

Bylaws of the Italian Society of Savannah¹

Adopted March 5, 2003

Version 4.3 Revised January 13, 2014

This version 4.3 was adopted on January 14, 2014 to amend Article III by adding a Section creating the Community Relations Committee.

PREAMBLE

To cherish the recollections of our homes and the birthplace of ourselves and our forefathers, to promote good fellowship among Italians and their descendants in this their adopted City and Country, and to promote an appreciation of Italian arts, culture, and science, the Italian Society of Savannah ("Society"), composed of Italian men, the sons, grandsons, and great-grandsons of Italian men and Italian women, any direct lineal male descendant of the Italian men and Italian women and the sons of members of the Society, is hereby formed and the following Rules for its Government are unanimously adopted:

ARTICLE I: MEMBERSHIP

Section 1. Members.

(i) *Number of Members.* Membership in the Society shall be limited to seventy-five (75) resident members, who reside within a 100-mile radius of the city of Savannah, and twenty-five (25) non-resident members who reside outside the 100-mile radius, the limitation of one hundred (100) total resident and non-resident members being absolute. Membership shall increase by no more than five (5) members each year once fifty-five (55) members have been installed.

(ii) *Non-Resident Members.* Non-Resident members are those desiring membership in the Society who live more than one hundred (100) miles away from Savannah's City Hall. When applying for membership in the Society, those applicants desiring Non-Resident membership status should so indicate on their application. Following approval of their membership, Non-Resident members pay \$150 Initiation Fee and Annual Dues of \$150. The Non-Resident member's Annual Dues entitles that member to attend the Columbus Day banquet. Non-Resident members pay the standard guest fees as determined by the Society Treasurer for attendance at any other Society function (General Membership meetings, Spring Social, etc.).

(iii) *Emeritus Membership.* An Emeritus Membership category exists for those Italian-Americans who have performed outstanding service to the community. Such individuals shall be granted this status by a majority vote at the annual business meeting in September. The term of Emeritus membership is lifetime. Emeritus members have the same rights and privileges as full members. Emeritus members are not required to pay an initiation fee or annual dues. However, they

¹ A motion was made, seconded, and unanimously passed by the membership at the April 16, 2003 meeting to delete "Cultural" from the name.

are required to pay the cost of any event they (and their guest) attend, with the exception of quarterly General Member meetings.

(iv) *Sons of Members.* Sons of members attaining the age of 21 years will have equal status to other applicants who have spent three years on the waiting list for acceptance into the Society.

(v) *Honorary Members.* Certain individuals such as guest speakers, out-of-town visitors and prominent individuals outside of Savannah may be extended Honorary Membership to the Society. Honorary members may be nominated by any full member of the Society subject to a majority approval by the membership. The term of Honorary Membership is one year, after which such members will be eligible for a full, out-of-town membership. Honorary members will have the same rights and privileges as full members except they may not vote or hold office, nor will they receive communications and publications of the Society. Honorary members of the Society will not be required to pay an initiation fee or annual dues. However, they will be required to pay the cost of any event they (and a guest) attend.

Section 2. Qualification. To become a member of the Society, an applicant must be a male residing in the United States at least twenty-one years of age.

Section 3. Application Procedure.

(i) *Founding Group.* All members of the founding group automatically became members of the Society. Any person desiring to become a member subsequent to the founding members of the Society must have his application presented in writing to the Membership Committee and each applicant must be nominated by a member in good standing (primary sponsor) and further vouched for by at least two (2) other members (secondary sponsors) in good standing in the Society. The primary sponsor shall assist the applicant in obtaining secondary sponsorship.

(ii) *Processing of Applications.* All applications are to be processed by the Membership Committee. Upon receipt of the completed application, the Membership Committee will notify all members of the candidate's name and distribute a brief profile description of the candidate. Members must reply in writing to the President within two weeks if a candidate is felt to be unsuitable for membership. The President will discuss the situation with the objecting member and an appropriate decision reached.

(iii) *Approval by Membership.* Applications must be presented before the next regular meeting of the Society. A simple majority of membership voting at the meeting will be sufficient for election to membership.

(iv) *All Members are Subject to these Bylaws.* Each and every member on admission must subscribe to these Bylaws of the Society.

