



# Italian Club of Seattle

*Founded April 26<sup>th</sup> 1920*

## BYLAWS

### ARTICLE 1 NAME

#### Section 1:

The Corporate name of the Club is THE ITALIAN CLUB OF SEATTLE, INCORPORATED.

### ARTICLE 2 PURPOSES

The purposes of this Club shall be as follows:

#### Section 1:

To promote, develop and further establish among the people of the United States respect for Italians and those of Italian derivation and an appreciation for Italian arts, culture and science.

#### Section 2:

To promote through the initiatives and activities of the Club traditional Italian values for the care and support of families, children and education.

#### Section 3:

To carry on the long established customs and traditions of the Club while continuing to provide leadership, enthusiasm and guidance.

#### Section 4:

To promote initiatives within our Membership supporting business and personal endeavors.

#### Section 5:

To stimulate and encourage patriotism and active participation in the affairs of our local, state and national governments and to promote initiatives within our membership fostering community support.

### ARTICLE 3 MEMBERSHIP

#### Section 1: Membership Categories.

- a. **Member.** Any person over eighteen (18) years of age who has an interest in the purposes of the Club shall be eligible to be an active member of the Club.

- b. Honorary Member.** The Board of Trustees may elect any person over twenty one (21) years of age as an honorary Member. Any Honorary Member so selected by the Board of Trustees as deserving of the honor shall be entitled to membership for one (1) year. Such Member shall pay no initiation fees or dues and shall not have voting rights, hold office or have any interest in the Club's property or finances
- c. Life Member.** Any member who has been in good standing for thirty-five (35) or more years shall at age seventy (70) be eligible for Life Membership. A member who attains the status of Life Member shall pay one-half (1/2) dues.
- d. Honorary Life Member.** Honorary Life Membership may be conferred on any member deserving of such honor. The process of selecting Honorary Life Members shall be as follows:
1. Applications and/or nominations shall be submitted in writing to the Board of Trustees. Each application or nomination shall include the individual's qualifications, including service to the Club and the reasons and basis for electing the individual to Honorary Life Membership.
  2. The Board will vote on an acceptable application or nomination by majority vote;
  3. Subsequent to Board approval, the application or nomination shall be submitted for vote to the membership at the next Business Meeting after publication is sent to all the membership.
  4. A majority vote of members entitled to vote at the Business Meeting is required to attain Honorary Life Membership.
  5. A member who attains the status of Honorary Life Membership shall pay no dues.

## **Section 2: Membership Applications**

- a. Applications for membership shall be submitted in writing to the Membership Chairman for investigation and approval. If approved, the prospective applicants name, address and personal data will be published in the very next edition of the Club's publication. Voting on accepting the applicant into membership will be accomplished at the very next regular meeting. In this manner, both the publication and voting will take place in the same month. There will be an exception to this procedure for those applications received in late June, July and August when the Italian Club is not in session, as follows:
1. Upon investigation and approval by the Membership Committee, the applicant's name, address, and personal data will be published in the very next edition of the Club's publication.
  2. The applicant will be issued a temporary membership card with an expiration date of September 30, together with a letter signed by the President and Membership Chairman advising that the temporary membership card will permit the applicant to partake in the Club's events during the summer months pending formal approval/disapproval during the next regular meeting in September.
  3. Monies submitted by the applicant with the application will be held in escrow until the applicant is accepted/rejected by the Club through the general membership vote in September, at which time if the applicant is accepted a permanent membership card valid through the ensuing year will be issued.
- 2.b. Voting for admission to membership shall be by secret ballot. A simple majority of the members in attendance entitled to vote at that meeting shall approve an applicant. If the candidate is rejected, no further vote may be held on the candidate for a period of one (1) year thereafter. An applicant whose application has been disapproved by the Membership Committee shall be entitled to have the application referred to the membership for balloting, provided an application for reconsideration is made in writing by a member in

good standing. Negative votes by five percent (5%) or more of the members in attendance entitled to vote at that meeting shall exclude the candidate so excluded for one year.

b. Upon approval of candidate for membership, the Membership Chairman will:

- 1.1. Retain one copy of the application, distribute the original application with the member's check for the initiation and dues to the Treasurer, and distribute the third copy to the Secretary.
2. Furnish a new member with a welcome letter signed by the President and Membership Committee Chairman, together with current membership roster, membership card and Club information.
3. Provide the Publication Editor with the new Members name for inclusion in the next edition of the Club's publication.

## **ARTICLE 4 DUES, INITIATION FEES AND REINSTATEMENTS**

### **Section 1: Dues and Initiation Fees.**

The dues and initiation fees of all Members shall be fixed by the Board of Trustees and subsequently approved by two-thirds (2/3) of the Membership present at a Business Meeting. Dues shall be payable annually.

