

By-Laws of the Italian Cultural Center of Western Massachusetts, Inc.

(As revised and adopted February 12, 2014)

SECTION 1: NAME AND PURPOSE, LOCATION, CORPORATE SEAL, AND FISCAL YEAR

- 1.1 NAME AND PURPOSE:** The purpose of the Corporation shall be set forth in the articles of organization.
- 1.2 LOCATION:** The principal office of the Corporation in the Commonwealth of Massachusetts shall initially be located at the place set forth in the articles of organization of the Corporation. The directors may change the location of the principal office in the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.
- 1.3 CORPORATION SEAL:** The Executive Board and Directors may adopt and alter the seal of the Corporation with the approval of the majority of the membership.
- 1.4 FISCAL YEAR:** The fiscal year of the Corporation shall, unless otherwise decided by the Executive Board and the Directors, end on June 30 each year.
- 1.5 THE MEETING YEAR:** The meeting year shall be from September 1 to June 30.
- 1.6 MEMBERS:** Members are defined as individuals that have paid their dues for the current calendar year.
- 1.7 MEMBERSHIP DUES:** Membership dues are due and payable by January 1 for the calendar year. New members who join during the year are required to submit the full membership fee.

SECTION 2: MEETINGS

- 2.1 REGULAR MEETINGS:** Regular meetings of the members shall be held at the Italian Cultural Center or any other place as the Executive Board deems appropriate. Meetings shall be held on the second Wednesday of the months determined by the Executive Board, or any other date the Executive Board decides.
- 2.2 SPECIAL MEETINGS:** Special meetings of the members may be held at any time and at any place within Western Massachusetts. Special meetings of the members may be called by the President, and shall be called by the clerk if available, upon approval of the majority of the Executive Board members.
- 2.3 CALL AND NOTICE:**
- a. Regular Meetings:** No call or notice shall be required for regular meetings of members.
- b. Special Meetings:** Reasonable notice of the time and place of special meetings shall be given to each member. Such notice will specify the purpose and agenda of the meeting.

c. Reasonable and Sufficient Notice: Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a member to send notice by email or newsletter or posted on the Italian Cultural Center's website, at least forty-eight hours before the meeting.

2.4 QUORUM: At any regular meeting there shall be at least 10 or more members present. This number of 10 shall constitute a quorum for business to be legally transacted.

SECTION 3: COMMITTEES

3.1 APPOINTMENT OF COMMITTEE CHAIRS: A committee chair must be a member in good standing. The Committee Chairperson shall be approved and appointed by the Executive Board. Each committee chairperson must keep accurate records of any action or event which would include procedures, costs, revenues derived from any event, etc. A report in writing shall be presented to the Executive Board or President upon request. All committee members act on behalf of the Italian Cultural Center and all records, materials, and supplies in their possession pertaining to the committee or event are the property of the Italian Cultural Center and shall be turned over to the President upon completion of their term of service or otherwise as the president may direct.

3.2 TENURE: Each chair shall hold office for one year unless reappointed.

3.3 POWERS: The affairs of the committee shall be managed by the chairperson who reports to the Executive Board. Proposals must be submitted by the Committee Chairperson to the Executive Board prior to execution.

3.4 COMMITTEES: Standing committees are: Nominating Committee; Sunshine Committee; Membership Committee; Public Relations; Special Events Committee; Scholarship Committee; Italian Language Committee and Serviam Award Committee.

1. Nominating Committee: The chair and two other members shall be appointed by the Executive Board. They shall meet in April to determine the slate of candidates for office which is presented at the May regular meeting at which time additional nominations may be made from the floor. Voting will occur at the June meeting.

2. Sunshine Committee: The chair of this committee sends condolence notes or cards, get well cards and/or letters. He also keeps the membership informed of the well being of members as well as any special occasions, recognitions and thank-you letters.

3. Membership Committee: The committee promotes membership, sends dues notices in November, reminder letters in January and subsequent follow-ups as necessary. This committee maintains and updates the membership roster.

