

BYLAWS OF THE
LANCASTER ITALIAN CULTURAL SOCIETY

MARCH 14, 2010

ARTICLE I NAME

The name of this organization is the Lancaster Italian Cultural Society.

ARTICLE II PURPOSE

The purposes for which the Lancaster Italian Cultural Society is formed are:

1. To promote and share an appreciation and awareness of the Italian culture and heritage.
2. To develop an awareness of the contributions of Italians and Italian Americans to the development of the United States of America and the world.
3. To sponsor artistic and cultural activities of Italian origin in the community.
4. To promote a greater understanding of the social mores and the values of the Italian heritage in the community.
5. To develop a greater sense of pride in Italian Americans for their Italian heritage with special emphasis upon educating Italian American youth, including but not limited to sponsoring scholarships, awards; and special recognition for community service.

ARTICLE III FISCAL YEAR

The fiscal year shall begin January 1st of each year and end on the last day in December of the same year.

ARTICLE IV MEMBERSHIP AND DUES

The membership of this organization shall consist of those persons having interest in Italian Culture, who pay dues annually in such amount as shall be determined by the Board of Directors. There shall be two types of membership: regular membership and honorary membership as defined by the Board of Directors. Application for membership shall be made in writing upon forms as prescribed by the Board of Directors

In the event of dissolution of the society, the remaining funds will be first distributed to all active and paid members for the unused portion of the yearly dues and the remainder to another non-profit organization(s), as designated by the Board of Directors. .

ARTICLE V MEETINGS

Section 1. ANNUAL MEETING

There shall be an annual meeting of the membership of the organization for the election of Officers and Directors, and the transaction of any other business, which meeting shall be held in the month of March, at a place as may be designated by the Board of Directors.

Section 2. SPECIAL MEETINGS

Special meetings of the membership may be called by the President whenever, in his/her opinion, it seems advisable to do so. Special meetings may also be called by the President upon the written request of at least ten members of the organization.

Section 3. NOTICE OF MEETINGS

Written notice of the time and place of all meetings of the membership shall be mailed to the members at their last known address at least seven days prior to any meeting. Such notice shall state the subject of the meeting.

Section 4. QUORUM

Twenty-five (25) members shall constitute a quorum for the transaction of business at any general membership meeting or special meeting of the organization.

Section 5. PRIVILEGE OF VOTING

Each member who is at least eighteen (18) years old and current with dues payments shall be entitled to vote. No one shall be permitted to vote by proxy. The privilege of the floor shall be extended to any member entitled to vote at meetings of this organization. A majority vote of members present at the meeting shall rule.

ARTICLE VI BOARD OF DIRECTORS

Section 1. COMPOSITION

The Board of Directors shall consist of the elected officers, the Immediate Past President and ten (10) Directors. All of the elected Directors shall be members of the Lancaster Italian Cultural Society.

Section 2. TERMS

The Directors shall be elected by a plurality of the votes cast at the Annual meeting and serve for a term of two (2) years. The initial terms of the directors will be staggered, so that one half of the directors will serve for a term of two (2) years, and one half of the directors will serve for a term of one (1) year.

Section 3. AUTHORITY

The Directors shall have control of and be responsible for the management of the affairs and property of this organization; shall have power to fill vacancies on the Board for the unexpired portion of any term; shall have full discretion in the assessment of dues for the organization; and generally shall have full power to do, or require to be done, everything deemed necessary or expedient for the promotion and protection of the welfare of the organization.

Section 4. REMOVAL OF MEMBERS

Members of the Board of Directors may be removed for cause by a two-thirds (2/3) majority vote of the members of the Board of Directors attending a meeting of the Board, provided that written notice of the meeting indicating the intent to remove a member of the Board has also been given

to any individual member whose removal is to be considered at said meeting. Cause shall be defined as failure to attend meetings on a regular basis or other conduct which is deemed detrimental to the organization in the reasonable discretion of the Board of Directors.

ARTICLE VII BOARD MEETINGS

Section 1: MEETINGS

There shall be an annual meeting of the Directors of the organization for the purpose of planning the program and setting the dues for the coming year, which meeting shall be held within 30 days after the annual membership meeting. There may be such additional meetings of the Directors as the President in his/her discretion may call, but no less than four (4) meetings a year.

Section 2: QUORUM

At least eight (8) of the Directors then in office, shall constitute a quorum for the transaction of any business.

