

# THE ITALIAN-AMERICAN ASSOCIATION OF LOUISVILLE, INC.

## BYLAWS

### PREAMBLE

From a land with an incredible wealth of customs, traditions, culture, and history, to a land of democracy and opportunity, the Italian spirit is one of charity, justice, and fellowship. As such, the Italian-American Association fosters the preservation of the Italian culture and history, and promotes the welfare and happiness of its members and community. Additionally, a spirit of American patriotism, an understanding between all cultures and heritages, and an effort to perpetuate itself as a fraternal and civic organization provides the basis for the Italian-American Association to ordain these Bylaws.

### ARTICLE I

#### NAME AND PURPOSE OF ORGANIZATION

##### Section 1.0 – Name

The name of this organization shall be THE ITALIAN-AMERICAN ASSOCIATION OF LOUISVILLE, INC., hereafter referred to as the “ASSOCIATION.”

##### Section 1.1 – Purpose

The Association is a non-profit Kentucky corporation devoted to the promotion of Italian-American fellowship, which includes charitable, cultural, and civic activities.

##### Section 1.2 – Controlling Law

These Bylaws enacted by the Board of Directors shall be the controlling rule of law of the Association.

### ARTICLE II

#### ORGANIZATIONAL/OFFICIAL

##### Section 2.0 – Board of Directors

###### 2.0.1 – General

The responsibility of governance for the Association shall be vested in the Board of Directors. The Board shall meet on the fourth Wednesday of every month, or at such other time as determined by the President or the Board.

## 2.0.2 – Chairperson

The President shall serve as the chairperson of the Board of Directors. He or she shall present an agenda to the members of the Board and preside at its meetings.

## 2.0.3 – Members

The Board of Directors shall be composed of no less than seven (7) and no more than fifteen (15) members. Each director shall have one (1) vote on issues.

## 2.0.4 – Quorum

A majority of the whole number of directors shall constitute a quorum for all purposes.

## 2.0.5 – Compensation

All directors shall serve on the Board of Directors without compensation.

## 2.0.6 – Removal and Vacancies

Being a member of the Board of Directors is important. A board member may be removed if the following conditions exist:

- a. He or she is found guilty of misconduct or negligence in the performance of their duties.
- b. He or she fails to attend three (3) successive meetings of the Board without cause.
- c. He or she resigns from office.

If any of the conditions above are found to exist, a board member may be removed from office by a two-thirds vote of the members present and voting at a regular monthly meeting of the Board of Directors.

The President may appoint a successor to fill any unexpired term of a director, should any vacancy in office occur for any reason, subject to the approval of a majority vote of the Board of Directors.

## Section 2.1 – Officers

### 2.1.1 – General

The duties of Officers are outlined in detail in Article V.

### 2.1.2 – President

The President shall preside at all meetings of the Board of Directors, and shall supply all the information necessary for the Board to take action.

#### 2.1.3 – Vice President

In the event the President cannot attend any Board meeting, the Vice President shall preside. The Vice President shall also report on special programs assigned to him/her.

#### 2.1.4 – Treasurer

The treasurer shall report each month on the expenses incurred during the past month and the financial status of the Association.

#### 2.1.5 – Secretary

The Secretary shall record and submit the minutes of each meeting to the Board for approval.

#### Section 2.2 – Committees

The Board of Directors may from time to time create committees to which it may refer specific projects or business. It shall be the responsibility of the chairperson of that committee to report to the Board of Directors.

### ARTICLE III MEMBERS

#### Section 3.0 – General

A person may become a member of the Association in good standing by paying the applicable annual membership fee at the rate established by the Board of Directors.

#### Section 3.1 – Types of Membership

The Association shall have the following classes of membership:

- (a) REGULAR – individuals who have passed their 18<sup>th</sup> birthday.
- (b) YOUTH – individuals who are under 18 years of age.
- (c) LIFETIME – regular members who elect to pay a one-time lifetime fee.
- (d) HONORARY – The President may, with the unanimous vote of the Board of Directors, award an Honorary Membership to any person deemed worthy.

#### Section 3.2 – Dues

- (a) Annual membership fees are due and payable on January 1<sup>st</sup> of each year.
- (b) All members shall pay the membership fee approved by the Board.
- (c) Once a lifetime member pays the prescribed fee, he or she will no longer be obligated to pay dues in order to remain a member in good standing, and will not have to pay any additional fees in the event the Board of Directors increases the fees charged for lifetime membership.
- (d) The Board of Directors shall establish the annual membership fees, and may change or modify the fees at any time.