4. Public Relations Committee: This committee maintains and distributes a newsletter to all members in good standing. They also send the newsletter to such agencies as determined by the Executive Board. This committee also prepares and submits all press releases. The historian shall maintain a record of these newsletters in a separate folder or scrapbook. The notices to the media and the content of the newsletter shall be approved by the President before production and distribution.

5. Special Events Committee: This committee coordinates special event activities that will promote and publicize Italian heritage and culture. The context, date, time and cost of any event must be presented in writing to the Executive Board and approved by 2/3 vote of the board members. No event or commitment shall take place without this approval. Full financial records of costs, and revenues derived from the event shall be submitted to the President and Treasurer not later than fourteen (14) days after the event.

6. Scholarship Committee: This committee maintains the scholarship program, selects the individuals who will be awarded scholarships, and distributes the awards. The Committee also makes the arrangements for the Scholarship Banquet

7. Italian Language Committee: This committee maintains and coordinates the Italian Language Class program.

8. Serviam Award Committee: This committee shall have at least three (3) members, one of whom shall be a member of the Executive Board. Nominations for the Serviam Award shall contain resumes of their community service, accomplishments, and service to the Italian communities throughout Western Massachusetts, and must be submitted in writing on the form made available for this purpose. The committee will select the final nominees to be brought before the Executive Board for approval.

9. Other committees: Other committees may be named by the President and the Executive Board, as they deem appropriate.

3.5 SUSPENSION OR REMOVAL: A chair or member of a committee may be suspended or removed with cause by vote of a majority of the Executive Board members then in office. A chair or member of a committee may be removed with cause only after reasonable notice is given to him and opportunity to be heard is given to the person involved.

3.6 RESIGNATION: A chair or member of a committee may resign by delivering his written resignation to the President, Treasurer or Clerk of the Corporation, to a meeting of the Executive Board or to the Corporation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless so stated.

3.7 VACANCIES: If the chair position of a committee becomes vacant, the Executive Board shall elect a successor.

3.8 REGULAR MEETINGS: Regular meetings of the committees shall be held at such time or times, and at such places, as the chairs may determine is necessary to complete their task(s).

SECTION 4: EXECUTIVE BOARD

4.1 OFFICERS AND QUALIFICATIONS: The Executive Board consists of the elected officers of the Corporation and the Directors. The officers of the corporation shall be a President (or Co-Presidents); Vice President(s); a Treasurer; a Clerk; a Recording Secretary; a Historian and a Sergeant at Arms. The Corporation may also have such agents, if any, as the Executive Board may appoint. All officers must be members in good standing.

4.2 TENURE: The officers shall each hold office for a term of two (2) years and may be re-elected to additional two (2) year terms.

