treatment and be informed of resolution. The Board encourages cooperative and collaborative resolution and direct one-on-one personal communication.

When frustrated, hurt or upset, emails are more likely to be misunderstood. Instead try talking with a friend, or Board member, who can listen, without agreeing, and help clarify effective next steps. Conflicts or disputes, related to AROC activities, shall be reported to the President, Vice President, Secretary and Treasurer in writing. The President shall review and facilitate resolution of the issue, preferably with those directly involved in attendance.

The undersigned acknowledges they have read and agree to the above and will work with care and dignity for the good of AROC. Persons with multiple positions need only sign once.

Signature:

Printed Name:

Date: