



# *Italian Cultural Society*

*of Naples, Florida, Inc.*

## **BY-LAWS**

### **ARTICLE I**

#### **PURPOSES**

1. The mission and purpose of the Italian Cultural Society of Naples, Florida, Inc., is to bring together all persons who share a common interest in Italian culture and wish to participate in and enrich their appreciation of Italian culture. The Society shall sponsor programs related to various aspects of Italian culture including: the Italian language, visual and performing arts, films, travel, literature and history, as well as social events such as luncheons and dinners.

The Society is a qualified tax-exempt organization under Section 501(c) 7 of the Internal Revenue Code and shall be operated in a manner consistent therewith. The Society will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Society will be distributed to its members, directors or officers without full consideration. No member of the Society has any vested right, interest or privilege in or to the assets, property, functions or activities of the Society.

2. The Society shall not participate in the carrying on of propaganda, or otherwise attempting to influence legislation and the Society shall not participate in, or intervene in any political campaign on behalf or any candidate for public office (including the publishing or distribution of statements).
3. The Society may rent, lease, and, by gift, devise, or purchase, own and operate real estate for the Society purposes; and the Society may also solicit donations and accept money or personal property in aid of its purposes and to maintain the same.

### **ARTICLE II**

#### **BASIC POLICIES**

The following are basic policies of the Society

1. The Society shall be noncommercial, nonsectarian and nonpartisan.
2. The name of the Society or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the purposes of the Society.

## **ARTICLE III**

### **MEMBERSHIP AND DUES**

1. Any individual who subscribes to the purposes and basic policies of the Society may become a member of the Society subject only to compliance with the provisions of the Bylaws. Membership in the Society shall be available without regard to race, color, creed, or national origin.
2. The Society shall conduct an annual enrollment of members, but persons may become members at any time.
3. Only members in good standing with the Society shall be eligible to participate in its business meetings, or to serve in any of its elective or appointive positions. Members may vote only as provided in the articles of incorporation or any future provisions of these by- laws.
4. If the Board of Directors requires, each member of the Society shall pay annual dues in an amount determined by the Board of Directors from time to time. Dues shall be paid on or before June 30 for the fiscal “year beginning July1.” Anyone who has not paid dues by the start of the calendar year will be dropped from membership until reinstated by payment of dues.
5. There shall be the category of Honorary Members. This is a non-voting membership with no fees or dues required. At the discretion of the Board of Directors a person is appointed to the category of Honorary Member because the Society wants to have a relationship with the person or recognize the person for their past, current, future endeavors to fulfill the mission of the Society. The person may or may not be a member of the Society. An appointee can be terminated at the discretion of the member or the Board of Directors.

## **ARTICLE IV**

### **OFFICERS, DIRECTORS AND THEIR ELECTION**

- 1. Officers.**
  - 1.1. The Officers of the Society shall consist of a President, First Vice President, Second Vice President, Secretary and a Treasurer.
  - 1.2. Officers shall be elected by vote of the newly elected Board of Directors of the Society immediately following the Annual Meeting of the Society. Officers must be members of the Board of Directors to qualify for office.
  - 1.3. Officers shall assume their duties following the close of the Annual Meeting and shall serve for a term of two years.
  - 1.4. A person shall not be eligible to serve more than two consecutive terms in the same office.
- 2. Directors.**
  - 2.1. The Board of Directors shall be composed of twelve members who are elected for staggered terms of three years. At the first Annual Meeting, Directors will be elected as follows: 4 members for 3 year terms, 4 members for 2 year terms, 4 members for 1 year terms. Thereafter the number of vacant seats may vary, however staggering of terms shall be maintained.