### **Section 2: Reinstatement.**

Any Member having been dropped from membership shall be readmitted only by making application as a new member.

### **Section 3: Withdrawal.**

Any Member permanently moving his place of residence from the Greater Seattle Area may, upon written application, be given the status of Leave of Absence.

### **Section 4: Delinquent Dues.**

The Secretary shall mail notices of dues to Members during the first week of December each year. If dues are not paid after mailing of the statement, the Secretary shall mail a second notice the first week of February. If payment of dues is not received by April 15, the Board of Trustees will determine whether the member should lose Club membership.

## **ARTICLE 5 MEETINGS**

### **Section 1: Regular Meetings**

Regular Meetings shall be held on the second Thursday of the month, except during the summer recess in the months of July and August. This schedule may be changed at any time by a motion duly made and passed; however in the event that a conflict should arise with the above meeting date, the Board of Trustees may elect to change the meeting date for no more than one scheduled meeting.

### **Section 2: Regular Meetings shall be of the following types:**

**Business Meeting.** Business Meetings shall be scheduled by the Club President and the Board of Trustees a minimum of six times a year to conduct the Club's affairs. Twenty (20) members in good standing shall be in attendance to have a quorum for the transaction of business.

*The order of the day of business meetings shall be as follows:*

Roll Call of Officers	Committee Report
Reading of minutes of past business meetings	Board of Trustees Report
Communications	Unfinished Business
Treasurer's Report	New Business

a) **Installation meeting.** An Installation Meeting is a ceremonial meeting for the installing of officers and trustees.

b) **Social or Program Meetings.** No Club business shall be conducted and no quorum is necessary to hold a Social or Program Meeting. Social and Program Meetings shall be scheduled by the President and Board of Trustees.

### **Section 3: Special Meetings**

In addition to Regular Meetings, Special Meetings may be called at any time by the President, or a majority of the Board of Trustees, or on a motion duly made and passed at a regular Business Meeting, or on written petition of twenty (20) Members in good standing. Members shall be notified by mail of Special Meetings and the purpose which a Special Meeting is called, and no other business shall be transacted other than that for which the Special Meeting was called. Twenty (20) Members in good standing shall be present to have a quorum for the transaction of business.

## **ARTICLE 6 DIRECTORS**

### **Section 1: The Officers of the Club shall be:**

President  
Vice President  
Secretary  
Treasurer

### **Section 2:**

There shall be a Board of Trustees consisting of six (6) Members, allocated as set forth in Article 7, Section 1 below, plus the President, Vice President, Secretary and Treasurer.

### **Section 3:**

Any member of the Italian Club shall be eligible for any office. Prior experience of two (2) years as a member of the board of Trustees shall be required to be eligible for the office of President or Vice President.

No Member shall hold more than one executive office at one time.

### **Section 4: Executive Officers/President and Vice President.**

a. The President and the Vice President shall not concurrently hold offices in another Seattle area Italian fraternal organization.

- b. The President and Vice President shall be elected for a period of one (1) year.
- c. The President and Vice President shall be members of the Board of Trustees and the President shall be Chairman of the Board.
- d. It shall be the duty of the President to preside at all meetings of the Club and Board of Trustees; to see that the Bylaws of the Club are regularly enforced; to have general supervision of all the affairs of the Club; to report quarterly to the active Membership on the accounts and state of the Club; and to appoint Chairmen to various Club committees.
- e. In the absence of the President, the Vice President shall serve as President and perform such duties designated by the President
- f. The Vice President shall also carry the title of Director of Club Operations and Club Development. In this role, all Committee Chairmen as defined under the Board of Trustees shall report to this position.

### **Section 5: Secretary.**

The Secretary of the Club shall be elected for a period of one (1) year. He shall keep an accurate record of each meeting of the Club and the Board of Trustees and of the Bylaws Committee activity. He shall call the roll of the Officers and read all communications and reports. He shall maintain and update the historical records of the Club. He shall write and maintain all correspondence of the club as may be delegated to him. In the absence or disability of the Treasurer, the Secretary shall be permitted to sign checks. The Secretary will, in addition to his other duties, maintain a current roster of all Members and publish biannually an updated version of the Roster reflecting changes to the Membership and Bylaws and keep an accurate record of the Bylaws and changes.

