Constitution and Bylaws

of the

Ulster County

Italian American

Foundation

Revised: November 10, 2023

ARTICLE I: NAME

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

ARTICLE II: ARTICLE OF ORGANIZATION

a. The Foundation exists as an incorporated organization of its members. Its "articles of organization" comprise these Bylaws, as from time to time amended.

b. The Foundation is a non-profit organization under the laws of New York State.

c. Ulster County Italian American Foundation is a 501(c)(3) Corporation

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. Sharing recipes, wine making, limoncello making, gardening and the Italian language will be among the topics presented.

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, facilitating business networking, arranging lectures on financial and legal matters such as acquiring dual citizenship.

d. To promote educational opportunities by advising members of available scholarships and grants including grants awarded annually from the UCIAF Education Fund.

e. To entertain and undertake such acts of charity and community service as the members deem advisable.

f. To bring together Italian Americans from all walks of life to promote the common feelings of love for our families, our Italian American culture and 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 non-partisan.

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 Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the objectives set forth in Article III hereof.

d. Upon the dissolution of this Foundation, after paying or adequately providing for the debts and obligations of the Foundation, 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 renewal of membership but may admit persons to membership at any time.

c. Members in good standing are those who abide by the current Bylaws, who have paid the current dues, and are of good character.

d. Members must be at least 16 years of age.

e. The membership year shall run from January 1st through December 31st.

f. Membership categories shall be:

Individual (ages 16-64)

Family (legally recognized members of a family living at the same address)

Senior (age 65 and over)

Veteran (present or past member of military service having received an honorable discharge)

Student (age 16-21 years of age with an active student I.D. card).

Life Member - Awarded by a majority Board vote.

g. **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)

h. **Business Membership**: will include up to 4 memberships and up to 2 votes providing the representatives from the business comply with Article V, Section 1a & 1c. Business membership benefits will be determined by the Board and subject to modifications.

i. There shall be no residency requirement.

j. **FRIENDS OF UCIAF –**

a. Must be sponsored by an active member who will vouch for their integrity and character

b. Must be approved by the UCIAF Membership chair or designee.

c. Must abide by Article V Section I, b through f

d. Must subscribe to the purpose and basic policies of the Foundation which is preserving, promoting and celebrating the rich culture Italian Americans share in Ulster County.

e. Does not have the privilege of a vote in any Foundation elections or at any Foundation meetings requiring a vote.

f. May not hold office or chair any committees

SECTION II: Dues

a. Each member of the Foundation shall pay annual dues as set by the Board

b. Dues shall be payable on January 1st of each year.

c. Members not having paid their dues by March 31st will be dropped from active status and will lose all privileges of membership.

d. Members may be reinstated by filling out a new application and paying appropriate dues

ARTICLE VI: OFFICERS AND THEIR ELECTION

SECTION I:

a. Only those individuals who have been a member in good standing as described in Article V, Section I shall be eligible for nomination either by the nominating committee or from the floor.

b. The elected officers of the Foundation shall consist of a President, 1st Vice President, 2nd Vice President, Secretary, Treasurer and two (2) Directors at Large. These officers shall comprise the EXECUTIVE COMMITTEE along with the position of Immediate Past President who will retain voting privileges on the Executive Committee.

SECTION II: NOMINATIONS, NOMINATING COMMITTEE

a. There shall be a nominating committee composed of 3 members, who will be appointed **in** September of an election year, at least one shall be an Officer or Board Member.

b. The committee shall elect its own chair

c. Only persons who have signified their consent shall be eligible to be nominated to 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 and continue to be accepted until midnight October 31st. Nominations will be closed at midnight October, 31st of the voting year.
e. Elections shall take place at the November meeting.
f. There will be no nominations from the floor on the day of the election.

