

# ITALIAN COMMUNITY CENTER CONSTITUTION AND BYLAWS

(Latest revision – January 16, 2020)

## DEFINITIONS

- a. “Quorum” – Unless otherwise indicated in these by-laws, it consists of a majority of those entitled to act and/or vote, i.e., the entire body.
- b. “Majority” – The number greater than half of any total.
- c. “Majority Rule” – Rule by the choice of the majority of those who actually vote irrespective of whether it is a majority of those entitled to participate in the voting.
- d. “Standing Committee” – A fixed and permanent committee to remain in existence during the life of the Italian Community Center.
- e. “Ad Hoc Committee” – A committee established and appointed for one specific reason or occasion and to remain in existence on a per need basis.

## ARTICLE I

### Name

The name of the organization shall be the Italian Community Center, Inc.

## ARTICLE II

### Purposes and Objectives

**Section 1.** The purpose of this corporation is to establish an Italian Community Center to serve Italian Americans and to serve the community in the Greater Milwaukee area.

**Section 2.** The Italian Community Center shall carry on human relations activities on a charitable basis for the purpose of demonstrating to the community the positive force of Milwaukee's Italian American citizens.

**Section 3.** The Italian Community Center shall plan, promote and carry out other charitable, educational and cultural activities which will best serve the welfare of Americans of Italian extraction and the community at large.

**Section 4.** The Italian Community Center shall foster a pride in, and an awareness of, Italian culture by sponsoring lectures, classes, conferences and study groups devoted to the contributions which Italians have made to this country and to mankind.

**Section 5.** The Italian Community Center shall raise, collect, administer and dispense funds for the purposes set forth in this Constitution and By-Laws.

**Section 6.** The Italian Community Center shall exercise such other functions as are consistent with the purposes and objectives allowed by its certificate as a non-profit corporation and any amendments thereto.

**Section 7.** The Italian Community Center, Inc. is the sponsoring organization for Festa Italiana, an annual celebration.

### **ARTICLE III Membership**

**Section 1.** Any person of Italian heritage or other public-spirited individual supporting the purposes and objectives of the Italian Community Center may apply for membership according to the procedures established by the Board of Directors. Adult membership in the organization is open to any individual, age eighteen (18) and older. All adult members shall have the right to participate in all discussions, propose motions and, if they have been members in good standing for at least sixty (60) days, vote at the general membership meetings of the organization. Any member shall have the right to attend and speak at any open meeting of the Board of Directors, but shall have no voting rights other than those granted to the members of the Board under the terms of these By-Laws.

**Section 2.** Adult members' children under the age of twenty-five (25), upon a family membership, are junior members of the Italian Community Center, Inc. Junior members may attend all meetings and participate in discussions of matters before the group but shall not have the right to vote.

**Section 3.** An individual shall be considered a member in good standing when he/she holds a current membership card, to be received upon full payment of dues.

**Section 4.** Regular meetings of the general membership of the Italian Community Center shall be held at least once every three months. The dates of such meetings, as well as special meetings, shall be set by the Board of Directors. Fifty (50) members in good standing present at a meeting shall constitute a quorum.

**Section 5.** Annual dues shall be reviewed by the Board of Directors at any time deemed necessary and set by a majority vote of the board, present and voting, to take effect at the first of the year following adoption. Changes will be announced in The Italian Times.

**Section 6.** The Board of Directors may offer honorary memberships to persons deemed worthy; e.g., members of the religious community, civic leaders, visiting dignitaries, etc. Honorary members shall be exempt from paying dues and shall have no voting privileges.

### **ARTICLE IV Organization**

**Section 1.** The governing body of the Italian Community Center shall be the Board of Directors, consisting of all officers and all directors-at-large, who shall be elected by the membership, and the immediate past president, each of whom shall be entitled to vote on all matters requiring Board action.