Section 4. Dues and Initiation Fees. Except as otherwise provided herein, the rules related to the dues and initiation fees of the Society are as follows:

(i) *Initiation Fee.* To constitute and provide funds for the purposes of the Society, each applicant, upon formal induction at a General Membership meeting, shall owe non-refundable Initiation Fee of One Hundred Fifty (\$150.00) Dollars. The Initiation Fee is not refundable and needs to be paid to the Treasurer at or shortly after the meeting when the applicant is inducted as a member.

(ii) *Annual Dues.* Each member shall pay to the Treasurer his annual dues of Three Hundred (\$300.00) Dollars, which will cover costs for the member for the annual banquet, the member and a guest for the April social function, and the three quarterly meetings. Members will be invoiced by the Treasurer in May and payment of annual dues will be due by July 1. Dues for members joining after the Columbus Day banquet and before the Spring Social are \$150. Paid dues are required before a member can attend a major social event.

(iii) *Setting the Amount of Dues.* The dues of all members provided hereinabove may be increased by the Executive Committee, but not by more than Fifty (\$50.00) Dollars to a maximum of Three Hundred Fifty (\$350.00) Dollars for dues; an increase above \$50.00 must be approved by two-thirds of the membership present at the annual business meeting. Dues shall be payable annually per fiscal year.

(iv) *Dues in Arrears.* Any member in arrears for two months subsequent to July 1 shall, after being duly notified by the Treasurer, have an additional thirty days to make payment. If payment is not made within thirty days, the subject is dropped from the rolls of the membership. The amount may be waived at the discretion of the Society in extraordinary circumstances.

(v) *Reinstatement.* Any member having been dropped from Membership shall be readmitted only by making application as a new member.

(vi) *Emeritus Members' Dues.* Emeritus members will not be required to pay annual dues. However, such members will be required to pay for the cost of any event(s) they, and their guests, may attend.

Section 5. Meetings.

(i) *Quarterly Meetings.* There shall be three quarterly meetings, to be held on the second Monday of the month in January, July and September. The annual Spring Social, for members and their guests, will replace the quarterly meeting in April. The quarterly meeting in September will be considered the annual business meeting. A formal banquet for members and their invited (male) guests will be held annually in October to celebrate Columbus Day. The event will be held on a date within seven (7) days of the Columbus Day federal holiday, as determined by the Executive Committee and announced at the January general membership quarterly meeting.

(ii) *Special Meetings.* The President may call special meetings of the Society. Notice of any such meeting shall be communicated via electronic mail to

the last known email address of each member. Upon written request of seven (7) members of the Society the President shall call a special meeting. Notice of any special meeting of members shall state the purpose for which the meeting is called and the same shall constitute the agenda for that meeting.

(iii) *Quorum*. At any meeting, one-third (1/3) of the general membership shall constitute a quorum for the transaction of business.

(iv) *Decorum Required at Meetings*. At all meetings of the Society order and decorum must be observed and the meeting shall be conducted in accordance with Robert's Rules of Order, latest edition. Any member behaving otherwise or acting not in conformity to these Bylaws may be asked to leave the meeting by the membership.

(v) *Pledge of Allegiance*. All meetings shall begin with the Pledge of Allegiance to the United States.

Section 6. Death of a Member. Upon the death of a member it shall be the privilege of the members of the Society to attend the funeral in a body.

Section 7. Resignations. Any member in good standing wishing to resign shall notify the Society thereof by letter.

ARTICLE II: OFFICERS

Section 1. Officers

(i) *Officers*. The Officers of the Society shall consist of a President, Vice-President, Treasurer, Recording Secretary, Corresponding Secretary, Archivist, a Chief Steward and four Stewards. Their term of office is to commence the day after the annual Columbus Day banquet.

(ii) *Term*. All Officers, except Stewards, shall serve for two year terms. Stewards shall serve for five year terms, the last year of which shall be as Chief Steward. Each Steward will progress over his term of office respectively to the position of Chief Steward. At the end of each year, a new Steward will be elected as a replacement for the vacancy which occurs when the Chief Steward resigns.

