

THE ITALIAN CULTURAL SOCIETY OF WASHINGTON, D.C., INC.

BY-LAWS

Revised on November 2021, to reflect changes in the current structure of the Society. The amendments have been approved by the members of the ICS Board.

ARTICLE I - Articles of Incorporation

The Italian Cultural Society of Washington, DC, Inc. (hereafter referred to as “the Society”), including its Italian Language Program (hereafter: “the ILP”) was incorporated on July 6, 1978 under the provisions of the District of Columbia Non-Profit Corporation Act, as a non-profit cultural, educational, literary and charitable organization (in accordance with section 501 (c) (3) of the IRS Code of 1954). The Articles of Incorporation are maintained in a paper file at the ICS Office.

The purpose of the society is to enhance the appreciation and knowledge of Italian language and culture in the Washington, DC area and beyond.

ARTICLE II – Membership

Section 1: Eligibility

Membership in the Society shall be open to all persons who are interested in Italian Culture, regardless of age, race, creed, color, sex, disability or national origin.

Section 2: Classes of Membership

There are four (4) classes of members: Regular, Supporting, Student and Honorary. The regular members are further subdivided as single, and family. A regular member can be an individual or an organization.

a. A regular member is one who has been approved for membership and is current in payment of annual membership dues. Regular members may hold office and participate in all social, and educational activities sponsored by the Society. For family memberships, members of a family above the age of 18 may vote, hold office and participate in all social, and educational activities sponsored by the Society. Every member of the family is allowed to vote.

b. A supporting member has the same and extra privileges of regular members but pays more: from \$500 to \$10,000 and will be publicly acknowledged, unless they prefer to remain anonymous.

c. A student member is one who is enrolled as a full-time student in a school or institution of higher education above the high-school level. Student members, who pay a reduced membership fee (to be set by the Board of Directors), have all the privileges of regular membership except holding office.

d. An honorary member is one who has made an outstanding contribution consonant with the purpose of the Society. This designation shall be conferred by majority vote of the Board of Directors.

An honorary member, who is not subject to membership dues, shall be granted all privileges of regular membership, except for holding office. An honorary member may become a regular member and hold office by paying regular membership dues.

Section 3: Dues

The Board of Directors shall determine the amount of annual dues in coordination with the Executive Director (ED). The membership year for each member commences in September of each year. (Members joining from April 1st on are considered members for the remainder of the year and for the following year.)

Section 4: Expulsions of Members

The Board of Directors, may expel a member for cause.

ARTICLE III – Board of Directors

Section 1: Board of Directors. The Board of Directors shall consist of a minimum of 5 and a maximum of 15 members, who are eligible voting members of the Society elected by a majority of the membership present at the scheduled annual meeting of the Society, usually in April. Election of the board members shall be on a staggered basis, i.e., one third of the Board membership to be elected every year. The Board may add a Director who must then run for the post in the next election.

Section 2: Officers of the Society.

The Executive Director is an Ex-officio Officer of the Society. Each year after the election of Board members as provided in Article III, Section I and Article VI of these By-Laws, the Board shall elect the other officers: Chairperson, Vice Chairperson, Secretary, and Treasurer.

Section 3: Terms of Office of Board Directors and Officers

The term of office for Directors of the Board is three (3) years. Board Directors may serve two consecutive terms, but then are required a hiatus of at least one year before standing for re-election. Waiver of this rule will require a majority vote by the Board.

Section 4: Removal of a Board Directors and Officers

A Board Member may be removed for cause by a 2/3 vote of the Board Members.

ARTICLE IV - Duties

Section 1: Board Chairperson

The Chairperson shall preside over all regular meetings of the Society and of the Board of Directors. It shall be the duty of the Chairperson to ensure that the Society is pursuing appropriate activities consistent with its aims and purposes. The Chairperson shall appoint the Chair of any committees except the Finance Committee of which the Treasurer is the designated chair. The Chairperson and the Executive Director are the principal delegates to any committee or organization with which the Society is affiliated. The Chairperson is a member of any committee of the Society.

Section 2: Vice Chairperson

The Vice-Chairperson shall perform such duties as the Chairperson may direct. The Vice-Chairperson will become acting Chairperson in the absence of the Chairperson for any reason. In case of resignation, the Vice Chairperson shall become Chairperson. The line of succession shall be Chairperson, Vice-Chairperson, Treasurer, and Secretary. In case of resignation of these officers, the remaining board members shall select new officers.