### **Section 6: Treasurer.**

The treasurer shall be elected for a period of one (1) year. He shall safely keep all monies and assets belonging to the Club and manage the same under the direction of the Board of Trustees. He shall be a member of the Finance Committee as defined under Board of Trustees. He shall pay out budgeted items. In addition:

- a. He shall pay all claims and/or invoices against the Italian Club by check.
- b. Checks signature:
  1. He may sign checks up to the approved budget items.
  2. If an invoice exceeds the approved budget item then the check must be approved in writing by the signature or initials of the President or Vice President.
  3. The Italian Club checks issued to his name must be signed only by the President or Vice President.
- c. He shall invest the Italian Club funds, according to the decision of the Board of Trustees, within two weeks of that decision.
- d. He shall report, at each Italian Club membership meeting on the status of the Italian Club's financial position.
- e. He shall provide detailed information of any of the Italian Club's expenditures at the request of any member of the Italian Club.
- f. Each January he shall report in detail on the previous year's budget accomplishments.
- g. Each December he shall prepare a tentative budget to be presented to the Financial Committee and Board of Trustees. Once approved by the Board of Trustees it will be printed in the Ficcanso prior to presentation for approval by the membership

### **Section 7: Sergeant at Arms**

The Sergeant at Arms shall be appointed by, and serve at, the pleasure of each President. It shall be the duty of the Sergeant at Arms to see that only Members in good standing are admitted to the meetings of the Club and, subject to the instructions of the President, he shall assist in maintaining order at meetings and perform such duties as may be delegated to him by the President.

## **Section 8: Bond of Officers**

The Treasurer shall be bonded by a surety bond conditioned upon the faithful performance of his duties. Failure to be bonded shall disqualify him from holding office and his office shall be deemed vacant to be filled as provided in these Bylaws. The Board of Trustees shall fix the amount of the bond, provided the same shall not be less than the sum of \$35,000.00.

## **ARTICLE 7 BOARD OF TRUSTEES**

### **Section 1:**

The governing and management of the Club will be vested in a Board of Trustees which shall have six (6) trustees, consisting of the Immediate Past President, and five (5) members elected from the Club, plus the President, Vice President, Secretary and Treasurer, for a total of ten (10) individuals on the Board of Trustees. The five (5) elected trustees from the Club shall each serve on the Board for a period of two (2) years. Said Trustees may run for a second term of two (2) years. Three (3) trustees will be elected during one annual meeting and two (2) trustees will be elected in an alternate year in order to assure continuity of the Board. The six (6) trustees will be responsible for the following committees created to support the mission and purposes of the Club:

- a. **Education Committee.** The Education Committee shall provide cultural and intellectual support, planning and funding of scholarships and expansion, involvement with the opera, museums, symphony and promotions with food and wines.
- b. **Community Committee.** The Community Committee shall encourage and provide increased involvement in Festa/or other Italian cultural celebrations, promotions for support to the community and sponsorships, kidney fund, Dante interchange, sister city, relations with Italy, relations with other regional Italian organizations, Educational Institutions interchange.
- c. **Social Committee.** The Social Committee shall be responsible for preparing and scheduling the Social Calendar, as well as defining business promotions, health and welfare, Club dinners, promotional fund raising and meeting venues within the purposes of the Club and its mission.
- d. **Membership Committee.** The Membership Committee shall be responsible for all membership activity, promotions and activities necessary to advance membership to the Club.
- e. **Communication Committee.** The Communication Committee shall be responsible for the management and development of the communication process and tools necessary to support the purposes of the Club.
- f. **Children's Committee.** The Children's Committee shall build a foundation of children's activities to support the purposes of the Club.
- g. **Bylaws Committee.** The Bylaws Committee shall assure that the definition of the laws of the Club are in accord with the activities of the Club and continually update them to focus on the mission and purposes of the Club.
- h. **Finance Committee.** The Finance Committee shall develop the financial plan for the Club: how it invests, where it invests, how it budgets, the purchase of property, an appropriate bookkeeping system, and auditing procedures. The Finance Committee shall bring these plans to the Board of

Trustees for approval. The Finance Committee will consist of five (5) members who are knowledgeable in matters of Business and/or Finance and shall include a Chairman selected by the President, the Treasurer of the Club, and three other members selected by the Finance Chairman and approved by the President.

i. **Facilities Committee.** The Facilities Committee shall be responsible for seeking acquisition, with approval from the Board of Trustees and the Membership, of a permanent facility.

j. The President shall appoint any other chairpersons for Standing Committees as may deemed necessary for the proper conduct of the Club business.

## **Section 2:**

If a vacancy shall occur in any office of the Club, the Board of Trustees shall fill such vacancy by appointment; such appointee shall hold office until the next general election. If the Board of Trustees does not fill the vacancy within sixty (60) days of the vacancy, the position shall be filled by nomination and election at the next Business Meeting.

