

BYLAWS

ITALIAN AMERICAN CLUB – TREASURE COAST



3/8/2017

**BYLAWS
OF
ITALIAN AMERICAN CLUB
TREASURE COAST, INC.
MARCH 2017**

**ARTICLE I
NAME**

The name of this entity shall be:

The Italian American Club - Treasure Coast, Inc. (IACTC), and referred to in this document as "the Club."

**ARTICLE II
PURPOSE**

The purpose of IACTC shall be to explore, preserve and promote Italian culture, language, history, athletics, and traditions; to initiate and to participate in fostering social interaction; and to help meet the philanthropic needs of our community, regardless of nationality, creed or color by performing and contributing to charitable works. ("Purpose")

**ARTICLE III
MEMBERSHIP**

Section 1. Membership Obligations

Members are responsible for and enjoy the privileges of being in the IACTC, and as such may vote, hold office, serve on a committee, proffer financial support, and volunteer for and assist in Club sponsored events and activities. All members shall treat each other and guests with courtesy, dignity, and respect.

A. Service Obligations

Members are encouraged to forward the mission of the IACTC, by volunteering for Club fund raising events, and for other activities enhancing and promoting the mission of the IACTC.

B. Financial Obligations:

The Board of Directors shall establish annual membership fees which members shall be obligated to pay to remain in good standing. The membership year begins on January 1 and ends on April 1; a member who fails to renew by April 1 will be dropped from the membership rolls and considered "lapsed". New members may be accepted at any time in the calendar year with fees adjusted if the member should join after June 1. Members joining prior to June 1, will be asked to pay the full membership fee. A lapsed member will be considered a new member if he/she shall rejoin after being lapsed.

C. Club Representation

1. Every Member is encouraged to participate in programs sponsored by the IACTC.

2. Use of the IACTC name by members (or non-members) outside the purpose of IACTC is not permitted. All usages of the IACTC name outside of the normal day-to-day functions of the IACTC shall require approval by the Board.
3. No favor or other recompense shall be solicited or guaranteed to elicit contributions. And no Board member or Officer shall be compensated for other than club expenses.
4. The use (through electronic, written, verbal or any other media) of the IACTC name, its member lists, addresses and personal information of members is prohibited without the written authorization of the Board of Directors ("Board"), and shall not be used for any reason outside the purposes outlined in the mission statement of the IACTC.

Section 2. Admission to Membership

The IACTC is open for membership to any and all applicants who:

1. Support the IACTC purpose and is over the age of 18;
2. Apply and pay the applicable membership fee; and
3. Become knowledgeable of the rules of membership and its obligations.

The Membership Committee will review and act on all new applications for membership which shall be brought before the Board for approval either by a vote at the next Board meeting or by e-mail.

Section 3. Loss of Membership

A. Resignations. Members may resign at any time. Members who resign may not receive re-payment of membership dues.

B. Reinstatement. A member who has voluntarily resigned may request reinstatement consistent with the IACTC rules of membership, and payment of the related fee.

C. Dismissal

1. Membership can be forfeited if a member fails to satisfy the member obligations stated in Article III.
2. The decision to dismiss a member must be approved by a 2/3 majority of the Board members.
3. A Notice to dismiss a member must be delivered to the member by certified mail, return receipt requested and the member must be given an opportunity to be heard before the Disciplinary Action Committee; such opportunity expires 1 year from the dismissal date.

ARTICLE IV
FISCAL YEAR AND ELECTIONS

Section 1. Fiscal Year

The Fiscal Year shall begin January 1 and end December 31 of the calendar year, as will all Club operational and organizational functions.

Section 2. General Membership Meetings

A. The IACTC shall call no less than two General Membership meetings ("GM") meetings per year, one in the Spring and one in the Fall (henceforth "Spring Assembly" and "Fall Assembly"), respectively. The Board will set the respective date of the Assemblies, and provide the membership with a one-month prior written notice of the meeting with an agenda which will be posted on the Club's web site and e-mailed out to all members in good standing.