Section 3: Secretary

The Secretary shall take minutes at the meetings of the Board of Directors and the Executive Committee; and shall designate a minutes taker at other meetings as directed by the Chairperson. The Secretary shall maintain a binder archive of minutes of Board and Executive meetings. The Secretary shall submit the minutes at the next scheduled board meeting for corrections and approval, and shall inform the Board of Directors of any pertinent correspondence. The minutes of all meetings of the Board of Directors shall be made available to the membership upon request. The Secretary shall file the required documents and update the official papers (for example, change of resident agent*.).

Section 4: Treasurer

The Treasurer shall oversee and have responsibility for all of the Society's financial operations. The Treasurer shall empanel a Finance Committee and act as its chair. An accountant may be employed to keep records for the Society, and will report to the Treasurer. Apart from transactions directly pertaining to running the ILP and cultural programs included in the overall budget, the Treasurer shall review all other payments for approval. The ED will submit an annual budget to be reviewed and approved by the Finance Committee and submitted to the board of directors for final approval. The Treasurer shall be responsible for oversight of all other required financial forms. The Board of Directors by 2/3 majority vote, or the Chairperson may request that an audit be performed by a Certified Public Accountant. The Treasurer has responsibility for assuring that any taxes due are filed on time.

Section 5: Executive Committee

The executive committee, consisting of the Officers shall be convened by the Chairperson as deemed necessary by him/her. A quorum for Executive Committee meetings shall be three. The function of the Executive Committee is to deal expeditiously with situations judged by the Chairperson to be of urgency, and shall meet at his/her request. The Executive Committee shall be charged with management of the property and finances of the Society including the incurring of obligations, and shall perform such other functions as may be entrusted to it by the Board, subject in all things to the control of the Board of Directors. The minutes of all meetings of the Executive Committee shall be taken by the Secretary and made available at the following meeting of the Board of Directors. If the meeting is to evaluate the performance of the ED, the ED shall be excluded from that meeting.

Section 6: Board of Directors

a. Members of the Board of Directors are charged with overseeing the activities of the Society. Unless excused for cause by the Chairperson, each Board member shall be present at all regular meetings of the Board (online participation is permitted). The Chairperson shall schedule at least four (4) regular meetings of the Board during the social year, and call for special meetings, as needed.

b. Members of the Board shall be required to make a yearly financial contribution to the Society of at least \$500. Some board members may be assigned duties sufficient in effort and time to be considered payment in kind for this obligation, as judged by the Chairperson, ED, and Treasurer.

c. Members of the board are expected to attend activities sponsored by the ICS.

d. Members of the board are each expected to provide help in raising funds, and/or to assist in Social meetings and other tasks, as assigned by the Program Committee

e. Members of the board shall be assigned to serve on Standing Committees

f. A maximum of two teachers of the ILP can serve as Board members. In case a teacher becomes Chairperson, they cannot be involved in the ED's compensation process. The Board delegates that responsibility to other Directors,

Section 7: The Executive Director of the Italian Cultural Society, Ex-officio Chief Executive Officer (CEO)

The Executive Director (ED) of the Italian Cultural Society is hired by the Board of Directors to run the day-by-day operations of the Society and reports to the Board of Directors.

a. The ED authorizes expenses in accordance with the annual budget (Expenses above \$5,000* need the approval of the Board. This amount can be updated by the Treasurer and Chairperson.

b. The ED is a member of each Standing Committee.

c. The ED is a voting member of the Board, attends all Board meetings except when the Board considers performance, evaluation, and compensation of the ED.

d. The ED participates but doesn't vote when the Board elects Officers, and when the Bylaws are amended.

e. The ED establishes partnerships with other organizations to promote Italian Culture.

f. The ED provides a written quarterly report to the Board on the state of the programs of the Society.

Section 8: President/Chair Emeritus (Ex-officio Board Director)

The President Emeritus is an Ex-President/Chair who has made an outstanding contribution consonant with the purpose of the Society. This designation shall be conferred by majority vote of the Board of Directors. In order to avoid having Board Directors who are not elected by the Society membership, the emeritus person shall not be obligated to attend Board meetings, and shall not have voting privileges, but may otherwise participate in all other Board activities, and may also be asked to accept other responsibilities by the Chairperson.