SECTION III: ELECTIONS:

a. The officers of this Foundation shall be elected by ballot for a two-year term in the month of November.

b. A majority of the members present and voting combined with the acquired electronic votes shall elect at the November meeting. In the instance of a sole nominee for a position, the Secretary will cast one vote to elect.

c. Officers shall assume their official duties on January 1st.
d. Ballots shall be provided only to Members in Good-Standing as defined in Article V, Section I.
e. Members who appear on the ballot may not be part of the Ballot counting process.

SECTION IV: ELECTRONIC VOTING

a. Members may cast their ballot by electronic means from the time they receive their ballot up to midnight of the third day preceding the election day. The announcement of this date will accompany the ballot.
b. Electronic voting will be done through the members individual email that is registered with the Foundation. If the member does not have a registered email, then their vote must be in person at the November meeting.
c. The registered email vote must be sent to the email address listed on the ballot.
d. If the voting member finds that their vote was checked as being cast already, then the in-person vote shall supersede the electronic vote.
e. All electronic ballots will be preprinted and combined with in person ballots for tally by the nominating committee on election day

SECTION **V**: 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:

a. 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 Bylaws 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.
b. The President shall assist the Executive Committee in the preparation of the annual Budget.
c. The President shall prepare a written agenda for each Executive, Board and General meeting.
d. The President shall preside over the Executive Committee and Board selection of chairpersons.
e. The President shall sign a bank signature card and when necessary, serve as a signatory on checks.
f. The President may call an Executive Committee and Board meeting whenever necessary in addition to those stated in the bylaws with at least 10 days notice.

SECTION II: THE VICE PRESIDENTS:

THE FIRST VICE-PRESIDENT

a. The First Vice President shall act as an aide to the President and be granted all rights and privileges of the President so that he/she may perform the duties of the President when called on to do so by the Board or in the absence or inability of the President to serve.
b. Have a working knowledge of all standing committees.
c. Assist the Executive Committee in the preparation of the annual budget.
d. Ensures that proper documentation is provided to donors on an annual basis.

THE SECOND VICE-PRESIDENT

a. The Second Vice President 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.
b. Have a working knowledge of all standing committees and ensure that there are chairs and members of those committees.
c. Maintain committee membership lists and records.
d. Assist the Executive Committee in the preparation of the annual budget.

SECTION III: SECRETARY:

a. The Secretary shall record the minutes of all meetings of the Executive Committee and of the Board and shall perform such other duties as may be delegated to him/her.
b. 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 Bylaws, and all event fliers in perpetuity as provided by the respective committee.
c. Prepares and distributes minutes of Executive Committee and Board meetings to the Board with extra copies for general distribution on request.
d. Records all proceedings and motions at all Executive Committee, Board and Annual meetings.
e. Keeps record of attendance and minutes of all committee meetings as provided by respective chairs.
f. 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 funds in accordance with the approved budget as authorized by the Foundation.

b. The Treasure shall sign a bank signature card and serve as a signatory on checks.

c. Receives and banks all moneys due the Foundation.
d. Keeps records of all monetary transactions. and has available at all business meetings.
e. Disburses money as needed with the proper authorization and documentation.
f. Gives written financial statement of Foundation at Executive Committee and Board meetings and distributes to officers with extra copies for general membership upon request.
g. Offers complete financial report when reviewed annually by appointed committee.
h. Arranges for resolution at the bank after officers are elected and reorganization meeting has been held (i.e. signature card changes).
i. The Treasurer shall present a financial statement of accounts at each business 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. Annual Reports are available to the membership on request.
j. Sends payment for bills of the Foundation, e.g., insurance etc., in a timely manner.
k. Assist the Executive Board in the preparation of the annual budget.
l. Assembles all documents required for filing of annual tax forms.

SECTION V: DIRECTORS AT LARGE

a. There shall be two (2) Directors at Large elected to the Executive Committee by the general membership
b. Directors at Large shall be the liaison between the membership and the Board.
c. Directors at Large may be assigned certain meeting responsibilities or event organizing responsibilities as part of their term of office.