- B. At the Spring Assembly meeting, the Board should present the descriptions on planned IACTC activities or directions, should report on the progress and accomplishments achieved during the concluding year, and should describe the general state of IACTC.
- C. At the Fall Assembly, the membership shall elect members to the Board of Directors, and should approve any major issue placed on the ballot by the Board.
- D. Any other pertinent information of interest to the General Membership may be added to the Agenda of either General Assembly.
- E. A Nominating Committee will consist of three Club members, and the President will appoint a Board member to serve as the Chair of the Committee. This Committee shall prepare and submit a slate of nominees for consideration by the General Assembly and election to the Board of Directors. This list will be distributed to the general membership at least 10 days prior to the election by e-mail or placed the Club's web site.
- F. Election for the Board shall be by ballot, unless there is only one nominee or less per open vacancy then in which case the Board can forgo the trouble and expense of a ballot and choose to have the candidates recognized by the Membership at the General Assembly with a voice acclamation. When a ballot is necessary, the Board is authorized to use the U.S. Postal Service, e-mail, or other remote correspondence communications source to distribute ballots, and to receive the votes of the membership. Ballots and all matters requiring Assembly voting, should be communicated to the membership and in such form so that member response can be received at least three days prior to a GM meeting. All votes will be tabulated at the Assembly. For the election, a member, who has the right to vote consistent with their membership, is entitled to a single vote.

Section 3. Emergency Assembly

- A. The Board may call an emergency meeting of the General Membership Assembly to address unanticipated circumstances.
- B. A call for an emergency meeting must be approved by a 2/3 majority of the Board attendees.
- C. The General Membership can call for an Emergency Assembly by:
 1. Requesting a Board Member to put forth the request; and
 2. Presenting to the Board a signed petition consisting of 10% of the General Membership.

Section 4. Quorum

Nine (9) members in good standing shall constitute a quorum for the transaction of business, and all binding action of the Assembly shall be by majority vote of the members present. If an Assembly in session fails to meet the minimum quorum, the quorum may be waived for that particular meeting by a majority vote of the Assembly in good standing.

**ARTICLE V
MANAGEMENT AND
ORGANIZATION**

Section 1. Board of Directors

- A. The Board of Directors of IACTC consists of the offices of the President, Vice-President, Secretary and Treasurer along with at least five directors. The President and Vice-President, Secretary and Treasurer shall be elected to two year terms. The President and Treasurer shall be elected every odd year and the Vice President and Secretary shall be elected every even year. The Board shall consist of at least five directors which shall be numbered 1 through 5 and be elected for two year terms. All odd numbered

directors shall be elected every odd year and even numbered directors shall be elected every even year. The date of the election continues until the next election. The term of an Officer and Director shall be measured by a calendar year commencing on the election date within the first 10 days of January.

- B.** Each year, at the Fall Assembly meeting, new members shall be elected to replace the members of the Board who are completing their term.
- C.** A Board Member shall not hold elective office more than two consecutive terms unless the Nominating Committee determines there are insufficient other candidates running for the Board.
- D.** An Officer (President, Vice-President, Treasurer, Secretary) shall not hold elective office more than two terms unless the Nominating Committee determines there are insufficient other candidates running for Office.
- E.** Board members are expected to attend Board meetings. Board meetings are considered to have quorum when a majority of the Directors are in attendance.
- F.** Board members are expected to notify the President or Secretary if he or she will be absent from a meeting. A Board member with three unexcused absences may be suspended and dismissed from serving on the Board unless good cause can be shown to the Board for not attending.
- G.** Upon receipt of the Board president's Board Meeting agenda, a Board member who will be out of town, or for other good cause be unable to physically attend the Board Meeting at the designated site location may still participate in the meeting via remote electronic communication. Such remote electronic participation by a Board member shall be deemed to constitute attendance and therefore count towards satisfying the Board Meeting quorum requirement of two thirds of the Board. To participate via an electronic means, the Director should prior to a scheduled Board Meeting notify the Board President or other Board Member designated to monitor attendance. Unless there is a requirement that physical presence is needed for a particular meeting, or it is not logistically possible for the Board to arrange remote electronic communication, all requests shall be granted. Remote participation may be arranged in any manner wherein clear and consistent communications can be established between the physical meeting site and the remote location.