- 4.3 PRESIDENT:** The President or Co-Presidents shall be the Chief Executive Officer(s) of the Corporation. He (or they) shall have general charge and supervision of the affairs of the Corporation. The President(s) shall preside at all meetings of the general membership. A candidate for President must be a seated member of the Executive Board. The President position filled by two (2) Co-Presidents must be filled by two (2) individuals who mutually agree to act in that capacity.
- 4.4 VICE PRESIDENT:** The Vice President(s) shall have such duties and powers as the Executive Board shall determine. The Vice President or acting Vice President shall have and may exercise all the powers and duties of the President during the absence of the President or in the event of his inability or unavailability to act.
- 4.5 TREASURER:** The Treasurer shall be the chief financial officer and the chief accounting officer of the corporation. He shall be in charge of its financial affairs, funds, securities and valuable papers and shall keep full and accurate records thereof. He shall file any and all financial reports by the time set forth by the Commonwealth of Massachusetts, the Internal Revenue Service, fiscal year end reports and monthly reports as determined by the Executive Board. All fiscal year end and written monthly reports must be kept on file at the principal location of the corporation.
At each monthly meeting a simple verbal statement indicating opening balance, receipts, disbursements, and ending balance shall be given and written copy of this report shall be given to the president and also placed on file. In the absence of the treasurer such information shall be submitted to the president who shall duly inform the membership at the regular meeting. No action of acceptance by the assembly is required for monthly reporting of the treasurers report.
- 4.6 RECORDING SECRETARY:** The recording secretary shall record and maintain all records of all proceedings of the members and Executive Board in a book or series of books kept for the purpose of recording the history and activities of the Italian Cultural Center of Western Massachusetts, Inc. These books shall be kept within the Commonwealth at the principal office of the Corporation and shall be open at reasonable times for inspection by any official of the Commonwealth or any member in good standing. Such book or books shall also contain records of all meetings of incorporators, and the original or attested copies of the articles of organization and bylaws and names of all members of the Executive Board and the address of each. If the secretary is absent from any meeting of members or the Executive Board, a temporary secretary, chosen or appointed by the president, shall exercise the duties of the secretary at the regular or Executive Board meeting, All attendance records and minutes of the meetings are the rightful possessions of the Italian Cultural Center of Western Massachusetts, Inc. and such records shall be given over at the end of the term.
- 4.7 DIRECTOR:** Directors shall be comprised of a group not to exceed five (5). Two (2) of the directors shall be immediate past presidents, if available, and all others shall be appointed by majority vote of the Executive Board.
- 4.8 CLERK:** The clerk is defined as the laws of the Commonwealth of Massachusetts may dictate.
- 4.9 HISTORIAN:** The Historian shall keep pictorial records of events, newspaper and media publicity and any other records of interest that may contribute to the history of the Italian Cultural Center of Western Massachusetts, Inc. These history or records, shall be kept within the Commonwealth at the primary place of the corporation.
- 4.10 SERGEANT AT ARMS:** The Sergeant at Arms has the duty of preserving order at the meetings and to see that members behave in a courteous manner toward the officers and fellow members. He has the authority to ask that a member, who is disruptive or out of order, leave the assembly. The Sergeant at Arms shall follow “Roberts Rules of Order” in maintaining order.

- 4.11 SUSPENSION OR REMOVAL:** An officer may be suspended or removed with cause by vote of a majority of the Executive Board then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice of seven (7) days is given to him or her and opportunity to be heard is made by the person involved.
- 4.12 RESIGNATION:** An officer may resign by submitting his written resignation to the Executive Board of the corporation. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states. The resignation shall be announced at the next regular meeting of the membership.
- 4.13 VACANCIES:** If the position of any Officer or Director becomes vacant, the Executive Board in its sole discretion, shall elect a successor. Each successor shall hold office for the unexpired term of the person who resigned and may be re-elected in his or her own right.
- 4.14 QUORUM:** At any Executive Board meeting there shall be at least a majority of elected officers present to constitute a quorum for business to be legally transacted.
- 4.15 ACTION BY VOTE:** Each Executive Board member in good standing shall have one vote. A majority of the votes properly cast by the members present shall decide any question, including election to any office.
- 4.16 MEETINGS:** The Executive Board meetings shall be determined by the Executive Board at a place and time agreed upon and shall be held monthly prior to the regular meeting, and at any other time deemed necessary by the Executive Board.
- 4.17 SPECIAL MEETINGS:** Reasonable notice of the time and place of special meetings of the Executive Board shall be given to each board member. Such notice need not specify the purposes of a meeting unless otherwise required by law, the articles or organization or these bylaws or unless there is to be considered at the meeting: (i) contracts or transactions of the corporation with interested persons; (ii) amendments to these bylaws (as adopted by the Executive Board, directors or otherwise); (iii) an increase or decrease in the number of Executive Board members or directors; or (iv) removal or suspension of an Executive Board member or director.
- 4.18 REASONABLE AND SUFFICIENT NOTICE:** It shall be reasonable and sufficient notice to a member to send notice by email to his last known email address at least 48 hours before the meeting, or by telephone or in person at least 24 hours before the meeting.

SECTION 5: ELECTIONS

- 5.1** All Executive Board members shall be elected biennially at the June meeting by a majority of voting members present and in good standing. The term of office shall be a twenty four (24) month period beginning on the July 1 immediately following the election and ending on June 30 of the second calendar year following the election. A member in good standing is defined as an individual whose dues are paid in full for the current year and received by March 1st.

