

**BY-LAWS
OF THE
RIVIERA OWNERS ASSOCIATION**

ARTICLE I

NAME, EMBLEM and PURPOSE

Section 1 – The name of this organization shall be the RIVIERA OWNERS ASSOCIATION, with the acronym R.O.A. It is incorporated under the provisions of the non-profit corporation code of the State of Colorado.

Section 2 – The emblem shall be an oval with a piercing horizontal spear containing therein the “Riviera” script and the words “Owners Association” in block letters around the bottom portion of the oval. The official colors will be silver and black, in keeping with the original colors used by Buick Motor Division in the Riviera insignia.

Section 3 – The purposes of this organization shall be for social and educational purposes, toward the preservation, restoration and promotion of the Buick Riviera; built since 1963 to share knowledge in furtherance of the purpose of preservation and restoration through a periodical called the RIVIEW, in which there is an interchange of technical, historical and other information of interest to owners and enthusiasts of the Buick Riviera; to establish a library of publications dealing with the Buick Riviera, owned and maintained by the corporation; to be shared with the membership; to own or lease equipment and supplies, necessary to provide such information to the membership; notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation to which contributions are deductible under section 170(c)(2) of the Internal Revenue Code of 1954.

**ARTICLE II
MEMBERS**

Section 1 – APPLICATION FOR MEMBERSHIP. Any person of good character who is in sympathy with the interest and purpose of the R.O.A. may apply for membership. Annual dues, together with an application for membership, must be submitted. No person shall be denied membership in R.O.A. because of age, race, or religion.

Section 2 – MEMBERSHIP DUES. The amount of the annual membership dues will be set by the Board of Trustees to cover the cost of the RIVIEW, mailings, and operational expenses. Annual dues shall be payable in advance of the member’s annual expiration date to continue to receive all membership privileges. Membership for persons residing outside of the U.S.A.

may have an additional fee added to the annual dues to defray additional postage of the RIVIEW to their Country. This fee will be set by the Director and the Board of Trustees based on the current U.S. Postal Service rates on the date of the application or renewal.

Section 3 – DUES. Dues shall be payable on the anniversary date of membership. Members will be notified at least one month before renewal date.

Section 4 – HONORARY MEMBERS. Honorary members shall pay no dues and are entitled to all R.O.A. privileges except the right to vote. Honorary members are those who have made an outstanding contribution to either R.O.A., to automotive history, or to the automotive hobby. These members will be selected by the Board of Trustees for this recognition.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1 –ANNUAL MEMBERSHIP MEETINGS. A general membership meeting shall be held each year during which the Director or his designee shall report on the status of the Association and address questions from the membership.

Section 2 – PLACE OF MEETING. The annual membership meeting will take place at the site of the annual International Meet and Car Show. In the event a International meet is not scheduled the Board of Trustees may designate a date and location-

Section 3 – NOTICE OF MEETING Notice of the annual membership meeting and its location must be published in the Riview and on the web site at least 45 days prior to the meeting date

**ARTICLE IV
DIRECTOR AND BOARD OF TRUSTEES**

Section 1 – DIRECTOR. The Director is appointed in January of each year by the Board of Trustees by a simple majority and can be removed by a simple majority, whenever the Board deems it necessary. The Director must meet the requirements of Eligibility as set out for the Board (Article IV, sections 5). The Director will serve for one year, during which time the Board delegates to the Director the responsibility for the day-to-day operation of the association to include legal authority to conduct business, enter into contracts, and hire personnel as needed to conduct business.

The Director is responsible to oversee the operation of the office, publication of the Riview, maintenance of a web site and plan an annual meet.. The Director shall not serve on the Board of Trustees or receive any compensation other than reasonable expenses.

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Section 2 – BOARD OF TRUSTEES

The Board of Trustees shall consist of members in good standing. There shall be no less than five (5). If by resignation, death or expulsion the Board falls below five they shall within 60 days appoint a replacement, who will serve until the next scheduled election. The Board is responsible for the overall policy and direction of the Association and will delegate responsibility for day-to-day operations to the Director. All Trustees are strongly encouraged to attend and support the annual ROA International meets

Section 3 – TERM OF OFFICE. The term of office for Trustees shall be three (3) years, with the exception of the period following the approval of these revised by-laws (December 16, 2007). The next election will be held one year from the approval of these changes with the election of one trustee, followed the next year with two and the next with two. This rotation will then continue annually with general elections No Trustee may serve more than two consecutive three-year terms, but would be eligible to run again after a one-year absence. Any partial term served by an appointment under Art 4, sect 2, shall not be considered a full term for the purposes of being a future candidate

Section 4 – ELECTION OF TRUSTEES. The general membership shall elect members of the Board by majority vote as each position reaches the end of their 3-year term, or sooner in the case of an appointee.

The general membership shall be notified in the Nov/Dec Riview that applications are being accepted. A resume must be received by the ROA Office prior to January 1st. The resume should include eligibility as stated below, personal history, prior involvement in ROA, experience with Riviervas and reasons why they want to serve on the Board

Section 5 ELIGIBILTY. To be eligible for election to the Board of Trustees each candidate must:

1 Be a member in good standing for at least four (4) consecutive years prior to the date of their application.

2 –Have contributed to the ROA in at least one of the following ways:

- Served as a Regional Coordinator
- Served as a Technical Advisor
- Hosted a local ROA event
- Submitted an article for the Riview
- Attended one International ROA Meet

3-The candidate is able to communicate by e-mail and telephone and would be willing to have their name, e-mail and telephone number listed in the Riview and on the web site

4 – The candidate has not through prior actions, disturbed the order, dignity, business or harmony of the ROA, or have impaired its good name, good will or violated its by-laws. They have shown though prior contacts to be responsible and reliable.