### **3. Election.**

- 3.1. There shall be a Nominating Committee composed of five (5) members: a Chairperson and a member, both of whom shall be Directors and selected by the Board, and three members at large chosen by the Chairperson and approved by the Board.
- 3.2. At least four (4) months before the Annual Meeting, the Nominating Committee shall put out a call via *amici* and email to the membership for recommendations to the Board.
  - 3.2 a. All names shall be submitted with a resume and shall be evaluated according to the Guidelines.
  - 3.2 b. Based on an evaluation of the resumes' consistency with the Guidelines, the Nominating Committee shall select candidates for interviews.
  - 3.2 c. The Nominating Committee shall recommend one name per open position.
  - 3.2 d. Together these nominees shall comprise the "Nominating Committee Slate". This Slate shall be presented to the membership at a General Meeting at least two (2) months before the Annual Meeting.
- 3.3. An alternative slate can be presented to the membership if a petition signed by at least fifty (50) members is submitted to the Nominating Committee no less than forty (40) days before the Annual Meeting. This slate shall recommend one name per open position. Together these nominees shall comprise the "Alternative Slate by Petition".
- 3.4. Only those persons who have signified in writing their consent to serve shall be nominated or elected to such office.
- 3.5. If there is no alternative slate, at the Annual Meeting a motion shall be made and seconded to approve the "Nominating Committee Slate" and a vote by the membership taken. The vote shall be by voice unless a member requests a show of hands and a count thereof.
- 3.6. If there is more than one slate, balloting by mail shall be required. The names of nominees on each slate shall be sent on a ballot to the membership at least thirty (30) days before the Annual Meeting. A slate shall be identified by its sponsor as "Nominating Committee Slate" or "Alternative Slate by Petition". Members may vote for one slate or the other but not for individual nominees. To be counted all such ballots are due at least two (2) days before the Annual Meeting. The President shall announce the results of such balloting at such meeting.
- 3.7. The terms of elected Directors shall be for three years, staggered to provide that the terms of one third of the Directors will expire each year. At the first Annual Meeting of the Society the staggering of the Board elected at that meeting will be determined as follows: candidates receiving the highest number of votes shall be elected for 3 years; candidates receiving the next highest votes shall be elected for 2 years; candidates receiving the next highest votes shall be elected for 1 year.

3.8. A Director shall not serve the Society for more than two consecutive 3-year terms or three consecutive 2-year terms or a maximum of six years. If a Director is appointed to fill a vacancy, that period of time is counted in the years of consecutive maximum service.

#### **4. Vacancy**

4.1. A vacancy occurring in any Director or Officer position shall be filled by a person elected by a majority vote of the Board of Directors. Such person shall hold that office until the next election at the Annual Meeting. The term of office for the next elected candidate for that seat shall be the unexpired term of the vacated seat.

#### **5. Removal**

5.1 Should a Director fail to attend, without sufficient justification, three (3) or more of the regular monthly meetings scheduled by the Board for any season, his or her seat of the Board shall be declared vacant by the President and shall be filled as specified in paragraph 4.1. Whether the justification, if any, offered by the Director subject to removal, is sufficient, shall be in the sole and unreviewable discretion of the President. At the regular Board meeting following the third meeting missed by the Director subject to removal, the President shall report to the Board his or her action on the matter.

5.2 A Director may be removed for cause by a majority vote of the entire Board.

### **ARTICLE V**

#### **DUTIES OF OFFICERS**

1. The President shall preside at all meetings of the Society and of the Board of Directors at which the President may be present; shall perform such other duties as may be prescribed in these Bylaws or assigned to the President by the Board of Directors and shall coordinate the work of the officers and committees of the Society in order that the purpose of said duty may be promoted.

2. The First Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act. In the absence or disability of both the President and the First Vice President, the duties shall pass to the Second Vice President. The Vice Presidents will also carry out other duties as designated by the President or the Board of Directors.

3. The Secretary shall act as an aide to the President and assist in setting the agenda for all meetings of the Board of Directors, the Executive Committee and the Society. The Secretary shall present the recorded minutes of all Director and Society meetings. There shall be a Recording Secretary as appointed by the Board of Directors, who shall record all minutes of Board and Society meetings. The Secretary shall have oversight responsibility of recorded minutes. The Secretary shall give notices of meetings, shall conduct correspondence of the Society and shall perform such other duties as may be delegated to him/her.

4. The Treasurer shall have custody of all of the funds of the Society; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the

approved budget, as authorized by the Society, Board of Directors, or a special committee. The Treasurer is responsible for the timely collection of funds and the safekeeping of the Society's funds. The Treasurer shall present a financial statement at the Annual Meeting of the Society and at other times when requested by the Board of Directors. The Treasurer shall be responsible for the maintenance of such books of account and records as to conform to the requirements of the Bylaws.

The Treasurer's accounts shall be examined annually by an Auditor or an Auditing Committee of not less than three members, who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report. The Auditing Committee shall be appointed by the Board of Directors at least two weeks before the Annual Meeting. The Board may appoint an outside party of its choosing to audit or monitor any financial matter if deemed advisable by a majority of the Board at any time.

**5. All Officers Shall:**

- 5.1. Perform the duties prescribed by these by-laws, by the parliamentary authority and by those assigned from time to time.
- 5.2. Deliver to their successors all official material not later than ten days following the election of their successors.