(iii) *Additional Terms*. All Officers of the Society, except Stewards, may be re-elected to serve additional terms, but in no event shall an Officer be re-elected to serve three two-year terms as President.

(iv) *Vacancies*. All vacancies occurring in any of these offices shall be filled by ballot at a regular meeting.

(v) *Past President Invited to Serve on Executive Committee*. At the conclusion of his term, the outgoing President will be invited to remain on the Executive Committee as a non-voting ex-officio member for the duration of the successive term.

Section 2. Nominations and Elections.

(i) *Nominations made by Nominating Committee During Election Year.* It shall be the responsibility of the Nominating Committee, in election year, to prepare a slate of candidates containing the name of one (1) or more nominees for the office of the President, Vice President, Treasurer, Corresponding Secretary, Recording Secretary, Archivist, and one (1) Steward. This slate of officers shall be submitted to the membership at the annual business meeting in September for vote.

(ii) *Nominations made by Nominating Committee during Non-Election Year.* In a non-election year, the Nominating Committee will offer up a candidate for the position of Steward. On or before the July quarterly meeting, the President shall appoint a Nominating Committee consisting of one Chairperson and two (2) additional active members.

(iii) *Nominating Committee Members Ineligible.* No member of the Nominating Committee shall be eligible for nomination to office for the term on which his committee serves.

(iv) *Additional Nominations.* Any member may make an additional nomination from the floor at the meeting, provided the nominee has previously consented in writing to accept the nomination.

(v) *Commencement of Term.* New officers shall officially take office at the conclusion of the annual banquet in October.

(vi) *Only Resident Members.* Only resident members shall be eligible for the offices of President, Vice President, Treasurer, Corresponding and Recording Secretaries, Archivist, and all Stewards.

(vii) *Vacancy in Office.* In the event that an Officer position is vacated, the President shall appoint an interim replacement with approval of the Executive Committee. The membership will be asked to approve and formalize the appointment at the next meeting.

Section 3. Officer Duties.

(i) **President.** It shall be the duty of the President to perform the duties incident to a Presiding Officer. In his absence, the Vice President will occupy the chair.

(a) The President and the Treasurer are empowered to spend up to \$250.00 without prior approval from the Finance Committee. The Finance Committee must approve amounts exceeding \$250.00.

(b) At the July quarterly meeting, the President shall appoint an Audit Committee consisting of one Chairperson and two additional members, none of whom can be officers, to examine the books of the Recording Secretary and Treasurer and to report at the annual business meeting in September concerning their degree of accuracy and thoroughness.

(ii) **Vice President.** The Vice President shall assist the President in all his duties and preside in his temporary absence, death, resignation or removal from office. The Vice President shall appoint the Chairman of the Membership Committee and provide oversight and guidance. Additionally, the Vice President shall preside over the Speakers' Committee, which shall be responsible for selecting speakers for the annual Columbus Day event.

(iii) **Treasurer.** It shall be the duty of the Treasurer to collect all dues and other monies belonging to the Society, to keep a correct account thereof and to lay a statement of the same before the Finance Committee when so required by them. He shall report on bank balances at each meeting.

(iv) **Corresponding Secretary.** It shall be the duty of the Corresponding Secretary to handle all communications and correspondence with members of the Society. The Corresponding Secretary shall also oversee the production of the Society Newsletter and the webmaster function for the Society website. The Corresponding Secretary shall also give notice to each member prior to any Society event or meetings. In addition, the Corresponding Secretary shall maintain current membership and email distribution lists.

(v) **Recording Secretary.** The Recording Secretary shall keep the minutes of all meetings and shall record the elections, resignations and deaths of all members. The record or minute book and all written documents pertaining to the Society or relating to the business or interest thereof shall be under his immediate care and he shall be held responsible for same. In addition, the Recording Secretary shall record and publish revisions to Bylaws as amendments are voted on by the membership and/or as technical amendments are required.