ARTICLE V – Meetings

Section 1: Regular meetings of the Board shall be held quarterly, at a time and place designated by the Chairperson. A *quorum* for a Board meeting shall be a majority of current Board members. In general, Directors should make every attempt to be physically present at each board meeting. However, board meetings shall also include a teleconference option whereby Directors can exercise their fiducial responsibility to follow and participate, on a par with those who are physically present, in the discussion and votes. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place except for a change of the By-Laws (See Article X.). The rules of order governing the conduct of all business meetings of the Society, including Board meetings, shall be in accordance with Robert’s Rules of Order, latest edition.

Section 2: Annual Meeting of ICS members. An annual meeting of the members including the board shall take place in the month of April the specific date, time and location of which will be designated by the Chairperson, or the Secretary. At the annual meeting, the members shall elect directors, and receive reports on the activities of the Society. A *quorum* at this meeting for the purpose of electing directors shall consist of 5% of the current (unexpired) membership, as reported by the Governance Committee at that time. Notice of the Annual Meeting shall be made available (by email, in *Poche Parole* and on the ICS website) to each current member not less than two weeks prior to the meeting.

(NOTE: During the COVID pandemic in 2020 and 2021, elections have been successfully conducted by email under the auspices of the Governance Committee. This method may continue, unless the membership raised a serious objection to it.)

Section 3: Scheduled Social Meetings

Under the direction of the Programs Committee, and exclusive of special events such as Carnevale and Natale, the Society shall hold Social Meetings no less than six times each year from September through June. In general, the social meeting may occur at 3:00 PM on the third Sunday of the month, or according to the availability of the Guest speaker and venue. The purpose of the social meeting is to provide an Italian-themed cultural experience for the membership. Non-members may attend, but may be required to contribute funds to defray expenses.

ARTICLE VI – Elections

Section 1: Governance Committee

The Chairperson shall appoint a Governance Committee of at least three Board members. Amongst other duties, this committee is responsible for recommending a slate of candidates for available positions on the Board of Directors for the following year.

Section 2: Notice of Candidacy

The slate of candidates recommended by the Governance Committee shall be included in the notice of the regular April meeting and published both on the ICS website and in the March issue of *Poche Parole*, or by email, in two steps (*first, inviting candidates from the floor, then presenting the slate of candidates*). Additional nominations for office may be made from the floor or in writing to the Nominating Committee, during the April meeting, after which the nominations will be closed. All candidates must be members of the Society and must have previously agreed to serve, after acknowledging the current By-Laws, of which they must be provided a copy. Candidates shall submit a brief c.v. and statement.

Section 3: Elections

At the close of nominations at the April meeting, the Chairperson or Chair of the Governance Committee shall appoint two election tellers who are neither members of the Board nor candidates for office. A vote of members, current and present, shall then be taken by secret ballot, or, if moved, seconded and approved by the membership, by acclamation during the Annual meeting. The tellers shall conduct a count of votes and ballots, and certify the results to the Governance Committee which will submit an official report to the Board of Directors. The Chairperson of the Board shall announce the names of the newly elected board members at that same meeting (or by email). Installation of the new directors shall take place prior to June 30 of that year.

ARTICLE VII – Standing Committees

The Chairperson shall appoint Chair to Standing Committees. The Standing Committees may include:

Development (fundraising, Gala, grants, sponsorships)

Programs (Italian Language Program, Cultural and Social Events, Awards and Scholarships)

Governance (Membership database, nominations to the board, monitor the work of the Board and committees),

Finance (The Treasurer is automatically chair of this committee) (monitor budgets, financial activity, bank accounts, arrange for audit reports, ensure legality of financial activities in accordance with the rules governing a non-profit organization This committee also seeks investment advice for Society funds and reports it to the Board for further action.)

Communications (Newsletter *Poche Parole*, ICS website, Social Media, Marketing.)

In addition, the Chairperson may convene and populate *ad hoc Advisory* Committees, including ones not chaired by a member of the Board. Each of the Standing Committees shall have responsibilities as laid out in a charter for that committee. These charters shall be added to the by-laws as an appendix.

