

**BYLAWS OF
ITALIAN HERITAGE SOCIETY OF THE CAPE FEAR REGION**

(7/6/2005)

Article I

Name, Principal Office, Status, Fiscal Year

Section 1. Name. The name of the organization shall be Italian Heritage Society of the Cape Fear Region (hereinafter sometimes referred to as the IHS), a non-profit corporation incorporated in the State of North Carolina and under I.R.C. ' 501(c)(7).

Section 2. Principal Office. The principal office of the IHS shall be located in the city of Wilmington, New Hanover County, North Carolina.

Section 3. Status. The IHS is a non-profit, non-political and non-sectarian organization formed and operated under the rules, regulations and restrictions of IRC ' 501(c)(7).

Section 4. Fiscal Year. The fiscal year of the IHS shall be determined by resolution of the Executive Officers. In the absence of such a resolution, the fiscal year shall be the calendar year.

Article II

Purpose, Goals

Section 1. Purpose. The purpose of the IHS is to promote the rich diversity of Italian heritage and culture by:

- A) sharing them with others;
- B) educating people to the contributions of Italians and Italian-Americans in society, thereby presenting a positive image;
- C) providing fellowship; and
- D) improving knowledge about Italian history, language and customs.

Section 2. Goals. The goals of the IHS are to:

- A) cultivate opportunities to work with the youth of the community;
- B) gain knowledge regarding Italian history and culture through the lineages represented in the IHS;
- C) cultivate fellowship within the IHS through social activities;
- D) provide a community presence through outreach activities and events and by having appropriate literary, artistic and other resources available to the community.

Article III

Membership, Voting Rights, Dues

Section 1. Membership. Membership is open to individuals of Italian heritage and their families. Candidates for membership must complete and sign an official application.

Section 2. Voting Rights. Members (either individual or family) in good standing shall be entitled to one (1) vote for each individual membership or each family membership. A member in good standing is one whose dues are current. For any and every purpose, including voting, a family membership may be represented by any one authorized adult member of such membership family.

Section 3. Dues. Dues shall be twenty-four dollars (\$24.00) for individuals and thirty-two dollars (\$32.00) for families [adults and minor children (under 21 years of age) residing in the same residence] per year. Dues are payable on or before the first day of July and will be prorated on a quarterly basis for those joining after September 30th. Member's name shall be removed from rolls if dues are not paid within two months of due date. The officers of the IHS shall have the power to change the monetary amount of the dues up to 10% but not more than once per year.

Article IV
Officers:
Number, Nomination, Term, Duties, Job Descriptions, Compensation,
Removal, Vacancies, Eligibility

Section 1. Number. There shall be four (4) officers: President, Vice President, Secretary and Treasurer.

Section 2. Nomination. Each year a Nominating Committee shall nominate members in good standing for the offices to be filled.

Section 3. Terms. Officers shall be elected for two year terms. The offices of President and Vice President shall be filled in common biennial elections and the offices of Secretary and Treasurer shall be filled in common elections in alternate years.

Section 4. Duties. The officers shall be responsible for conducting the affairs of the IHS and shall have all of the powers and duties necessary for the administration thereof, including making binding agreements and all other normal business functions. All binding agreements must be approved by a majority vote of the officers. The Officers shall have the authority to adopt rules and regulations of general application, and to clarify any ambiguity therein, by notification to the membership.

Section 5. Job Descriptions.

A) President: The President shall preside at all general membership, annual, special and executive board meetings and shall schedule special and executive board meetings as necessary. The President shall appoint committee chairpersons, and fill officer and committee chairperson vacancies, with the approval of the majority of the officers.

B) Vice President: The Vice President shall act in the absence of the President and shall have all powers, duties and responsibilities of the President when so acting.

C) Secretary: The Secretary shall keep the minutes at all general membership, annual, special and executive board meetings and have the responsibility for all official club correspondence except those that are the responsibility of another officer.

D). Treasurer. The Treasurer shall

1. be responsible for all dues and other monies received by the IHS;
2. verify and pay all just and proper IHS invoices and other financial liabilities. No expenditure over \$500.00 will be made without the approval of the Executive Board;
3. record all transactions in a financial ledger, which will be available at all times for inspection by the officers;
4. notify members when their dues are in arrears;
5. report the IHS financial status at all general membership, annual, special and executive meetings;
6. establish, maintain, and track committee budgets and expenditures; and
7. provide all records for regular annual audits by IHS members and for other more frequent audits that may, from time to time, be determined necessary and ordered by the Executive Board.

Section 6. Compensation. The officers shall not receive any compensation from the IHS.