Section 2. Board Meetings

- A.** The Board shall meet on a monthly basis at least ten times a year. By majority decision, the Board will determine the date of such meetings and the need to cancel or to hold an extraordinary meeting.
- B.** Every Board Meeting should be preceded by an agenda by the President and sent to each Board Member at least three days prior to the meeting, when possible.
- C.** The President may call a special meeting of the Board which must be preceded by at least 2 days' notice of the date, time and place of the meeting. The notice should explain the purpose of the meeting and no other business should be discussed unless approved by a majority of the Board members in attendance at the special meeting.

Section 3. Managing Organization

- A.** The Board of Directors consisting of the President, Vice-President, Treasurer and Secretary shall oversee the functions of the IACTC. The Board may establish operational committees for the purpose of advancing Club business and/or its mission. For example, the Board may establish the following Committees: Social Events, Public Relations, Membership, Communications, Financial, Disciplinary Action, and Audit. The Board, in its discretion, may establish, abolish, or consolidate any such Committees as it determines appropriate from time to time. A Director

and/or a Member in good standing will be Chair and/or Vice-Chair of each Committee for such term as established by the Board. The President shall be *ex officio* committee member on all committees with the exception of the nominating committee.

Section 4. Resignation of Directors

- A. A director may resign at any time by delivering written notice to the Board of Directors or the President.
- B. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 5. Removal of Directors

- A. Any member of the Board of Directors may be removed from office with or without cause by a majority of all votes of the directors, if the director was elected or appointed by the Directors or a majority of all votes if the Director was elected or appointed by the members.
- B. A Director may also be removed for three unexcused absences from meetings in one year and upon majority vote of the Board.
- C. A proposed removal of a director at a meeting shall require a separate vote for each director whose removal is sought.
- D. If a removal is effected at a meeting, any vacancies created shall be filled by the members or directors eligible to vote for the removal.
- E. Any director who is removed from the Board is not eligible to stand for reelection until the next annual meeting at which directors are elected.
- F. Any director removed from office shall turn over to the board of directors within 72 hours any and all records of the Club in his or her possession.
- G. If the director who is removed does not relinquish his or her office or turn over records as required under this section, the St. Lucie County circuit court may summarily order the director to relinquish his or her office and turn over corporate records upon application of any member.
- H. A director elected or appointed by the Board may be removed without cause by a vote of two-thirds of the directors then in office.

Section 6. Board Vacancies

Except as is provided in Article V, Section 5 E, if a Board vacancy occurs, the vacancy may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director or, if the vacancy is not so filled or if no director remains by the members, or on the application of any person by the St. Lucie County circuit court.

**ARTICLE VI
OFFICERS**

Section 1. The President

- A. The President elected for a 2 year term and shall be responsible for the continuity, good reputation, membership growth, and financial security of IACTC.
- B. The President shall be responsible for the orderly and organized direction of IACTC, and for the adherence to these bylaws, to other official instruments promulgated by the IACTC, and to any other policy established by the Board or the General Membership.
- C. The President will as necessary create and utilize “*ad hoc*” committees to formulate recommendations and advice leading to improvements in the managing process, as well as the

installation of a committee for future review and amendment to these Bylaws.

- D. The President or the Vice-President shall preside at all General Membership Assembly Meetings, all Board Meetings, and all functions relevant to the management of IACTC.
- E. The President shall oversee all Board meetings and decisions and be a *ex officio* non-voting member on all committees with the exception of the Nominating Committee.
- F. The President shall in cooperation with the Treasurer, oversee expenditures of the all Committees.

Section 2. Vice President

The Vice President is elected for a 2 year term and will preside and carry on the duties of the President in his or her absence.

