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Of

Arizona American Italian Club By-Laws

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By-Laws of

Arizona American Italian Club

An Arizona non-profit Corporation

Current By-Laws as of January 1, 2024

Article I

Offices

Section 1. **Organizations.** The Arizona American Italian Club (the "Corporation") is a non-profit corporation under the laws of the State of Arizona.

Section 2. **Offices.** The Corporation shall maintain its principal office in Maricopa County, Arizona or such other place within the State of Arizona as determined by the Board of Directors or as the business of the Corporation may require from time to time where all business of the Corporation may be transacted.

Section 3. **Known Place of Business.** The known place of business of the Corporation, as required by A.R.S. 10-3501 to be maintained in the State of Arizona, may, but not be identical with the office of its statutory agent in the State of Arizona. The address of the known place of business may be changed from time to time by the Board of Directors and the regular members in accordance with A.R.S. 10-3502.

Article II

Members

Section 1. **Classes of Members.** The Corporation shall have Regular Members, Life Members, Affiliate Members, and Honorary Members. Each applicant for Regular or Affiliate membership shall be sponsored by one or more Regular Members.

Section 2. **Qualifications of Election of Members.** In addition to the specific qualifications for each class of member, every member shall be a male or female. Any applicants convicted of a felony shall have to go before the Board of Directors and be approved on a case-by-case basis. Anyone who is directly or indirectly affiliated or connected with any group practicing or advocating subversion against the United States of America may not become a member of the club.

- a. **A Regular Member** shall be at least twenty-one (21) years of age, of good moral character, and shall have a parent, either mother or father, who is of Italian descent. Application for Regular Membership shall be submitted to the Executive Board on a form provided by the Corporation and shall be accompanied by the first year's dues. The Membership Committee shall investigate and confirm the information provided by the applicant and submit a report to the Executive Board. If the Executive Board approves the application, it shall be submitted to the next Regular Session for a vote. If a majority of Active Members present at the Regular Session vote in favor, the applicant is approved. A successful applicant may be inducted at any Regular Session. Should the applicant be denied admission as a Regular Member, the initial dues shall be refunded in full.
 - (1) All members of the former Ladies Auxiliary shall retain all the rights, membership dates and other privileges they were previously entitled to, except those ladies who were previously designated as Regular Members due solely to their marriage to a Regular Member, shall now be designated as Affiliate Member and shall lose their right to vote or hold office.

(2) Any reference in these By-Laws that utilize the term "he" or "his" shall be interpreted to mean both male and female.

b. **A Life Member** shall be a Regular Member who meets at least one of the following criteria:

- (1) Has obtained Life Member status prior to June 17, 2024; or
- (2) Has served as President of the Corporation; or
- (3) Is deemed worthy by the Executive Board by virtue of extraordinary service to the Corporation.

A life Membership may be bestowed upon the recommendation of the Executive Board and the approval of the majority of the Regular Members present at a Regular Session. A life Member continues to be a Regular Member.

c. **An Affiliate Member** shall meet all the same requirements as a Regular Member except for the requirement of Italian descent. The Executive Committee will have sole and exclusive right of discipline and control of Affiliate Members. Application for Affiliate Membership shall be submitted to the Executive Board on a form provided by the Corporation and shall be accompanied by the first year's dues. The Membership Committee shall investigate and confirm the information provided by the applicant and submit a report to the Executive Board, the applicant may be accepted as an Affiliate Member.

- (1) The Executive Board shall retain sole and exclusive control over membership of Affiliate Members. A majority vote of the Executive Board relating to such membership cannot be challenged by the Regular Membership.
- (2) Grievances filed by an Affiliate Member against a Regular Member shall remain under the control of the Grievance Committee.

d. **An Honorary Member** shall be an outstanding citizen of the community who may, but need not, meet the requirement for Italian descent. An Honorary Membership may be bestowed upon by recommendation of the Executive Board and the approval of a majority of the Regular Members present at a Regular Session.

Section 3. **Fees and Dues.** Unless and until changed by a vote of the Regular Members, fees and dues of members shall be payable as follows:

- a. Annual dues for Regular Membership shall be set by the Executive Board with the approval of the Regular Members at a regular meeting. Any change to the dues must be published in the Club Newsletter at least one month in advance of the voting. The dues may be changed only once every one (1) year beginning in January 1, 2020 and must be voted on in the immediate prior year no later than the November regular meeting of the said year.
- b. Annual dues shall be due on January 1st. Notice for dues shall be printed in the Corporation's Newsletter or mailed by the Financial Corresponding Secretary to each member not less than thirty (30) days prior thereto. Notice for dues shall also be posted in the Club facility.
- c. Regular and Affiliate Members who are clergy or who are on military duty are exempt from paying annual dues. Life Members and Honorary Members are also exempt from paying annual dues.
- d. Pursuant to Article VIII, Section 4, any Member failing to pay his/her dues by January 31st, shall be deemed as having resigned and be subject to discipline as provided in Article VIII, Section 4.

Section 4. **Membership not Transferable.** Membership in the Corporation is not transferable or assignable, voluntary or by operation of law. Any purported transfer or assignment shall be void and of no effect.