**Section 2.** The Board of Directors shall:

- a.** Direct the policies and programs of the Italian Community Center and make rules for the conduct of its members and the use of its property;
- b.** Determine whether there has been a violation of the Bylaws and rules of the Italian Community Center and determine the penalties therefore;
- c.** Review and take action or make recommendations on any matters referred to it by members in good standing at regular meetings;
- d.** Keep a complete record of its actions and minutes of its meetings, to be read at the next regularly scheduled general membership meeting.
- e.** Select a certified public accountant to examine the books annually and in accordance with State and Federal regulations.

## **ARTICLE IV continued**

**Section 3.** Meetings of the Board of Directors shall be open to the general membership except on matters involving alleged member misconduct, employees of the Italian Community Center or other agenda items which may be deemed sensitive. Such exceptions shall require a three-fourths vote of Board members present before the Board may go into closed session.

**a.** Any Board member may demand a roll call vote on any issue voted upon by the Board members at a regular or special meeting of the Board. This roll call vote cannot be denied unless a 3/4 vote cast by members present at a Board meeting declare the issue to be sensitive. This roll call vote shall be published in The Italian Times when other action of the Board is published.

**Section 4.** The voting members of the Board of Directors shall be:

- a.** President
- b.** Vice President
- c.** Treasurer
- d.** Secretary
- e.** Sergeant-At-Arms
- f.** Immediate Past President
- g.** Eight Directors-At-Large.

**Section 5.** The President shall serve as Chairman of the Board of Directors and the Secretary shall serve as Secretary of the Board.

**Section 6.** The Board of Directors shall have the sole authority to establish any and all committees of the Italian Community Center, except the Nominating Committee, including but not limited to standing committees which shall be so designated. The President shall appoint committee chairs and, after consultation with the chairs, shall appoint committee members. The appointment of committee chairs requires approval by a two-thirds vote of the Directors of the Italian Community Center.

**Section 7.** The Board of Directors shall hire a Business Manager who will be responsible for the day-to-day operations of the Italian Community Center. The Business Manager shall be responsible solely to the President of the Italian Community Center for all guidance and direction in the day-to-day affairs and activities of the Italian Community Center. The Business Manager shall have the responsibility for the hiring and discharging of employees of the Italian Community Center in consultation with the President.

**Section 8. a.** The term of office for the President, Vice President, Treasurer, Secretary and Sergeant-At-Arms shall be one year, except as otherwise provided in these By-Laws.

**b.** The term of office for Directors-At-Large shall be two years, with four Directors elected each year. No Director-At-Large may serve more than two consecutive terms (four consecutive years). After two such consecutive terms, he/she must either run for a higher office or remain on a hiatus from the Board as a Director-At-Large for at least a one-year period prior to running for Director-At-Large again.

**c.** A President shall be allowed to succeed himself/herself for one term and one term only. All other officers shall be eligible for re-election to said offices without limitations.

**Section 9. a.** In the event of a vacancy in the office of the President, the Vice President shall succeed him/her in that office for the duration of the unexpired term.

**b.** In the event of the death, resignation or removal of any Executive Officer other than the President (that is: the Vice-President, Secretary, Treasurer, Sergeant-At-Arms or Past-President), the President shall appoint a temporary successor within 30 days of such event. Said successor shall serve until the next meeting of the Board of Directors at which meeting said successor's term ends and the vacancy shall be filled by a majority vote of those present who are qualified to so vote. In the event of the death, resignation or removal of any of the Directors-At-Large, the candidate for such office who received the next highest (to the winners) number of votes in the most recent election shall fill the vacant Director-At-Large position commencing with his/her formal appointment at the next meeting of the Board of Directors. This procedure shall apply to any such vacancies with the Directors-At-Large occurring thereafter.

## ARTICLE IV continued

**Section 10.a.:** Any member of the Board of Directors absent, without prior excuse or notice, from more than three (3) Board meetings in a term year of office shall be deemed to have resigned from the Board.