SECTION 6: EXECUTION OF PAPERS

Except as the Executive Board may generally or in particular cases authorize the execution thereof in some manner, all deeds, leases, transfers, contracts, bonds, notes, and other obligations made, accepted or endorsed by Corporation shall be signed by both the President and the Treasurer. The President and the Treasurer may sign checks and drafts.

Any reasonable instrument purported to affect an interest in real estate, executed in the name of the Corporation by two of its officers, of whom one is the President and the other is the Treasurer or assistant treasurer, shall be binding on the Corporation in favor of a purchaser or other person relying in good faith on such instrument, notwithstanding any inconsistent provisions of the articles of organization, bylaws, resolutions or votes of the Corporation.

SECTION 7: PERSONAL LIABILITY

The members and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporation or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the Corporation for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

SECTION 8: INDEMNIFICATION

The corporation shall to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501 (c) (3) of the internal Revenue Code of 1954, as amended, and its status as an organization to which contributions are deductible under Sections 170 (c) (2) and 2055 (b) of the Internal Revenue Code of 1954, as amended. The corporation, is not affected thereby, and may indemnify each of its officers, employees, and other agents (including persons who serve at its request as the Executive Board, officers, employees and other agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments; in compromise; or as fines and penalties and counsel fees reasonably incurred by him or her in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be threatened while in office or thereafter. This is by reason of his being or having been a member of the Executive Board, officer, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding, not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation. However, any matter disposed of by a compromise payment by such member of the Executive Board, officer, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation. Notice that it involves such indemnification shall be issued: (a) by a disinterested majority of the Executive Board then in office or (b) by a majority of the disinterested directors then in office provided that there has been obtained an opinion in writing of independent legal counsel. This opinion shall state the effect that such member of the Executive Board, officer, employee or agent appears to have acted in faith in the reasonable belief that his action was in the best interests of the Corporation; or (c) by a majority of the disinterested members entitled to vote, voting as a single class.

Expenses including counsel fees, reasonably incurred, by any such member of the Executive Board, officer, trustee, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid by the corporation if he shall be adjudicated to be not entitled to indemnification under Massachusetts General Laws, Chapter 180, Section 6. The right of indemnification hereby provided, shall not be exclusive of or affect any other rights to indemnification to which any member of the Executive Board, officer, employee, or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporation personnel may be entitled by contract of otherwise, under the law. As used in this paragraph, the terms "member of the Executive Board", "officer", "employee", and "agent" include their respective heirs, executors, and administrators, and an "interested" member of the Executive Board is one against whom in such capacity, the proceedings in question or another proceeding on the same or similar grounds, is then pending.

SECTION 9: DONATIONS

Any item(s) given to the Center such as books, statuary, art works, videos, music tapes, recording equipment, movies or other items for use or benefit of the membership or the Center, shall be duly noted and recorded in the records. An inventory record of these donations shall be kept separate showing name, address, date of donation and item donated.

Grants: Any and all items received through grant money are the sole and exclusive property of the Italian Cultural Center of Western Massachusetts, Inc.

SECTION 10: MISCELLANEOUS

GENDER: The use of the masculine herein shall also refer to the feminine unless the context hereof requires otherwise. The uses of the singular herein shall also refer to the plural unless the context hereof requires otherwise.

SECTION 11: AMENDMENTS

These bylaws may be amended by recommendations to or by the Executive Board, by giving all members notice of proposed changes either through the newsletter or at the regular meeting after the Executive Board has voted to amend the bylaws, and presenting the proposed changes to members for acceptance. Any amendments shall pass if approved by a vote of two thirds (2/3) of voting members in good standing and in attendance at the regular meeting. The changes to the bylaws shall be in effect upon approval by the membership.

Date: February 12, 2014



Joe Pasternak



Lou Planzo

Co-Presidents
Italian Cultural Center of
Western Massachusetts, Inc.