5- The Director, salaried employees or independent contractors are not eligible to serve on the Board. Members “in the business” to include full time vendors, those with paid advertisements in the Riview and those who request to be listed as a Member/Dealer are not eligible.

Section 6 - NOMINATING COMMITTEE – A committee of three members appointed by the Board shall review the qualifications of all applicants. The committee is responsible to investigate the applicants by contacting current Board members, Regional Coordinators, Technical Advisors, Office Manager(s)and the Director to determine if the applicant is qualified. The names of those qualified shall be submitted to the Director and Board no less than 45 days prior to the release of the March/April Riview

Section 7 BALLOTS- Ballots will be included with the March/April issue of the Riview and to be valid must be received by mail, fax or e-mail by June 1st. The ballots must be marked for no more than the exact number of vacancies indicated and are limited to one vote per family membership. The new members elected to the Board shall be announced in the July/Aug issue of the Riview, and introduced at the membership meeting

Section 8– VACANCIES. The Board of Trustees shall appoint by a majority vote, an eligible member to fill any vacancies on the Board due to the resignation, death or failure to renew membership in the Association. If the appointee was on ballot in the previous election, they shall carry out the remainder of the term for the Trustee who left the vacancy. If the appointee was not a candidate on the ballot, they shall serve until the next scheduled election.

Section 9 COMPENSATION Members of the Board of Trustees and the Director shall not receive a salary for serving in those positions, nor may they be retained as a salaried independent contractor. Members of the Board of Trustees and the Director shall not have an interest directly or indirectly in any contract relating to the operations conducted by the ROA. Reasonable expenses related to the performance of their duties may be reimbursed with approval of the Board. The Board may upon majority vote approve a stipend paid to Board Members and the Director to encourage attendance at an International meet. Trustees are required to attend at least one International ROA meet during their three-year term. Failure to do so would prohibit them from running for a second term."

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Office Manager(s), Editor and other positions as required, may be compensated to perform additional duties as independent contractors. Such contracts shall be executed by the Director and approved by the Trustees

Section 10 - OFFICERS The officers of the ROA shall be President, Vice President, Treasurer and Secretary. The members of the Board of Trustees shall elect said officers for a one-year term. The election of officers shall take place at their business meeting following the International Meet and /or General Membership meeting

PRESIDENT – Shall convene, set an agenda and preside over all meetings of the Board of Trustees and insure there is a quorum and the by-laws are upheld.

VICE PRESIDENT- Shall perform the duties of the president in his absence and in the case of his resignation or death assume the duties of President.

SECRETARY – Shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member and assuring that corporate records are maintained

TREASURER – Shall be responsible to keep an account of all funds received and expended on behalf of the ROA; to monitor the accounts on-line and have the authority to request receipts and documentation pertaining to all expenses. The Treasurer is also responsible to present an annual financial report to the Board at the annual meeting in January.

Section 11 – RESIGNATION AND TERMINATION
Resignation from the Board shall be in writing and received by the Secretary. Should a Trustee cease to be a member of the Association; that person shall automatically cease to be a Trustee. A Trustee can be terminated by a majority vote of the Board if their conduct is determined by the Board to have disturbed the order, dignity, business or harmony of the ROA, or to have impaired its good name, good will, or to have violated the by-laws

Section 12 – BOARD The Board of Trustees shall meet at least twice a year for the purpose of organization and election of officers. The first meeting shall be held at the annual ROA International meet or within 60 days after the annual ROA Meet at which time the Board shall elect their officers A second meeting will be held during the month of January, In both cases teleconference calling will be permissible to include those not in attendance. All members of the Board of Trustees will be given a 15-day notice of the date and time of both meetings. Additional meetings of the Trustees can be called at the request of any two trustees, or by the Director, with a 48-hour notice to all. The Board is authorized to conduct routine business on matters

dealing with day-to-day affairs between meetings by telephone, correspondence and electronic mail.

Section 13- QUORUM. A plurality of the members of the Board of Trustees shall constitute a quorum for the transaction of business.

**ARTICLE V
COMMITTEES**

The Board of Trustees may create standing and special committees with such power and duties as the Board of Trustees may determine.

**ARTICLE VI
OFFICE AND MAILING ADDRESS**

Section 1 – OFFICE. The Association shall have and continue to maintain a registered office within the state of Colorado and a registered agent whose office is identical with such registered office, as required by law, The Association shall also register with the state in which it operates.

Section 2 – MAILING ADDRESS. The mailing address of the Association shall be maintained at a Post Office Box rented for that purpose only at a location specified by the Director and Board of Trustees.

Section 3 – WEB SITE The Association shall maintain the domain name “rivowners.org” and a web site to encourage new membership and to keep the membership informed.

**ARTICLE VII
AMENDMENTS**

These By-Laws may be amended by the Board of Trustees at any meeting or by mail upon written notice of proposed amendments, given at least ten days (10) prior to the members meeting or mail balloting. A plurality vote is required for passage of any amendment

**ARTICLE VIII
DISSOLUTION**

Should the Association cease to function within the general intent of Article 1 section 3, the assets of the association shall be transferred to one or more other non-profit organizations whose purpose is consistent with that of the ROA's. At such time, the sitting Board of Trustees shall make said selection. The association's entity as a Colorado corporation will then be determined by the Colorado Secretary of State.

ROA Incorporation date... March 28, 1985
First Amendment..... November 13, 2006
Second Amendment December 16, 2007
Third Amendment.....October 1, 2009
Fourth Amendment..... February 19, 2011