**b.:** Any member of the Board of Directors absent, after prior excuse or notice, from more than three (3) consecutive Board meetings during his/her term may forfeit his/her office/position on the Board, at the sole and exclusive discretion of the Board of Directors if it determines that such member cannot carry out his/her assigned duties and responsibilities as stated in Article IV, Section 17 of these Bylaws.

**c.:** Any member of the Board of Directors absent, after prior excuse or notice from more than four (4) Board meetings in a term year of office may forfeit his/her office/position on the Board at the sole and exclusive discretion of the Board of Directors if it determines that such member cannot carry out his/her assigned duties and responsibilities as stated in Article IV, Section 17 of these Bylaws.

**Section 11.** The President shall preside at all meetings of the Board of Directors and all general membership meetings and shall supervise the organization's affairs and activities; shall be an ex-officio member of all committees except the Nominating Committee; and shall perform such other duties as ordinarily pertain to this office. The President shall also have the authority to appoint a President's team from among the members of the Board of Directors to assist him/her in the planning of and preparation for meetings and in the performance of his/her duties as President.

**Section 12.** The Vice President shall assist the President in the performance of his/her duties and, in the absence of the President, shall preside at all Board of Directors and general membership meetings. In the event of the incapacity of the President, the Vice President shall be designated by the Board of Directors as "Acting President," with all the powers of the President. The Vice President shall assist the President by supervising the activities of all the appointed committees and perform such other duties as may be designated to him/her by the President.

**Section 13.** The Treasurer shall receive all monies, keep all financial records and make all deposits of monies within three (3) days of receipt. He/She shall present a financial report at all general membership meetings; shall submit an annual written report to the Board of Directors within thirty (30) days of publication of a report from the certified public accountant; and shall perform such other duties as ordinarily pertain to the fiduciary matters of the organization.

**Section 14.** The Treasurer shall receive all funds collected by the ICC from whatever source, give receipt for same and deposit all said monies in the financial institution or institutions approved by the Board of Directors. He/She shall perform such other duties as ordinarily pertain to this office.

**Section 15.** The Secretary shall be the active managing officer for the Board of Directors, under the supervision of the President. He/She shall sign all documents; keep accurate records of board members' attendance at meetings; make out all reports and fill out all forms of whatever nature required; keep records, letters and minutes books; and shall upon request mail all notices of general membership and Board meetings. He/She shall reply to all communications received by the organization after receiving specific instructions from the President and/or Board of Directors; and perform such other duties as ordinarily pertain to this office. At the end of his/her term of office, he/she shall turn over all records to the new Secretary.

**Section 16.** The Sergeant-At-Arms shall be responsible for maintaining order and decorum at all meetings and functions.

#### **ARTICLE IV continued**

**Section 17.** The Directors-At-Large shall communicate to the Board of Directors and the general membership the needs, desires and aspirations of the Italian American community of Greater Milwaukee as they relate to the purposes and objectives of the Italian Community Center; publicize the activities of the organization; and build support among their constituencies for the work of the Italian Community Center, Inc.

**Section 18.** The Board of Directors shall meet at least once each month with the exception of the month during which Festa Italiana is held.

**Section 19.** A majority of the Board of Directors must be present at Board meetings to constitute a quorum.

**Section 20.** Each director shall serve as a member of a standing committee of the Italian Community Center.

#### **ARTICLE V Nominations and Elections**

**Section 1.** To be eligible as an officer or board member of the Italian Community Center, a potential candidate:

- a.** Must be a member in good standing;
- b.** Must have been a member of the Italian Community Center for at least twelve (12) months prior to his/her nomination;
- c.** Must have actively served on at least one Italian Community Center or Festa Italiana committee within the past year or attended at least 50% of the regularly-scheduled general membership meetings in the preceding year as confirmed by the record;
- d.** Nominations for an officer or board member to be made from the floor will be validated by the Nominating Committee prior to placing the names on the ballot.

**Section 2.** No member may run for more than one position on the board. No member may serve more than one position on the board. Should the Immediate Past President run for and win a position on the Board of Directors, he/she shall forfeit such Immediate Past President status and he/she shall then be succeeded by the ensuing Immediate Past President. This procedure of succession shall also be utilized in filling any subsequent vacancy in the Immediate Past President position.

