



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 By-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 Foundation 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 common feelings 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 Foundation shall be non-political, non-religious and nonpartisan.
- b. The name of the Foundation 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 Foundation 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.

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 having been raised by an Italian Family or by spouse or civil partnership of a 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. Honorary membership: Honorary Membership may be conferred in special circumstances to an individual or individuals not capable of fulfilling Regular Member requirements but having shown meritorious service to the Foundation. This title shall be conferred by 2/3rd vote of the Board of Directors at a Regular Meeting of the Board. Honorary Members do not pay dues, vote or hold office. (Amended April 2016)

j. Business Membership (Added 2017)

k. 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. Annual dues will be calculated by the date of membership and are payable on or before the anniversary date to remain in good standing. In all cases, dues must be paid no later than 60 days of the

due date. Members who have not paid by 60 days may be dropped from membership. Members dropped for non-payment of dues may reapply for membership subject to an additional fee. (Amended 2017)

c. Dues may 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 Foundation shall consist of a president, 1st vice president, 2nd vice president, secretary and a treasurer. These officers shall comprise the executive committee.

c. Exclusive of the initial class of Officers, individuals must have attended 2/3 of the previous year's meetings to be eligible for election to office.

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, serving on the nominating committee shall not penalize them from this process.

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

SECTION III: ELECTIONS:

a. The officers of this Foundation 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 of the members present and voting at the November meeting of the Foundation shall elect.

c. Officers shall assume their official duties at the close of the meeting in November.

d. Ballots shall be provided only to Members in Good-Standing. (Amended 2017)

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 Committee, notice of such election having been given by the secretary. Voting is to be conducted by ballot.

ARTICLE VII: DUTIES OF THE OFFICERS:

SECTION I: THE PRESIDENT:

- The President shall preside at all meetings of the Foundation and of the 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 Committee in the preparation of the annual Budget.
- The President shall prepare a written agenda for each Executive, Board and General meeting.
- The President shall preside over the Executive Committee and Board selection of chairpersons.
- The President shall sign a bank signature card when necessary and serve as a signatory on checks.
- The President may call an Executive Committee and Board meeting whenever necessary in addition to those stated in the bylaws.

SECTION II: THE VICE PRESIDENTS:

THE FIRST VICE-PRESIDENT

- The First Vice President(s) shall act as aide to the President and shall perform the duties of the president in the absence or inability of the President to serve.
- Have a working knowledge of all standing committees.
- Assist the Executive Committee in the preparation of the annual budget.

THE SECOND VICE-PRESIDENT (Added 4-19-2016)

- The Second Vice President(s) shall act as aid to the President and shall perform the duties of the president in the absence or inability of the First Vice-President to serve.
- Have a working knowledge of all standing committees and ensure that there are chairs 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.

SECTION III: SECRETARY:

- The Secretary shall record the minutes of all meetings of the Foundation and of the 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 Committee and Board and General meetings.
- Keeps record of attendance at all meetings
- Assists the Executive Committee in the preparation of the annual budget

SECTION IV: THE TREASURER:

- The Treasurer shall have custody of all funds of the Foundation, shall keep an accurate record of receipts and expenditures, and shall pay out local funds in accordance with the approved budget as authorized by the Foundation.
- Receives and banks all moneys due the Foundation.
- 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 Committee and Board 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 or 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 VIII: BOARD OF DIRECTORS:

SECTION I: Duties

The Board shall consist of the elected officers of the Foundation, the Committee Chairs and the Chairs of the Standing Committees and two (2) Board Members to be elected from the membership at large by the general membership. Board members elected at large may be assigned certain meeting responsibilities or event organizing responsibilities as part of their term in office. Special committee

chairmen are only part of the Board for the time their committee is in existence. The members of the Board shall serve until their successors are appointed or, as in the case of the Board, elected. (Adopted April 2016)

A majority (2/3) of the Board members shall constitute a quorum.

Note: In the initial year one Elected Director shall serve a one-year term and the second shall serve an initial two-year term. This will allow for a staggered rotation of Elected Directors

The duties of the 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 Foundation
- 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 non-budgeted expenditures in excess of \$500.

SECTION II: Meetings

There shall be six regular meetings of the Board held during the year, the time to be fixed by the board at its first meeting of the year.

SECTION III: Special Meetings

Special meetings of the 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 IX: 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 6 general membership meetings of this association shall be held during the calendar year. Dates of meetings shall be determined by the 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 10 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 General Membership meetings shall be 20% of those listed members in good standing.

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 Chair or Members of committees. To be considered "In good standing" a member's dues must be current as of that meeting.

SECTION II:

Such standing committees shall be created by the Board as may be required to promote the purpose and interests of the Foundation. The Chairs of the standing committees shall be appointed by the Executive Committee and their term shall be for two (2) years. In the initial year of the organization, committee membership and chairs shall be for only a one-year term. Members and Chairs 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, Education/Programs, Entertainment, Finance, Fund Raising, Membership, Social Media/Media Relations, plus other such committees as determined by the Board.

SECTION III:

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

SECTION IV:

Special Committees shall be appointed by the President or Board as deemed necessary to carry on the work of the Foundation. 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.

SECTION V: COMMITTEE PROCEDURE:

Committee Chairs shall:

- a. Appoint a committee member as Secretary of the Committee who will keep an updated record of work done by the committee.
- b. Present plans of work to the Board for approval and 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. Submit all bills immediately for payment or reimbursement, having the check made payable to the appropriate party.

- g. Notify President of all committee meetings to be held.
- h. Prepare final report for presentation at Board and general membership meeting. Submit copy of this report to Treasurer and Secretary, maintaining a copy for procedure book.
- i. Pass all records and books to successor within 10 days of the end of term.
- j. 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 Foundation 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 Foundation 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. Amendment to these Bylaws may be made by any member, by presentation of such amendment to the Bylaws Committee in written form. Such proposal will be considered by the Bylaws Committee and passed to the Board within one month of presentation. The Board shall after consideration and approval present the amendment to the General Membership. Such presentation shall be made to the General Membership one (1) month prior to voting on said amendment. Approval shall be by affirmative vote of 2/3 the members in good standing, voting at that meeting.

c. The Foundation shall take action promptly to incorporate such amendments to its By-Laws.

ARTICLE XIV: ORDER OF BUSINESS (Adopted April 2016)

SECTION I

At meetings of the Foundation, the order of business, so far as the character and nature of the meeting may permit shall be as follows:

- Roll Call
- Minutes of last meeting
- Report of President
- Report of Secretary
- Report of Treasurer
- Report of Committees

Election of Officers and Board (At annual meeting)
Election of new members
Unfinished Business
New Business
Adjournment

SECTION 2

At meetings of the Board, the order of business, unless otherwise directed by majority vote of those present, shall be as follows:

Roll Call
Reading of minutes of last meeting
Report of Secretary
Report of Treasurer
Report of Committees
Unfinished Business
New Business
Adjournment.

SECTION 3

The Fiduciary responsibility for the Foundation shall rest with the Board of Directors. As such, all New Business or Proposals from the General membership requiring expenditure of \$500 or more shall be referred to the Board of Directors for consideration of and Approval or Denial at the Board's next regular meeting.

These Bylaws were adopted as amended by UCIAF, April 19, 2016

Amended and approved by the Executive Committee and Board of Directors - September 26, 2017

Approved by the Membership of UCIAF - Unanimously November 21, 2017

John V. Ioia, MD, PhD, Bylaws Chairman