Section 7. Removal. At any duly called regular or special meeting of the IHS where the meeting notice states that the purpose of the meeting, or one of the purposes, is removal of an officer, any

one or more of the officers may be removed, with or without cause, by a majority of the IHS members entitled to vote and a successor may then and there be elected to fill the vacancy thus created and to serve out the remaining term of the removed officer. An officer whose removal has been proposed shall be given at least seven (7) calendar days notice of the date, time, place and purpose of the meeting and shall be given an opportunity to be heard at the meeting.

Section 8. Other Vacancies. Vacancies of offices caused by any reasons excluding the ASection 7" removal of an officer by vote of the IHS shall be filled by a vote of the majority of the remaining officers, even though less than a quorum, at any meeting of the Executive Board. The person selected will fill the remaining term of the vacated office.

Section 9. Eligibility. Any individual member, or any adult member of a member family authorized by such member family, shall be eligible to run for, and serve in, any office or any committee position in any capacity.

Article V

Executive Board, Committees

Section 1. Executive Board. The Executive Board shall consist of the IHS officers plus up to three adjunct members, selected from the general membership, serving at the pleasure of the President.

Section 2. Committees. Committees to perform such tasks and to serve for such periods as may be designated by the officers are hereby authorized.

Section 3. Standing Committees are: Bylaws, Membership, Nominating, Programs, Publicity, and Social.

Article VI

Meetings:

Executive Board, General Membership, Annual, Special

Quorum, Parliamentary Rules

Section 1. Executive Board. Meetings may be held at such date, time and place as shall be determined by a majority of the officers but at least four (4) such meetings shall be held during each fiscal year with at least one (1) per calendar quarter. A quorum for business to be conducted at the meeting shall be a majority of the officers. Each officer shall have one vote with the President voting only in the event of a tie.

Section 2. General Membership. Meetings will be held at a date, time and place to be announced, to all members that can be contacted, by the Secretary at the direction of the Executive Board 30 days prior to the meeting.

Section 3. Annual Meeting. The July General Membership meeting is designated as the annual meeting and will be held at a date, time and place to be announced to all members, in accordance with Section 2, above, at least 30 days prior to the meeting. The announcement shall include the names of members in good standing as submitted by the Nominating Committee along with any motions that may be on the agenda.

Section 4. Special Meetings. Special meetings may be called by the President; by a majority vote of the IHS officers or by written petition signed by twenty-five per cent (25%) of members in good standing and shall be held at a date, time and place to be announced to all members, in accordance with Section 2, above, at least seven (7) calendar days prior to the date of the

meeting. The purpose of the special meeting shall be included in the announcement and no other business will be conducted or discussed at the meeting.

Section 5. Quorum. The presence, in person, of twenty-five (25) members in good standing shall constitute a quorum to conduct business at any IHS meeting.

Section 6. Parliamentary Rules. Roberts Rules of Order (Second Edition) shall govern all meetings of the IHS.

Article VII Voting and Elections

Section 1. Voting and Elections.

A) Members in good standing present at any general membership, annual, or special meeting of the IHS shall have one vote per individual or family membership. A simple majority of votes cast by eligible members present, shall cause a motion to pass or an officer to be elected.

B) Members in good standing may be nominated for office from the floor. No nomination from the floor will be accepted unless the nominee is in attendance personally at the meeting or has given, in advance of the meeting, written agreement to serve if elected.

C) Officers elected at the annual meeting will begin their terms of office immediately following the election and all retiring officers shall turn over to their successors all property, records and documents relating to their offices at the annual meeting.

Article VIII Bylaw Amendments

Section 1. Proposals to Amend Bylaws. Amendments to the Bylaws may be proposed by the officers or by written petition, to the Executive Board, of twenty-five percent (25%) of the membership in good standing. Amendments proposed by such written petition shall be reviewed by the officers and submitted to the general membership for voting within sixty (60) days after receipt by the officers. The membership shall be notified of proposed amendment(s) by U.S. mail at least 30 days prior to the meeting at which the motions will be presented.

Section 2. Bylaw changes. The bylaws may be amended by a majority vote of the membership present at an annual, general or special meeting.

Article IX Dissolution of the IHS and Distribution of Assets

Section 1. Dissolution of the IHS and Distribution of Assets. Prior to dissolution of the IHS, all of its just, due, and owing obligations will be paid from the treasury funds. At its dissolution, any monetary assets remaining after all such obligations are met will be donated to the General Scholarship Fund of the University of North Carolina at Wilmington (UNCW). All non-cash assets, if any, will be donated to a recognized non-profit organization authorized to receive such distributions from the IHS by governing sections of the Internal Revenue Code.

THESE BYLAWS HEREBY REVOKE AND SUPERSEDE ALL PREVIOUSLY PUBLISHED BYLAWS OF THE ITALIAN HERITAGE SOCIETY OF THE CAPE FEAR REGION CORPORATION AND/OR ITS PREDECESSORS.

APPROVED ON: _____
Date

PRESIDENT: _____
Angelo Toscano

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