**Section 3.** A Nominating Committee consisting of two (2) members in good standing appointed by the President and three (3) members in good standing nominated and elected from the floor at the May general membership meeting shall develop a slate of candidates to run for the five (5) officer positions and four (4) Director-At-Large positions on the Board of Directors.

**Section 4.** The Nominating Committee shall present the names of members in good standing for each of the five (5) officer positions and any Director-At-Large positions.

**Section 5.** Members of the Nominating Committee are not eligible for nomination to any board position.

**Section 6.** Paid employees of the Italian Community Center may not run for any board position.

## **ARTICLE V continued**

**Section 7.** The Nominating Committee shall submit its slate of nominees at the August general membership meeting. Nominations from the floor will be accepted at that meeting. There will be no further nominations accepted after that date.

**Section 8.** The Nominating Committee shall arrange the slate of candidates for all positions by drawing.

**Section 9.** Ballots will be mailed by the office staff of the Italian Community Center to all members in good standing within eight (8) days following the September general membership meeting. All returned ballots must be postmarked no later than the Thursday preceding the October general membership meeting. Ballots marked after the date will be saved, but will not be opened or counted.

**Section 10. a.** An Election Committee of two (2) members in good standing will be named by the President after the slate has been finalized. They will meet before the October general membership meeting (but after the Thursday before the meeting) to confirm the validity of all returned ballots. All returned ballots must remain sealed in original envelopes with postmarks. Italian Community Center staff shall not open the outer envelope.

**b.** The Election Committee will choose 8-10 tellers who will gather before the start of the October general membership meeting in the secure area designated to open and tally the ballots. A representative for each candidate may be in the room to observe only during the tallying. The Election Committee will report the election results before the adjournment of the October general membership meeting.

**c.** No title preceding or following the name of a candidate shall be used on the official ballot of the Italian Community Center, Inc.

**Section 11.** The person receiving a plurality of the votes cast for each officer position shall be declared duly elected to that respective office.

**Section 12.** In the case of the directors-at-large, the top four vote-getters shall be declared duly elected.

**Section 13.** Terms of officers and directors-at-large shall begin on November 1st.

## **ARTICLE VI Committees**

**Section 1.** The standing committees of the Italian Community Center shall be as follows:

- a. By-Laws Committee
- b. Festa Italiana Advisory Committee
- c. Finance and Personnel Committee
- d. Membership Committee
- e. Culture Committee
- f. Festa Italiana Operations Committee
- g. Newspaper Committee
- h. Long Range Planning Committee
- i. Avanti Committee
- j. Italian Language Committee
- k. Fund-Raising Committee
- l. Any other committee as deemed necessary by the Board of Directors.

## **ARTICLE VI continued**

**Section 2.** The Festa Italiana Advisory Committee (FAC) is comprised of the President, Vice President, Treasurer, one board member chosen at random and the past 3 immediate ICC Presidents. The ICC President will randomly draw the name of an ICC Board Member from those willing to serve. If the President, Vice President and/or Treasurer of the Board are already part of the FAC, by virtue of being one of the past 3 ICC Presidents, the President of the Board will then select additional Board Members to replace their spots by using the procedure described above. The Festa Italiana Executive Director shall be the current seated ICC President. All members of the FAC shall do so with full voting privileges and will serve a one-year term starting November 1 through October 31 of the following year. The FAC is responsible for presenting an annual Festa Italiana budget, subject to approval of the Board of Directors of the Italian Community Center. The FAC shall be responsible for overseeing all functions of Festa Italiana, including Festa Italiana Managers.

**Section 3.** The Festa Italiana Executive Director shall present the list of Manager appointments to the FAC and Board of Directors for approval prior to their respective appointments, provided they are members in good standing of the ICC..