SECTION VI: IMMEDIATE PAST PRESIDENT

a. The position of Immediate Past President shall be held by the president who has been replaced by the newly elected President.
b. This position comes with a voting seat on the Executive Committee.

ARTICLE VIII: BOARD OF DIRECTORS aka THE BOARD

SECTION I: Duties

The Board shall consist of the elected officers of the Foundation, the Standing Committee Chairs and other current Committee Chairs. Special committee chairs 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, in the case of the Executive Committee, elected.

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

The duties of the Board shall be:
a. To transact necessary business and such other business as may be referred to it.
b. To approve the plans of work of the standing/ special committees
c. To present a report at all business meetings of the Foundation
d. Approve the appointment of a Financial Review Committee at least two weeks before the annual meeting to review the treasurer's accounts.
e. To approve and have available to the membership a budget for the fiscal year.
f. To approve non-budgeted expenditures in excess of $1000.00

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 requested by the President or by a majority of the members of the Board. The purpose of the meeting will be stated in the notice. Special Meetings require notice by mail, text or email no less than ten (10) days in advance of proposed date and must cite an agenda. 10 day notice may be waived in emergency circumstances with a majority Board approval

ARTICLE IX: MEETINGS

MEMBERSHIP MEETINGS:

a. Only members who are in good standing as described in Article V, Section I shall be eligible to participate in the business of the Foundation.
b. At least 2 business membership meetings of this Foundation shall be held during the calendar year. Dates of meetings shall be determined by the Board.
c. No less than 10 days notice shall be given for a change of date of Membership meetings.
d. Special Membership meetings may be called by the Executive Committee, 10 days notice having been given. The purpose of the meeting shall be stated in the notice.
e. The annual business 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 shall be 10% of those listed members in good standing.
g. A petition containing the signatures of no less than ten (10) percent of the active membership will be required for the membership to call a special meeting. No less than ten (10) days notice shall be given for a meeting or a vote by the active members of the Foundation. The purpose and agenda for the meeting must be cited on the notice.

ARTICLE X: STANDING COMMITTEES AND SPECIAL COMMITTEES

SECTION I:

Only members of the Foundation that are in good standing as described in Article V, Section I shall be eligible to serve as a Chair of a committee.

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. Members and Chairs may continue if there is no successor.
Standing committees are those committees that are active continually throughout the year: Examples of current standing committees include but are not limited to: Bylaws, Community Cares, Cultural Programs, Donations, Education Awards, Festival, 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 Board for approval, and no committee work shall begin without the approval of the Board.

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 permission to implement plan.
c. Obtain prior approval for all expenditures not included in the plans budget
d. Submit receipts of all expenditures to the Treasurer.
e. Count all income received at functions with at least one other member from the committee.
f. Submit all monies collected to the Treasurer for deposit while maintaining a record of submitted funds for your report.
g. Submit all bills immediately for payment or reimbursement, having the check made payable to the appropriate party.
h. Notify President of all committee meetings to be held.

i. Prepare final report for presentation at Board and business membership meeting. Submit copy of this report to Treasurer and Secretary, maintaining a copy for procedure book.
j. Pass all records and books to successor within 30 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 Foundation shall begin on January 1st and end on December 31st.

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 proposed by any member, by presentation of such amendment to the Bylaws Committee in written form. Such proposal will be reviewed 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 Membership. Such presentation shall be made to the Membership at least 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 either in person or by email as described in Article VI
b. Changes that do not affect the intent of the bylaws (ie., Housekeeping) will not require a membership vote
c. The Foundation shall take action promptly to incorporate such amendments to its Bylaws.

ARTICLE XIV: ORDER OF BUSINESS

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)
Introduction of new members

Unfinished Business
New Business
Adjournment

SECTION II

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 III

The Fiduciary responsibility for the Foundation shall rest with the Executive Committee.

These Bylaws were adopted as amended by UCIAF, the 10th day of November 2023

John V. Ioia, MD, PhD, Bylaws Chairman 2015-2021

Anthony T. Tampone, Bylaws Chairman 2022, 2023