## **Section 3:**

Regular meetings of the Board of trustees shall be held at the discretion of the President or at the Board's request. A simple majority shall constitute a quorum. In the event that any Officer or Trustee should miss three (3) unexcused Board and /or Business meetings, then and in that event said Officer or Trustee will be removed from his/her office

## **Section 4:**

The Board of Trustees shall have the authority to make charitable donations to worthy causes, provided however, that in any one month the Board shall not make charitable donations exceeding the total amount decided by the Board of Trustees and the Membership or make a donation exceeding an amount determined by the Board of Trustees and the Membership without the approval of the Members at a Business Meeting or Special Meeting. Further, no motion for a donation can be passed at any Business or Special Meeting without it first having been submitted to the Board of Trustees for review and recommendation. If the Board of Trustees recommends the appropriation of funds for such a purpose, the motion may be passed by a majority of the Members present. If the Board recommends against such appropriation, it will then require a three-fourths (3/4) vote of the Members present to override the Board's action.

## **Section 5:**

The President shall have the authority to spend a sum of money not to exceed an annual amount decided by the Board of Trustees and the Membership for any purpose which , in his opinion, will benefit the Club.

## **Section 6:**

The Board of Trustees may at any time by resolution require of any of the Officers of the Club the performance of any other duties not specified by the Articles of Incorporation or Bylaws, and may require at any time, when the necessity arises, an accounting and full report from any of the employees, agents or committees of the Club as to their management of any matter connected with the business and purpose of the Club.

## **Section 7:Audits.**

Commencing with the end of the term of office of the President and Treasurer, and continuing on a fiscal year-end basis the board of Trustees shall conduct an audit of the Club's fiscal affairs. When

deemed necessary by a majority of the Board, a reputable firm of Certified Public Accountants must accomplish a comprehensive audit.

## **ARTICLE 8 NOMINATIONS AND ELECTIONS**

### **Section 1:**

On or before the first Regular Meeting in October of each year, the President shall appoint a Nominating Committee consisting of three (3) active Members. At least two (2) members of the Nominating Committee must be past Presidents of the women's and men's Club and the third selected from the Membership. No member of the Nominating Committee shall be eligible for nomination to office for the term on which his committee serves. It shall be the responsibility of the Nominating Committee to prepare a slate of candidates containing the name of one (1) or more nominees for the office of the President, Vice President, Secretary, Treasurer and the names of at least three (3) or two (2) nominees (the numbers alternating every other year) for the Board of Trustees. This slate of Officers shall be submitted to the Membership at the Business Meeting in November and shall likewise be published in the November edition of the Club's publication. Any Member may make additional nominations from the floor at the Business Meeting, provided the nominee is present to accept the nomination or the nominee has previously consented in writing to accept the nomination.

### **Section 2:**

The term of office of the elected officers shall commence on the first Meeting in February of the year following their election.

### **Section 3:**

Election shall be by secret ballot and those receiving a majority of votes shall be declared to be duly elected. In case of a tied vote, there shall be a revote for the tied candidates.

### **Section 4:**

Only Members present shall have the right to nominate and vote for Officers.

### **Section 5:**

Notice of election of Officers, together with the slate of nominees of office, shall be printed in the Club's publication.

## **ARTICLE 9 GENERAL PROVISIONS**

### **Section 1:**

All officers of the Club shall serve the Club gratuitously except for the Secretary, Treasurer and the Editor of the Club's publication, who will receive a quarterly stipend to support the effort and time necessary to accomplish the goals, purposes and mission of the Club. The Board of Trustees will at its February meeting decide the annual compensation to be provided for the current year and submit this as part of the Club's proposed yearly budget to the general membership for approval at the regular February meeting.

### **Section 2:**

All official acts of the Club, except correspondence, shall bear the signatures of the President and Secretary and the Corporate Seal.



### **Section 3:**

Any infraction of these Bylaws or the rules of good conduct shall be addressed by the Board of Trustees. The Board of Trustees shall investigate the infractions and determine reasonable cause and the course of action to pursue.

### **Section 4:**

In the event an emergency situation should arise that requires immediate action inconsistent with existing Bylaws, the President may call a Special Meeting. The reason for deviation from the Bylaws is in matters relating to Club assets and other items necessary to preserving the general health and welfare of the Club and the membership. A two-thirds majority vote of members present will be required to approve such action.

## **ARTICLE 10 AMENDMENTS**

### **Section 1:**

All proposed bylaws amendments shall be submitted in writing to the Bylaws Committee, affixed with signatures of five (5) or more members who support the proposed change or changes. If a majority of the Bylaws Committee approves the proposed amendment, it shall be printed in the Club's publication with notice that the proposed amendment has been approved by the Bylaws Committee and that it will be submitted to the Membership at the next business meeting. A two-thirds (2/3) affirmative vote shall be required to pass the amendment.

### **Section 2:**

If a majority of the Bylaws Committee disapproves the proposed amendment, it shall nevertheless be printed in the Club's publication with notice that the same has been disapproved by the Bylaws Committee, and that it will be submitted to the Membership at the next Business Meeting. A three-fourths (3/4) affirmative vote shall be required to pass the amendment.

**In all cases not covered by these Bylaws, Robert's Rules of Order shall govern.**