(vi) **Archivist.** It shall be the duty of the Archivist to preserve the records of the Society including all copies of Executive Committee and General Membership meeting minutes, Treasurer Reports, membership surveys, Society Bylaws, and any important documents or recordings, and any mementos of historic value, and to place same in an accredited depository. The Archivist is also responsible for ensuring that digital photographs are taken at the annual banquet, at the Spring Social, as well as at other significant Society events. The archivist will ensure that the digital photographs be permanently archived and that all archived records and mementos be passed on to his successor. Stewards. It shall be the duty of the Stewards to plan and implement all social functions including the annual banquet. It shall also be the duty of the Stewards to attend each and every meeting of the Society and to faithfully perform such duties as may belong to the office.

Section IV. Advisory Council.

(i) *Composition and Purpose.* An Advisory Council ("Council") comprised of past Presidents and Founders of the Society shall exist to serve in an advisory capacity to the Society and its Executive Committee. The purpose of the Council is to act as a resource to the Society and provide meaningful and informed

consultation within the context of conserving the Society's mission, legacy and traditions.

(ii) *Role.* The role of the Council is limited to providing guidance and mentoring to the membership and Executive Committee, promoting awareness of the Society within the Savannah community, and fostering collaboration and communication between the Society and community stakeholders.

(iii) *Chairman.* The Chairman of the Council shall be the immediate past President of the Society who also represents the Council on the Executive Committee.

(iv) *Meetings.* The Council shall meet at their leisure or at the request of one of the Council members. The Council shall also meet annually with the Executive Committee and when requested by the Society President.

(v) *Members.* Council membership shall not exceed 12 members. At the rotation of the Society officers every two years, the most senior member of the Council will be replaced by the Society's immediate past President.

ARTICLE III: COMMITTEES

Section 1. Executive Committee. This Committee shall consist of the President, Vice-President, Corresponding and Recording Secretaries, Treasurer, Chief Steward, and immediate past President.

Section 2. Nominating Committee.

(i) *Appointment of Nominating Committee.* On or before the July quarterly meeting, the President shall appoint a Nominating Committee consisting of one Chairperson and two (2) additional active members.

(ii) *Ineligible to Serve as Officer.* No member of the Nominating Committee shall be eligible for nomination to office for the term on which his committee serves.

(iii) *Duty to Nominate Officers during an Election Year.* It shall be the responsibility of the Nominating Committee, in election year, to prepare a slate of candidates containing the name of one (1) or more nominees for the office of the President, Vice President, Treasurer, Corresponding Secretary, Recording Secretary, Archivist, and one (1) Steward. This slate of officers shall be submitted to the membership at the annual business meeting in September for vote.

(iv) *Nomination during a Non-Election Year.* In a non-election year, the Nominating Committee will offer up a candidate for the position of Steward.

Section 3. Membership Committee. The Membership Committee shall be comprised of a Chairman and two non-officer members and report to the Vice President. The Committee's duties shall include:

- Process new member applications.

- Maintain an inventory of membership pins, Membership Directories, and member name tags.
- Publish an annual Membership Directory
- Consider, recommend and implement activities and services related to the good and welfare of the membership.

Section 4. Speakers Committee. The Speakers Committee shall be comprised of a Chairman and two non-officer members and report to the Vice President. The Committee will be responsible for securing a speaker for the annual Columbus Day event.

Section 5. Budget Committee. A four person Budget Committee, consisting of the Treasurer as Chairman, two Society members and the President (who will participate ex-officio only) shall be appointed each year by the President at the January meeting. The Committee will be charged with the responsibility for developing and proposing an annual operating budget for the ensuing fiscal year.

Section 6. Finance Committee. The President, Vice-President and the Treasurer shall be a standing Committee of Finance. Two of them will constitute a quorum. The Finance Committee must approve amounts exceeding \$250.00.

Section 7. Audit Committee. At the July quarterly meeting, the President shall appoint an Audit Committee consisting of one Chairperson and two additional members, none of whom can be officers, to examine the books of the Recording Secretary and Treasurer and to report at the annual business meeting in September concerning their degree of accuracy and thoroughness. If the Audit Committee determines there to be any errors or inconsistencies in the reports, the Audit Committee will work with either or both the Secretary and Treasurer to resolve the discrepancies prior to the September meeting so that the Audit Committee may announce at the meeting that the reports are acceptable.

