

**BY-LAWS**  
**of**  
**Club ItaloAmericano of Greater Green Bay, WI**

**Article I. Name**

The name of this organization shall be Club ItaloAmericano of Greater Green Bay, WI (hereafter called 'Club').

**Article II. Objectives**

The objectives of the Club shall be:

1. To provide a venue and social setting for those who have a passion for Italy and/or the Italian heritage and way of life.
2. To provide information and direction to those interested in Italian culture, language, food and music.
3. To assist and promote endeavors that will enhance the appreciation of the Italian culture.
4. To help promote and encourage ties between greater Green Bay and Italy.

**Article III. Membership Qualifications**

Any person may become a member of the Club who has an interest in aspects of "Italianismo," i.e., language, food, art, culture, customs, etc. Italian heritage is not a requisite for membership.

**Article IV. Membership Admission and Continuance**

1. Any person may apply for membership by submitting an application to the Board of Directors (hereafter called 'Board') which includes his/her name, contact address, contact telephone number(s) and email address, if available, plus other information that may be requested, along with the required dues currently in force. The timely submission of current dues, as determined by the Board, shall be required for continuation of membership.
2. The Board of Directors may deny, suspend, or revoke the membership of any person who exhibits behavior it deems to be inappropriate, such as disrupting Club activities, being disrespectful to others, willfully bringing discredit to the Club, or committing a crime. Passage of a motion to deny membership, to suspend a person's membership for any specified period of time, or to permanently expel a member shall require a vote of two-

thirds of all Directors. Within three (3) weeks of the passage of a motion to deny, suspend, or permanently revoke membership, the President shall inform the (aspiring) member of the vote, and, except in the case of a temporary suspension, the Treasurer shall refund the most recent annual dues paid by that person, prorated for the remainder of the fiscal year.

#### **Article V. Board of Directors**

The control and operation of the Club shall be the charge of a board of directors selected from the membership of the Club. The Board shall have a minimum of seven (7) and a maximum of thirteen (13) directors from which its officers shall be chosen by the Board. The positions of the officers shall be: President (Presidente), Vice President (Vicepresidente), Secretary (Segretario), Treasurer (Tesoriere) and Immediate Past President (Immediato Passato Presidente).

#### **Article VI. Nominations, Elections, Term of Office**

The President shall, prior to the date of the first Board meeting of the fiscal year, request the Board select a list of nominees from the Club membership for any office(s) of the Board that may be vacant or up for re-election. Each director of the Board shall be entitled to vote for any candidate named. The candidate(s) receiving the plurality of the votes of the Board shall be declared elected. Term of each office is one (1) year, succession allowed. The Board shall have the power to fill the unexpired term of any vacancy which may occur on the Board, by a concurrence of the majority of its directors.

#### **Article VII. Board Meetings**

Meetings of the Board may be called by the President at his/her discretion, or when requested to do so by three (3) or more directors of the Board. It shall be the duty of the Board to establish rules of procedure and practice for its meetings.

#### **Article VIII. Quorum**

A majority of the directors of the Board shall constitute a quorum for the transaction of Board business. The members of the Club present at any regularly called meeting of the Club, as a whole, shall constitute a quorum for the transaction of business.

#### **Article IX. Board Proxies**

The Board of Directors may appoint a temporary director, or proxy, to substitute for any current director who will miss one or more Board meetings. The director who will be absent

may choose any current Club member to serve as his/her proxy. To facilitate this, the Board shall maintain a list of Club members who are willing to serve as proxies. However, the proxy need not be chosen from this list. It shall be incumbent upon the director who will be absent to provide the name of his/her chosen proxy to the Board president prior to the meeting(s) the proxy will attend, and to brief the proxy on the issues before the Board. The proxy shall have all the powers of the absent director during his/her tenure. In the event that a current director who will miss one or more Board meetings is unable or unwilling to select his/her own proxy, the Board may select a proxy for him/her.

#### **Article X. Committees**

The President of the Board, and in his/her absence the Vice President, shall, with the advice and consent of the Board, have the power to appoint committees on programs, membership and such other committees as shall be deemed advisable to further the interests of the Club and its members. The same shall delegate to such committees such power and authority as the Board shall deem advisable.

#### **Article XI. Duties of the Officers**

The President shall preside at all meetings of the Board and of the Club, unless otherwise delegated, and perform the duties therein set out. He/she shall also be an ex-officio member of all committees.

The Vice President shall perform the duties of the President in his/her absence.

The Secretary shall attend and keep a record of proceedings of all meetings of the Board and act as the official secretary to the Board thereof.

The Treasurer shall have custody of all funds of the Club. He/she shall deposit all funds of the Club, in the name of the Club, in a recognized financial institution located in Brown County, WI. All withdrawals of such funds shall be on checks or orders signed by the Treasurer or any authorized Director of the Board. The Treasurer shall prepare and submit to the Board at its first meeting of the fiscal year a statement of financial condition of the Club as of the end of the preceding fiscal year. Additional reports of financial condition may be requested by the Board from time to time.

#### **Article XII. Dues and Expenses**

The expenses of the Club shall be provided for through membership dues and other methods, as determined by the Board, in order to keep the financial structure of the Club in proper order and good standing.

### **Article XIII. Fiscal Year**

The fiscal year of the Club shall be the calendar year, 1 January through 31 December.

### **Article XIV. Amendments**

These By-Laws may be amended at any regular or special meeting of the Board by a vote of two-thirds of the Directors. This is provided that notice setting forth the proposed amendment shall have been delivered by post and/or electronic mail to all directors of the Board at least fifteen (15) days prior to the date of such meeting.

*Drafted by: Richard Gollnick (01/2010)*

(A5) These By-Laws were amended on 17 August 2023 at a regular meeting of the Board and supersede the prior amended By-Laws dated 15 December 2022.

*Facilitator: Mary Prisco (08/2023)*