ARTICLE VIII OFFICERS AND COMMITTEES

Section 1: OFFICERS AND TERMS

The officers of this organization shall be a President, Vice President, Secretary and Treasurer, all of whom shall be elected by the membership to serve for a period of two years beginning immediately upon their election and until their successors are elected. Officers may serve more than one consecutive term of office. The officers shall be twenty-one (21) years of age or older and must be of Italian descent.

Section 2: PRESIDENT

The President shall be the Chief Executive officer of the organization and shall preside at all meetings of the members, officers and Board of Directors. The President shall appoint from among the members, subject to confirmation by the Board of Directors, those committees deemed necessary for the operation of the organization. The President shall have general and active management of the business of the organization; shall see that all orders and resolutions of the officers and Board of Directors are carried into effect; and, shall be an ex-officio member of all committees; and shall have the general powers and duties of supervision and management usually vested in the office of President of an organization.

Section 3: VICE-PRESIDENT

The Vice President shall take the place of the President and perform his/her duties whenever the President shall be absent or unable to act. In the case of disability, absence or other disqualification of the President, the Vice President shall assume the duties of the President. In the event the President and Vice President shall be absent or unable to act, the Treasurer shall assume the duties of President until the return or recovery of the President or Vice President. Notwithstanding the provisions of Article X, the Vice-President shall conduct a periodic review (but not more than every five (5) years) of the BYLAWS and recommend to the President whether or not a committee shall be formed to propose revisions to the BYLAWS.

Section 4. SECRETARY

The Secretary shall attend all meetings of the officers, Board of Directors, and the membership and shall act as clerk thereof and record all the votes of the organization and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for any committee when requested. The Secretary shall give notice of all meetings of the members, officers and Board of Directors, and all programs of the organization. In addition, the secretary shall conduct all official correspondence and shall perform such other duties as may be prescribed by the Board of Directors or President. All records of the organization maintained by the Secretary shall remain the property of the organization and shall be turned over to their successor at the end of their term of office.

Section 5. TREASURER

The Treasurer shall have custody of the organization's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization. The Treasurer shall disburse the funds of the organization as may be ordered by the Board of Directors, taking proper vouchers for such disbursement, and shall render to the President and the Board of Directors, whenever they may require, an account of all transactions and of the financial condition of the organization. All records of the organization maintained by the Treasurer shall remain the property of the organization and shall be turned over to their successor at the end of their term of office. The Treasurer shall report the financial status of the Society to the membership at the annual meeting and at one or more general meetings as directed by the President. The Treasurer shall be bonded.

ARTICLE IX ELECTIONS

Section 1. NOMINATING COMMITTEE

Each year the President shall appoint a Chairperson of the Nominating Committee at least thirty (30) days prior to the Annual Meeting to nominate Directors and Officers for the coming year. The Nominating Committee shall consist of at least three (3) members in good standing.

Section 2. ADDITIONAL NOMINATIONS

Members in good standing shall have the privilege of nominating additional candidates from the floor at the annual meeting of membership for the election of officers and directors.

Section 3. NOMINATIONS

At least one (1) candidate shall be nominated for each office to be filled by election. The names of all such candidates shall be listed for the designated office for which they are nominated (in alphabetical order where there may be more than one candidate) on a ballot which shall also provide sufficient blank lines for adding the names of other nominees made from the floor.

Section 4. JUDGES OF ELECTIONS

The Chairperson shall appoint at least three (3) members in good standing to act as Judges of Election. Voting shall be by secret written ballots distributed by the Judges of Election. Votes shall be tallied upon the completion of the balloting by the Judges of Election, and the results of the election shall be announced at the Annual Meeting.

ARTICLE X AMENDMENT OF BYLAWS

The Bylaws may be amended by a vote of at least eight (8) of the Directors present at a regular or special meeting of the Directors. If fewer than ten of the Directors are present at the meeting, a vote to amend the Bylaws cannot take place. No amendments to the Bylaws shall take effect until ratified by a majority vote of the members present at a regular or special meeting. Notice of intent to ratify the amendment(s) to the Bylaws shall be provided to the members in good standing prior to the meeting.

ARTICLE XI WRITTEN DOCUMENTS

All written documents in order to be binding shall be signed by the President.

ARTICLE XII INDEMNIFICATION

The Lancaster Italian Cultural Society shall indemnify any director, officer, employee or agent of the organization to the full extent permitted by the law.

ARTICLE XIV EFFECTIVE DATE

These Bylaws shall be effective immediately upon ratification of the general membership.