Section 8. Community Relations Committee. The Community Relations Committee shall be comprised of a Chairman and two non-officer members and report to the Vice President. The Committee's duties shall include:

- Providing recommendations to the Executive Committee on Society-sponsored activities related to Philanthropy, Public Awareness and Public Service.
- Implement such activities as authorized by the Executive Committee

ARTICLE IV: FINANCIAL ACCOUNTING AND REPORTING

Section 1. Fiscal Year. The fiscal year of the Society shall be July 1 through June 30. The financial records of the Society will be available at anytime to any member on request to the President.

Section 2. Budget.

(i) *Developing the Budget.* At the January meeting of the general membership, the President will announce that budgeting activities are commencing, that a Budget Committee is being formed, and that members are invited to

communicate any suggestions regarding the budget to Budget Committee members. The Budget Committee will take member recommendations into consideration and develop a budget for review and approval by the Executive Committee. Subsequent to Executive Committee approval, the budget will be distributed to the membership at the July quarterly meeting.

(ii) *Budget Variances.* Budget variances will be tracked by the Treasurer and reported to the Executive Committee quarterly. The Treasurer shall issue quarterly financial reports to the general membership at the quarterly meetings. The Treasurer shall also issue a year-end financial statement no more than 60 days following the end of the fiscal year and distribute the statement at the annual business meeting in September, subsequent to review and approval by the Executive Committee.

(iii) *Use of Cumulative Surplus.* The Society accrues "Cumulative Surplus" cash on its balance sheet through (1) the payment of initiation fees and (2) annual dues income that exceed annual expenses. Use of the Society's Cumulative Surplus may occur to fund certain Society operational or capital expenses. A majority vote of the Executive Committee is required for use of any Cumulative Surplus funds. No more than \$5,000 of the Society's Cumulative Surplus may be used in any one fiscal year except with the approval, by majority vote, of the General Membership at a quarterly meeting at which a quorum is present and if notice of the proposal to use Cumulative Surplus has been provided to the General Membership at least ten (10) days prior to the quarterly meeting. In no circumstances may the Society's Cumulative Surplus be reduced below \$5,000.

ARTICLE V: EMBLEM

(i) *Emblem Given to Every Member.* Every member of the Society shall wear the emblem of the Society and is required to furnish himself with the same. The founding members' emblems shall be distinguished by an identifying mark.

(ii) *Members Required to Wear the Emblem.* Every member shall wear the emblem at the annual banquet, as well as at festivals, funerals, wakes or any other processions in which the Society as a body participates.

ARTICLE VI: LISTSERV

Use of broadcast email (email sent to the entire membership list) should only be used for the betterment of the Society and should not be used to promote the personal interests and agendas of individual members. Only Officers of the Society are permitted to send broadcast emails. However, individual members may be permitted to send broadcast emails, e.g. special announcements, acknowledgements, recognitions, etc., only if such emails serve the interests of the Society and are approved, in advance, by the President or Corresponding Secretary.

ARTICLE VII: RECOGNITION AND AWARDS

The Society may, from time to time, elect to recognize individuals who have contributed to the Society or the community at large, consistent with the Society's mission to promote good fellowship among Italians and honor our heritage. In addition to the granting of Emeritus or Honorary Member status to individuals, the Executive Committee may, at its discretion, confer the following awards at its annual Columbus Day Banquet:

- (a) Distinguished Service Award is conferred upon a member of the Society in recognition of exceptional and longstanding service to the Membership.
- (b) Life Time Achievement Award is conferred upon an individual of Italian descent who has made significant contributions to his community or country and whose achievements are well documented.

ARTICLE VIII: AMENDMENTS

Section 1. Amending the Bylaws. No material alteration shall be made to any of these Bylaws unless approved by the general membership. Proposed amendments must be voted on and adopted by the membership at a regular meeting, prior to which all members in good standing must be notified in writing of the proposed changes. Non-material technical adjustments may be made by the Recording Secretary from time to time, with the approval of the Executive Committee, in order to clarify meaning, adjust dates, or reflect administrative or policy decisions made by the Executive Committee.

Section 2. Vote Required to Amend the Bylaws. The proposed amendments can be agreed to only when one-third (1/3) of the Resident membership of the Society is present and only when three-fourths (3/4) of those present vote for the alteration. Technical adjustments do not require ratification by the general membership.