ARTICLE VIII - Programs

The Italian Language Program and Cultural Programs

Integral parts of the Society are its Cultural and Italian Language Programs (ILP), its Scholarship Awards Program and its monthly cultural events. The ILP is charged with providing Italian language courses to both adults and children in the Washington metropolitan area and everywhere by online courses. The Cultural Programs of the Society shall consist of regular events presented to the society at its scheduled monthly Social Meetings and other special events. The Society also holds an annual *Awards Gala* which serves both to honor and showcase scholarship award winners and to raise funds for the programs of the Society. New programs linked to Italian culture may be developed.

The Awards/Scholarship Program

The Society shall raise funds for scholarships and awards. Funds donated for a designated scholarship (e.g., the Montanari-Mendola award) shall be separated from use by other needs of the Society.

ARTICLE IX - Expenditure of Funds

Section 1: Disbursement

The bank accounts of the Society shall be managed by the Treasurer and the ED. the Treasurer has ultimate responsibility for monitoring the financial records.

Section 2: Discretionary Authority

The Chairperson may approve any individual expenditure of funds not included in the budget up to one thousand dollars (\$1000) without the approval of the Board of Directors. The Executive Director has discretionary authority for all expenditures related to the daily operation of the ILP, the Cultural programs and the Awards programs of the Society. Expenditures for any out of budget items in excess of \$5000 shall require approval by the Board.

Section 3: Fiscal Report and Academic Year Report

The Treasurer, ED, and ICS hired tax accountant will prepare a fiscal year report for the January to December year by the end of April of the current year. In coordination with and with the approval of the Treasurer, the ED shall report, at the September meeting of the Board of Directors, on the expenses incurred and revenues received during the preceding 12 month academic year (i.e. from September of the previous year to August of the current year).

ARTICLE X – Amendments and Revisions

By-Laws Revision Committee

An *ad hoc* By-Laws Revision Committee may be convened by the Chairperson, comprising the Chair, the Vice-Chair, the Executive Director, and other Society members selected by the Chair. Revisions of the By-Laws may be made by this committee and submitted to the Board of Directors for approval. Amendments and revisions to the By-Laws may also be suggested, in writing, from any member of the Board. The merits of the amendments or revisions shall be considered and voted upon by a 2/3 majority of the Board of Directors.

Approval of the By-Laws shall require a 2/3 majority vote of those present at a Board meeting, of which there must be a quorum of 2/3 present.

ARTICLE XI- Dissolution of the Society

Should there be a dissolution or cessation of the Italian Cultural Society, the funds held by the Society, after all debts have been paid, shall be assigned to a non-profit organization having similar goals, as selected by the final meeting Board of Directors of the Italian Cultural Society.

APPENDICES: CHARTERS OF STANDING COMMITTEES

Suggestions for the Charter of the **Development Committee**:

The Development Committee is responsible for overseeing the organization's overall fundraising and, in particular, the fundraising done by the board. To accomplish this, its responsibilities are:

- To work with staff to establish a fundraising plan that incorporates a series of appropriate vehicles, such as special events, direct mail, individual major gifts, online appeals, etc.
- To work with fundraising staff in their efforts to raise money (including through donor cultivation and solicitation).
- To take the lead in certain types of outreach efforts, such as chairing a Gala Committee or hosting fundraising parties, etc.
- To be responsible for involvement of all board members in fundraising, such as having board members make telephone calls to ask for support, and
- To monitor fundraising efforts to be sure that ethical practices are in place, that donors are acknowledged appropriately, and that fundraising efforts are cost-effective.
- Development Committee members are encouraged to give what they consider a substantial financial donation and to assure that there is 100 % participation by the board.

Suggestions for the Charter of the **Programs Committee** (to be provided)

Suggestions for the Charter of the **Governance Committee**

- Beginning with its Fall meeting, the GC shall establish a plan for seeking and vetting candidates for the Board of Directors. It shall coordinate with the Chairperson and ED on this important task.
- The GC has responsibility for conducting elections of the Board of Directors.
- The GC shall regularly check with the chairs of the standing committees to be sure that they are performing the tasks assigned to them in a timely manner, and report problems to the Board.

Suggestions for the Charter of the **Finance Committee** (to be provided)

Suggestions for the Charter of the **Communications Committee** (to be provided)