**Section 4.** The Chairperson/Director of the FAC shall present a financial report update, at all Board meetings.

## **ARTICLE VII Miscellaneous**

**Section 1.** The annual installation of the newly elected Board of Directors shall occur within sixty (60) days of the election. Such officers shall be installed by any past or retiring President.

**Section 2.** The Oath of Office shall be: "I, (name), promise, on my honor, to do my best to fulfill the duties of my office as required by the Constitution and By-Laws of the Italian Community Center; to assist in all activities required; to aid other committees in performing duties required; and to otherwise act in a manner which shall be in the best interest of the Italian Community Center, so help me God."

**Section 3. a.** No expense incurred by any member of the Italian Community Center shall be reimbursed from the treasury without prior approval. The President shall have the authority to approve any non-budgeted expenditure of less than \$1,000. Any non-budgeted expenditure of \$1,000 or more shall require approval of the Board of Directors. Any capital expenditure of \$10,000 or more shall require a majority of all votes cast at any regular or special meeting of the general membership. The Business Manager shall be responsible to secure at least three bids for all capital expenditures or improvements that exceed \$10,000. The Business Manager must bring the bids before the full Board for its approval and then to the membership for its approval.

**b.** The sale or long-term lease of any portion of the Italian Community Center Coachyards property shall require approval by a 2/3 vote of all votes cast at a regular or special meeting of the general membership.

**Section 4.** All committee chairpersons and Festa Italiana managers shall submit an annual written report to the secretary. Copies of these reports shall be made available to new officers and committee chairpersons.

**Section 5.** All meetings shall be conducted according to Roberts Rules of Order Newly Revised (current edition) unless otherwise provided in these by-laws, which shall supercede said Rules of Order.

## **ARTICLE VII continued**

**Section 6.** No officer, director, member of a standing committee or special committee or employee of the Italian Community Center or Festa Italiana shall be prevented from entering into contracts to provide goods and services to the Italian Community Center or Festa Italiana.

**a.** An Italian Community Center Economic Interest Disclosure Form shall be completed and deposited with the Secretary of the Board when an individual determines he or she, or a member of their immediate family, seeks to do business with the Italian Community Center or Festa Italiana. The interest to be disclosed shall include ownership or beneficial interest in a business entity seeking to do business with the Italian Community Center or Festa Italiana.

**b.** For purposes of this provision, the term "immediate family" shall include an individual, and his/her spouse and their children.

**c.** If an individual questions the need to complete the required Disclosure Form, he/she may submit a confidential, written request for clarification to the By-Laws Committee of the Italian Community Center.

**d.** If an individual is found to be in violation of the terms of this section, he/she shall be brought before the Board of the Italian Community Center and could be subject to possible censure and/or removal from his/her position.

## **ARTICLE VIII Dissolution**

**Section 1.** In the event of the dissolution of this corporation, any and all funds and assets shall be given to a recognized organization or organizations involved exclusively in charitable activities in the Greater Milwaukee area.

## **ARTICLE IX Amendments**

**Section 1.** The Bylaws Committee and any member in good standing may propose amendments to these by-laws. All proposals must be published prior to being considered at a general meeting. The Bylaws Committee shall arrange to publish any proposed amendments in The Italian Times and shall schedule such amendments within 60 days of submission.

**a.** The Bylaws Committee shall conduct a hearing on a member's proposed amendment in such time that the matter shall be referred to the general membership no later than 60 days after submission.

**b.** The Bylaws Committee shall include its recommendations for all member-sponsored amendments. If it chooses, the Bylaws Committee may offer a revision to a member-sponsored amendment. Unless a member supports a revision by the Bylaws Committee, the proposed amendment must be forwarded to the general membership exactly as submitted by the member.

**Section 2.** Amendments of these bylaws require that they be published in The Italian Times prior to consideration during a regular or special meeting of the general membership. Passage of all amendments requires a 2/3 vote cast by members in good standing and in attendance at a general or special membership meeting.

**Section 3.** Amendments shall become effective immediately after adoption unless otherwise specified.