## ARTICLE IV ELECTIONS

### Section 4.0 – General

The election of Directors and Officers of the Association shall take place in November at the general meeting of the Association's membership. All members in good standing who are at least 18 years old on the day of the elections shall be eligible to vote.

### Section 4.1 – Board of Directors

#### 4.1.1 – Voting

The members of the Board of Directors shall be elected by a majority of votes cast by the general membership. A proxy ballot will not be allowed under the terms of the election.

In the case of a tie, the membership shall then vote a second time. If the second vote also results in a tie, the tie will be broken in such manner as a majority of the membership decides.

#### 4.1.2 – Terms

All directors shall serve two-year terms. The terms of approximately one-half of the directors will expire each year. The terms of newly elected directors shall commence on the first day of January following their election. There is no limit to the number of terms each director may serve.

### Section 4.2 – Officers

Immediately following the election for directors, the members shall elect the Officers of the Association from among the newly elected and continuing Board members. The Officer positions to be elected are:

President

Vice President  
Secretary  
Treasurer

Each Officer shall be elected by a majority of the members present to serve a one-year term, commencing on the first day of January following his or her election. There is no limit to the number of terms each Officer may serve.

In the case of a tie, the membership shall then vote a second time. If the second vote also results in a tie, the Board of Directors shall, by majority vote, break the tie at its first meeting of the following year.

#### Section 4.3 – Voting Results

The election results will be published in the Association's newsletter as soon as possible after the results are determined.

### ARTICLE V DUTIES OF THE OFFICERS

#### Section 5.0 – General

The elected officers will run the Association's business from month to month throughout the year. Their duties are outlined in this Article.

#### Section 5.1 – Duties of the President

The President of the Association shall have the following duties:

- (a) He or she shall conduct the business of the Association in order to serve its welfare and interest. The President shall perform all duties incident to the office, and such other duties as are prescribed by the Board of Directors.
- (b) He or she shall schedule, prepare an agenda, and preside at the general membership meetings of the Association.
- (c) He or she may co-sign with the Treasurer for all checks drawn on the Association's account(s).
- (d) The President, with the approval of a majority of the Board of Directors, may fill any vacancies that may occur in the offices of Vice President, Treasurer, or Secretary.

#### Section 5.2 – Duties of the Vice President

In the absence of the President at any board or general membership meeting, or in the event the President cannot continue to serve, the Vice President shall assume the duties of President, and when so acting shall have all the powers, and be subject to all

restrictions imposed on the President. He or she shall also undertake such assignments as are assigned by the President or Board of Directors.

### Section 5.3 – Duties of the Secretary

The Secretary shall have the following duties:

- (a) He or she shall attend, and shall record and publish the minutes for, all meetings of the Board and Association.
- (b) He or she shall conduct correspondence on behalf of the Association.
- (c) He or she shall maintain the Association's records.

### Section 5.4 – Duties of the Treasurer

The Treasurer shall have the following duties:

- (a) He or she shall maintain the checking/savings account(s) in the Association's name in an FDIC bank.
- (b) He or she may co-sign with the President all checks drawn on the Association's account(s).
- (c) He or she shall maintain clear financial records. The financial status should be available at any Board of Directors meeting for review. All members of the Association in good standing have a right to inspect the Association's financial records at any reasonable time and place.
- (d) He or she shall collect dues and other funds for the Association, and shall report to the Board from time to time on the current list of members in good standing.
- (e) He or she shall not make any expenditures unless first approved by the Board of Directors.

#### 5.4.1 – Bonding

The Treasurer may be bonded.

## ARTICLE VI AMENDMENTS

### Section 6.0 – General

These Bylaws may be amended at any time by a majority vote of the Board of Directors, at any Board meeting at which a quorum is present.

### Section 6.1 – Recommendations for Amendments

Any member in good standing may submit recommendations for Bylaws amendments to any member of the Board of Directors. The Board may, at its option, refer any such

recommendation to a committee for review before taking final action. Any recommendation for a Bylaws amendment shall be included on the agenda for the next meeting of the Board of Directors following its submission by the member to the Board or, in the event the Board refers the recommendation to a committee, the next meeting following its referral to the committee.