



## **CONSTITUTION AND BYLAWS** *of the* **ULSTER COUNTY ITALIAN AMERICAN FOUNDATION**

### **ARTICLE I: NAME**

Ulster County Italian American Foundation, Inc and hereafter referred to as UCIAF

### **ARTICLE II: ARTICLE OF ORGANIZATION**

- a. The Foundation exists as an incorporated organization of its members. Its “articles of organization” comprise these Bi-Laws, as from time to time amended.
- b. The Foundation is a non-profit organization under the laws of New York.

### **ARTICLE III: PURPOSE**

The purpose of the association is as follows:

- a. To promote Italian American culture by inviting speakers to meetings, informing members of events, lectures and courses on every aspect of the Italian American Experience from family histories to cooking to Italian Americans in the news. Events will be organized at which members can share their personal experiences as Italian Americans. In addition, Italian language lessons will be available.
- b. To promote Italian American fraternity and family values by conducting social events such as picnics, dinner dances, holiday and special event parties as well as outings for the members, their families and friends.
- c. To promote economic opportunities for the members by, among other things, arranging lectures on financial and legal matters, advising them of scholarships and developing our own scholarship fund.
- d. To undertake such acts of charity and community service as the members deem advisable.
- e. To bring together Italian Americans from all walks of life to promote the commonfeelings of love for our families, our Italian American culture, the United States of America which has provided us with so much and the joy of life itself as seen and enhanced by our Italian American experience.

### **ARTICLE IV: BASIC POLICIES**

- a. The association shall be noncommercial, non political, non religious and nonpartisan.
- b. The name of the organization or the names of any members in their official capacities shall not be used to endorse or promote a commercial concern or in connection with any partisan interest or for any purpose not appropriately related to promotion of the purpose of the organization.
- c. No part of the income of the organization shall go to the benefit of or be distributable to its members, directors, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the objects set forth in Article III hereof.
- d. Upon the dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, remaining assets shall be distributed to one or more nonprofit funds, foundations or organizations, which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code.



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## ARTICLE V: MEMBERS AND DUES:

### SECTION I: MEMBERSHIP

- a. Membership in the Ulster County Italian American Foundation shall be made available to any individual who subscribes to the purpose and basic policies of the Foundation, who is of Italian Heritage by parent or legal adoption or spouse or civil partnership of member.
- b. The Foundation shall conduct an annual enrollment of members but may admit persons to membership at any time.
- c. Members in good standing are those who abide by the current By-Laws and who have paid the current dues.
- d. Members must be at least 16 years of age.
- g. The membership year shall run from January 1st through December 31st.
- h. Membership categories shall be: Individual, Family, Senior, Veteran and Junior (age 16-21 years).
- i. There shall be no residency requirement.

### SECTION II: DUES

- a. Each member of the association shall pay annual dues as set by the organization.
- b. Dues shall be payable on January 1st of each year and must be paid by March 31st of that year.
- c. Dues shall be set and approved by the membership each year at the annual meeting.

## ARTICLE VI: OFFICERS AND THEIR ELECTION

### SECTION I:

- a. Only those individuals who have been a member in good standing shall be eligible for nomination either by the nominating committee or from the floor at the general membership meeting.
- b. The elected officers of the association shall consist of a president, 1st vice president, 2nd vice president, secretary and a treasurer. These officers shall comprise the executive committee.

### SECTION II: NOMINATIONS:

- a. There shall be a nominating committee composed of 3 members, which will be appointed at the September meeting, at least one shall be an Officer or Board Member.
- b. The committee shall elect its own chairman.
- c. Only persons who have signified their consent shall be eligible to be nominated to such an office. Nominating committee members can be considered for office, they shall not be penalized from this process by serving on the nominating committee.
- d. The Report of the Nominating Committee shall be presented at the October Meeting at which time nominations may be accepted from the floor. Once the nominating committee has announced nominations, that committee is dissolved and any member of that committee may now be nominated from the floor.
- e. Elections shall take place at the November meeting.



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## SECTION III: ELECTIONS:

- a. The officers of this association shall be elected by ballot for a two year term in the month of November, however, if there is but one nominee for each office, the election can be by voice vote.
- b. A majority vote of the members of the Foundation shall elect.
- c. Officers shall assume their official duties at the close of the meeting in November.