Section 3. Treasurer

The Treasurer is elected for a 2 year term and will supervise the receipt, collection, and deposit of all funds, and the payment of all bills, according to generally accepted accounting practices (GAAP); and will report such transactions at the Board meetings. The Treasurer will assure that there is no dispersing of funds until such expenditure has been properly approved by the Board or GM as required by these by-laws. The Treasurer will further assure that no expenditure more than **\$200.00** is without two signatures on the check and that all expenses are properly aligned with invoices and receipts. The Treasurer will be responsible for ensuring an annual audit is conducted either through a CPA or the appointment of an Audit Committee, keeping in mind that the Board is the appointing authority for all committees. The Treasurer is also responsible for providing a monthly expenditure record to the Board of Directors at all meetings. The Treasurer is also responsible for providing an annual budget to the Board of Directors for approval at the Fall Assembly for approval of the following year's budget.

Section 4. Secretary

The Secretary is elected for a 2 year term and will record all business conducted at Board and membership meetings, and will provide the minutes to the Members subsequent to the close of each meeting by e-mailing a copy to all members.

Section 5. Resignation of Officers

An officer may resign at any time by delivering notice to the Board. A resignation is effective when the notice is delivered unless the notice specifies a later effect date. If a resignation is made at a later date and the Board accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date of the pending vacancy.

Section 6. Removal of Officers:

The Board of Directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer by a majority of all votes of the directors.

ARTICLE VII STANDING COMMITTEES

The President appoints all chair persons and is the *ex officio* member on all committees. The Chairperson on each committee shall be a duly elected Director on the Board of Directors. Each Chairperson may appoint members on his or her committee with approval of the President. Each committee must have two or more members. The President may also appoint such Special Committees as he or she sees fit. The following are the job descriptions and appointments for special committees:

Communications:

Communications Chairman oversees all communications of the Assemblies and events pertain to the IACTC to the members, guests, and general public through postings on the Facebook page and the web site, if applicable. He or she is responsible for making fliers for events, presenting them to the Event Chair through the President for approval.

Membership:

Membership chairman shall get all applications for membership to the IACTC with the appropriate membership fees and forward the names to the President who will request that the Communications chair send an email to the Board requesting approval for membership. After the applicant is approved by the Board, new members will be entered onto the active member roster and their names given to the Communications chairman who shall order their name tags and membership cards. New members shall receive their membership cards and name tags at the next scheduled event. The Membership chairman shall maintain an accurate record of the membership and provide a report at each Board meeting. He or shall also ensure that members are kept advised as to the when membership dues are to be paid.

Event:

Event chairman is responsible for organizing each event, compiling a committee and clearing the event with the President with the date, kind of event, food and price, etc. Once cleared by the President, the Event chair shall contact the Communications chair with all pertinent information for the flyer and Facebook posting. The Event chair shall be responsible for obtaining the entertainment, selling tickets, all expenditures and receipts, all changes or modifications to the event, and writing the report after the event for profit and loss. All receipts and bills shall be submitted to the Treasurer for payment.

Charity:

Charity Chair shall be responsible for presenting a list of local non-profit organizations to the Board of Directors so that they can establish a financial goal and make an informed decision on which charities to donate to and raise funds for. The Charity Chair should coordinate efforts with the Events chair on raising money for designated charities through the President.

Sergeant at Arms:

Sergeant at arms shall assure that all members seeking entrance to a meeting of the IACTC is a member at good standing by inspecting membership cards and name tags upon entrance to any Assembly. At annual elections, the Sergeant at arms shall ensure there is a quorum and count the election ballots. The Sergeant at arms also assists the President with maintaining order.

Audit:

The Audit Committee shall perform the annual audit. The annual audit shall be completed each calendar year and submitted for Board approval no later than January 15th of the each year.

Disciplinary Action:

Receives all complaints, talks with all witnesses and the accused as required and determines if there was any

violation of the by laws or Florida law. The Disciplinary Action Committee will recommend the appropriate action of any violations of laws.