**ARTICLE VI**

**BOARD OF DIRECTORS**

1. The Duties of the Board of Directors Shall Be:
  - 1.1. The Board shall have general supervision of the Society, set hour and place of meetings, and perform such other duties as are specified in the by-laws; transact necessary business in the intervals between meetings of the Society and such other business as may be referred to it by the Society;
  - 1.2. To create standing and special committees;
  - 1.3. To approve the plans of work of the standing and special committees;
  - 1.4. To present a report at the annual meeting of the Society;
  - 1.5. To appoint an Auditor or an Auditing Committee at least two weeks before the annual meeting to audit the Treasurer's accounts; to receive and act on the Auditor/Auditing Committee report which will be due no later than the second Board meeting following the Annual Meeting;
  - 1.6. To approve a budget for the fiscal year;
  - 1.7. To approve all invoices and vouchers; to delegate authority to approve and pay routine bills within the limits of the budget and up to maximum amounts that will be set from time to time; and

- 1.8. To interpret these Bylaws when procedure questions arise.
  - 1.9.1. Effective January 26, 2007 the Italian Cultural Society Board of Directors is bestowing the title of “Founder and President Emeritus” to Mr. Joseph Delfino as a member in perpetuity of The Italian Cultural Society and a non-voting member of the Board.
  - 1.10. A Society President who has served the Board and Society with distinction and outstanding service as determined by the Board of Directors may be awarded the title of “President Emeritus” of the Society by a 2/3 vote of the Board. The person(s) so designated shall have an open invitation to attend board meetings as a non-voting member to share their experience, insight and wisdom regarding the governance and programs of the Society.
2. Regular meetings of the Board of Directors shall be held monthly at a time to be fixed by the Board. The dates for Annual Meetings of the membership will also be determined by the Board.
- 2.1. A majority of the Board shall constitute a quorum at Board meetings.
  - 2.2. Each Director shall be entitled to one vote at each meeting of the Directors and upon each proposal, matter or motion.
  - 2.3. All proposals, matters of motions presented at the Board of Directors meeting shall be decided by majority vote of the Directors present at said meeting.

## **ARTICLE VII**

### **MEETINGS OF MEMBERS**

1. A regular meeting of the Society's members shall be held at least two months prior to the Annual Meeting. Other regular meetings may be held at the discretion of the Board or at the request of at least 25 members. A minimum of fifteen days' notice shall be given of any meeting date.
2. Twenty percent of the total membership shall constitute a quorum for the transaction of business in any meeting of the Society.
3. Each member shall be entitled to one vote at each meeting of the members and upon each proposal, matter or motion.
4. All proposals, matters or motions presented at a meeting of members shall be decided by a majority vote of the members present at said meeting. All such proposals, matters or motions shall be deemed advisory to the Board and within the discretion of the Board for action.

## **ARTICLE VIII**

### **STANDING AND SPECIAL COMMITTEES**

1. The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the Society. The term of each Chairperson shall be one year and until the election and qualification of his successor.

2. The Chairperson of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.
3. The power to form special committees and appoint their members rests with the Board of Directors.
4. The President shall be a member ex officio of all committees except the Nominating Committee.
5. The Board of Directors may from time to time create the position of Recording Secretary. The Recording Secretary shall record the minutes of meetings of the Society and the Board of Directors, and shall give notice to all meetings. The Recording secretary need not be an elected or voting member of the Board of Directors.
6. The Executive Committee of the Board of Directors shall have the duty and the power to act for the Board of Directors in the interim between meetings of the board and shall be responsible for coordinating the board's activities.
7. The membership of the Executive Committee of the Board of Directors shall consist of the President, First Vice President, Second Vice President, Secretary and Treasurer.

## **ARTICLE IX**

### **EXECUTION OF INSTRUMENTS**

All corporate instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or officers or other person or persons as the Board may from time to time designate. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society, and in such manner as shall be determined from time to time by resolution of the Board.

## **ARTICLE X**

### **PARLIAMENTARY AUTHORITY**

Robert's Rules of Order shall govern the Society except when they are inconsistent with these by-laws and any special rules of order, which the Society may adopt, and any statutes applicable to the Society.

## **ARTICLE XI**

### **AMENDMENTS**

These By-laws may be amended, repealed, or altered in whole or in part by a two-thirds vote of the entire Board at any regular or special meeting of the Board of Directors provided the amendment has been submitted in writing at the previous general meeting of the Board.