## SECTION IV: VACANCY:

A vacancy occurring in an office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the executive board, notice of such election having been given by the secretary. Voting is to be conducted by ballot.

## ARTICLE V: DUTIES OF THE OFFICERS:

### SECTION I: THE PRESIDENT:

- The President shall preside at all meetings of the Foundation and of the Executive Committee/Board, shall perform such other duties as may be prescribed in these By-Laws or assigned to him/her by the Foundation or by the Executive Committee/Board and shall coordinate the work of the officers and committees so that the purpose or objectives of the Foundation may be promoted.
- The President shall assist the Executive Board in the preparation of the annual budget.
- The President shall prepare a written agenda for each Executive/General meeting.
- The President shall preside over the executive committee selection of chairperson.
- The President shall sign a bank signature card when necessary and serve as a signatory on checks.
- The President may call an Executive Board meeting whenever necessary in addition to those stated in the bylaws.

### \*\*\*\*SECTION II: THE VICE PRESIDENTS: \*\*\*\*

- The Vice President(s) shall act as aide(s) to the President and shall in their designated order perform the duties of the president in the absence or inability of the officer to serve.
- In the absence • Have a working knowledge of all standing committees and ensure that there are chairpersons and members of those committees.
- Maintain committee membership lists and records.
- Assist the executive committee in the preparation of the annual budget.
- Serve as general membership liaison.

NOTE: No contracts are signed without the consent of the president and notification of the

### SECTION III: SECRETARY:

- The Secretary shall record the minutes of all meetings of the association and of the Executive Committee/Board and shall perform such other duties as may be delegated to him/her.
- The Secretary acts as custodian of all legal documents (minutes, motion book, treasurer's report, contracts, etc.), as well as a copy of membership list, approved By-Laws, and all event fliers in perpetuity.
- Types and distributes minutes of previous month's meetings to the executive board with extra copies for general distribution if requested
- Records all proceedings and motions at all executive board and general meetings.



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- Keeps record of attendance at all meetings
- Assists the Executive Board in the preparation of the annual budget

## SECTION V: THE TREASURER:

- The Treasurer shall have custody of all funds of the Foundation, shall keep an accurate record of receipts and expenditures, shall pay out local funds in accordance with the approved budget as authorized by the Foundation.
- Receives and banks all moneys due the organization.
- Keeps bookkeeping records of all monetary transactions and has available at all meetings.
- Disburses money as needed with the proper authorization and documentation.
- Gives written financial statement of association at executive meetings and distributes to officers with extra copies for general meetings.
- Offers complete financial report when audited annually by the Trustees of the Foundation. • Arranges for resolution at the bank after officers are elected and reorganization meeting has been held (i.e. signature card changes).
- The treasurer shall present a financial statement of accounts at every meeting of the Foundation and at other times when requested by the Executive Committee/Board, and shall make a full report at the annual meeting.
- Send payment for insurance and other agencies before required payment dates.
- Assist the Executive Board in the preparation of the annual budget.

## ARTICLE VII: EXECUTIVE BOARD:

### SECTION I: Duties

The executive board shall consist of the elected officers of the Foundation, the Corresponding and the chairpersons of the standing committees. (Special committee chairmen are only part of the board for the time their committee is in existence). The members of the executive board shall serve until their successors are appointed or, as in the case of the executive committee, elected. A majority (2/3) of the executive board members shall constitute a quorum.

The duties of the executive board shall be:

- a. To transact necessary business in the intervals between association meetings and such other business as may be referred to it by the association.
- b. To approve the plans of work of the standing/ special committees
- c. To present a report at all regular meetings of the association.
- d. Approve the appointment of an auditor or an auditing committee at least two weeks before the semi-annual meeting to audit the treasurer's accounts.
- e. To accept and submit to the association for adoption of a budget for the fiscal year.
- f. To approve routine bills not in excess of \$500.00 and within the limits of the approved budget.

### SECTION II: Meetings

Regular meetings of the executive board shall be held monthly during the year, the time to be fixed by the board at its first meeting of the year.