ARTICLE VIII CONFLICTS OF INTEREST

No contract or other transaction between the IACTC and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or her or their votes are counted for such purpose if:

- A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- B. The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if and they authorize, approve, or ratify it by vote or written consent;
- C. The contract or transaction is fair and reasonable as to the IACTC at the time it is authorized by the Board, a committee, or the members;

For the purposes of A. above only, a conflict of interest transaction is authorized, approved or ratified if it receives the affirmative vote of a majority of the directors on the Board of Directors, or on the committee, who have no relationship or interest in the transaction described in A., but a transaction may not be authorized, approved, or ratified under this section by a single director. If a majority of the directors who have no relationship or interest in the transaction vote to authorize, approve, or ratify the transaction, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director having a relationship or interest in the transaction does not affect the validity or any action taken under A. above if the transaction is otherwise authorized, approved, or ratified as provided under A, but such presence or vote of such a director may be counted for purposes of determining whether the transaction is approved in other of this section.

For the purposes of B. above, a conflict of interest transaction is authorized, approved, or ratified if it receives the vote of a majority in interest of the members entitled to vote. A director who has a relationship or interest in the transaction may not vote to determine whether to authorize, approve, or ratify a conflict of interest transaction under B. However, the vote of that director is counted in determining whether the transaction is approved in other areas. A majority in interest of the members entitled to vote on the transaction under this Article constitutes a quorum for the purposes of taking action in this Article.

ARTICLE IX LOANS TO DIRECTORS OR OFFICERS

IACTC may not make loans, other than through the purchase of bonds, debentures, or other similar obligations of the type customarily sold in public offerings, or other ordinary deposit of funds in a bank, may not be made to its directors or officers or any other corporation, firm, association or entity in which its directors or officers hold a substantial financial interest, except a loan to a 501(c)(3), which is exempt from federal income tax.

ARTICLE X PARLIAMENTARY AUTHORITY

The IACTC is an incorporated entity within the State of Florida, and as such Florida law shall govern the Italian American Club - Treasure Coast, Inc., when a matter is not defined or addressed within the Bylaws of the IACTC, or it is determined that an aspect of the Bylaws conflict with a law of the State. Where and when the IACTC Bylaws or Florida law does not address or define a matter then the rules contained in the current edition of Robert's Rules of Order will prevail.

ARTICLE XII
AMENDMENT OF BYLAWS

Section1. Board Approval

The Board may approve amendments to the Bylaws with a two third majority vote and then submit the changes to the vote of the General Assembly.

Section2. General Membership Approval

The proposed amended Bylaws shall be published on the IACTC Website and e-mailed to all members at least two weeks prior to the General Membership Assembly. The GM may approve the changes by a two-third majority of the assembled members.

ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

An officer or director of the IACTC, once recognized as a 501(c)(3) or 501(c)(4) or 501(c)(6) is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action regarding organizational management or policy by an officer or director, unless:

- A. The officer or director breached or failed to perform his or her duties as an officer or director;
- B. The officer's or director's breach of, or failure to perform, his or duties constitutes:
 - 1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or conduct was unlawful;
 - 2. A transaction from which the officer or director derived an improper personal benefit, directly or indirectly; or
 - 3. Recklessness or an act or omission that was omitted in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

As to work performed on behalf of the IACTC, the IACTC hereby binds and obligates itself, to indemnify any Director or Officer, or former Director or Officer of IACTC, for all expenses (including reasonable attorney's fees and court costs) judgments, liabilities, fines and amounts paid in settlement in connection with, or resulting from any claim, action, suit, or proceeding asserted or threatened against him/her, by any civil, administrative agency or otherwise, by reason of his/her being or having been such Director or Officer, except in relation to matters as to which he/she shall have been guilty of gross negligence or misconduct in respect of the matter in which indemnification is sought or for a criminal act.

**ARTICLE XIV
DISSOLUTION**

In the event the IACTC is dissolved, all of its liabilities and obligations shall be paid, satisfied and discharged and all of its assets and property then remaining shall be distributed in accordance with a majority vote made of the membership. By majority vote of the membership, the membership shall decide the distribution of assets to selected 501(c)(3) organizations(s). The power conferred on the Directors of the Board of IACTC by this dissolution Article may not be delegated to any committee or other entity or person.

Secretary

President

Adopted by the General Membership on: _____