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## SECTION III: SPECIAL MEETINGS

Special meetings of the executive board may be called by the president or by a majority of the members of the board. The purpose of the meeting will be stated in the call. Special Meetings require notice by mail, fax or email no less than ten (10) days in advance of proposed date and must cite an agenda.

## ARTICLE VIII: MEETINGS:

### \*\*\*\*\*GENERAL MEMBERSHIP MEETINGS:\*\*\*\*\*

- a. Only members who are in good standing as described in Article V shall be eligible to participate in the business of the Foundation.
- b. At least 9 general membership meetings of this association shall be held during the calendar year. Dates of meetings shall be determined by the Executive Board and announced at the first general membership meeting of the year.
- c. At least 10 days notice shall be given of a change of date of general membership meetings.
- d. Special general membership meetings may be called by the executive board 5 days notice having been given. The purpose of the meeting shall be stated in the call.
- e. The annual general meeting for the purpose of electing officers, hearing reports and such other business as may properly come before it shall be in November.
- f. Quorum for membership meetings should be a fair number above those listed as serving on the executive board.

## ARTICLE X: STANDING COMMITTEES AND SPECIAL COMMITTEES:

### SECTION I:

Only members of the Foundation that are in good standing shall be eligible to serve as chairperson or members of committees.

### SECTION II:

Such standing committees shall be created by the Executive Committee as may be required to promote the purpose and interests of the Association. The chairpersons of the standing committees shall be appointed by the executive committee and their term shall be for one year. (They may continue if there is no successor).

Standing committees are those committees that are active continually throughout the year:

Examples of standing committees include but are not limited to Awards/Donations, Bylaws, Cultural Events, Entertainment, Fund Raising, Membership, Social Media/Media Relations.

### SECTION III:

The chairpersons of all standing committees shall present plans of work to the executive board for approval, and no committee work shall be undertaken without the approval of the Executive Board.

### SECTION IV:

Special committees shall be appointed by the President, Executive Board or the Association as deemed necessary to carry on the work of the Association. Since a special committee is created and appointed for a specific purpose, it automatically dissolves when its work is done and its final report is received.



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## SECTION V: COMMITTEE PROCEDURE:

Committee Chairperson shall:

- a. Keep an updated procedure book detailing work done regarding committee.
- b. Present plans of work to the Executive Board for approval. Undertake no work without prior approval.
- c. Obtain prior approval for all expenditures.
- d. Submit receipts of all expenditures to the Treasurer.
- e. Count all income received at functions with at least one other member from committee.
- f. Forward all monies to the treasurer immediately following counting and obtain receipt for same.
- g. Submit all bills immediately for payment, having the check made payable to vendor.
- h. Notify President of all committee meetings to be held.
- i. Prepare final report for presentation at Board and general membership meeting. Submit copy of this report to Treasurer and Financial Secretary, maintaining a copy for procedure book.
- j. Pass all records and books to successor within 10 days of the end of term.
- k. Submit all contracts to the President to be signed.

## SECTION VI:

The president shall be ex-officio member of all committees except the nominating committee.

## ARTICLE XI: FISCAL YEAR:

The fiscal year of this association shall begin on January 1st and end on December 31st. The fiscal year may differ from the membership year.

## ARTICLE XII: PARLIAMENTARY AUTHORITY:

Robert's Rules of Order Newly Revised shall govern this association in all cases in which they are applicable and in which they are not in conflict with these By-Laws.

## ARTICLE XIII: AMENDMENTS:

### SECTION I:

- a. These bylaws may be amended at any regular meeting of the Association by a 2/3 majority vote of members present and voting, providing a quorum being present and providing that notice is given to the general membership of the proposed amendment at least 25 days prior to the meeting at which action is to be taken.
- b. A committee may be appointed to submit a revised set of By-Laws as a substitute for these By-Laws only by a majority vote at a meeting of the Association, or by a two-thirds (2/3) vote of the Executive Board, providing a quorum being present at both. The requirements for adoption of a revised set of By-Laws shall be the same as in the case of an amendment.
- c. The Association shall take action promptly to incorporate such amendments to its By-Laws.

**Adopted by UCIAF,**

**Date.**



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