Section 5. **Voting.** Each Regular Member in good standing shall be entitled to vote on all matters requiring a vote of Members. Except otherwise permitted in these By-Laws, a Member must be present to vote. If a Member is on military active duty or seriously ill to the point of hospitalization or home confinement, he/she may vote via proxy. A proxy shall be in writing, signed by the Member and presented at the time of the vote. Affiliate and Honorary Members shall not be entitled to vote. Voting shall be via voice or hand vote unless otherwise requested by the Members and except that voting for the Executive Board shall be by written ballot. Unless otherwise required by law or these By-Laws, all matters shall be decided by the vote of a majority of the Members present in person or by proxy and entitled to vote.

Section 6. **Definition of “in good standing”.** A Regular Member in good standing is one who has been accepted as a Regular Member pursuant to Article II, Section 2 (a) and (b) hereof and whose dues are current pursuant to Article II, Section 3 (a).

Section 7. **Annual Session.** The Annual Session of the Members of the Corporation shall be held on the third Tuesday in November at 7:00 PM unless changed by action of the Executive Board. Notice of the Annual Session shall be printed in the corporation Newsletter and sent to all Members not less than ten (10) nor more than fifty (50) days before the date of the Session. At the Annual Session, the Members shall elect the officers and the other Trustees on the Executive Board and transact such other business properly coming before the Session.

Section 8. **Regular Session.** The Regular Sessions of the Members shall be held on the third Tuesday of each month throughout the year at 7:00 PM unless changed by the Executive Board with notice to the Members. Except in the event of a change in the time or place of the meeting, notice shall be required for the Regular Sessions and notice, if given, need not state the matters to be presented for consideration by the Members.

Section 9. **Special Session.** A Special Session of the Members may be called by the President or the Executive Board. Written notice of the date and time of the Special Session shall be sent to the Members at least five (5) days prior to the Special Session. The notice shall state the purpose or purposes of the Special Session and no other matters may be considered at the Special Session.

Section 10. **Place of Sessions.** All Sessions shall be held at 7509 N 12th Street, Phoenix, AZ 85020 unless the Executive Board notifies the Members of a different place for a Session.

Section 11. **Notice of Sessions.** Whenever notice of a Session is required by law or these By-Laws, it shall be given by written communication delivered personally, by mail, or by other commercially acceptable means including, but not limited to, overnight mail, facsimile or email to each Member at his/her address. Unless otherwise specifically required, notice shall be sufficient if given at least five (5) days prior to the Session. Notice may be included in the Corporation's official newsletter sent to each Member. When a Session is adjourned to another time or place, notice need not be given of the adjourned Session if the time and place are announced at the Session at which the adjournment is taken. At the adjourned Session, the Corporation may transact any business that might have been transacted at the original Session.

Section 12. **Quorum.** For an Annual, Regular or Special Session, fifteen (15) Regular Members shall constitute a quorum, except that the quorum shall be twenty-five (25) Regular Members if the business of the Session includes a proposal to (1) amend the Articles of the Incorporation or By-Laws (2) suspend or expel a Member (other than for non-payment of dues), (3) remove a member of the Executive Board, or (4) dissolve the Corporation.

Section 13. **Presiding Officer and Order of Business.**

- a. The President shall preside over Sessions or if he/she is not present or there is none the Vice President shall preside, or, if he/she is not present or there is none, the Executive Board shall choose person to preside.
- b. The following order of business shall be followed at the Annual Session and each Regular Session:
 - (1) Call to order
 - (2) Club Prayer
 - (3) Pledge to the Flag
 - (4) Roll Call of Officers
 - (5) Induction of New Members
 - (6) Reading of the minutes
 - (7) Bills and Communications
 - (8) Officer's Reports
 - (9) Committee Reports
 - (10) Old Business
 - (11) New Business
 - (12) Good of the Order
 - (13) Closing Prayer
 - (14) Adjournment
- c. The order of business for a Special Session shall include items (1) through (4), such matters as are specified in the notice for the Special Session, and include items (12 through (14)).
- d. The President shall have the authority to change the sequence of business at any Session if he/she deems it to be in the best interest of the Corporation.

e. All Sessions shall be conducted in accordance with these By-Laws and Roberts Rules of Order, as revised. In the event of a conflict between the two, these By-Laws shall prevail.

Section 14. **Grievance Committee.** Members with concerns regarding the actions of other Members, may present such concerns to the Grievance Committee through the procedures described in Article VIII. The Grievance Committee shall consist of five (5) Regular Members who have been in good standing for at least one (1) year. The members of the committee shall be nominated and elected by the Regular Members at the Regular Session in January of each year. No member of the Executive Board may serve on Grievance Committee and no Member may serve more than two (2) consecutive years on the Grievance Committee. The Grievance Committee shall elect a chairman from its members. Meetings of the committee shall be called as necessary by the chairman and four (4) members shall constitute a quorum. Meeting of the Grievance Committee shall be closed to all but persons expressly invited to attend.

Article III

Officers and Trustees

Section 1. **Powers of the Executive Board.** The powers of the Corporation shall be exercised, and the business and affairs of the Corporation shall be managed by the Executive Board subject to any limitations which may be set forth in the Articles of Incorporation or these By-Laws. Notwithstanding the generality of the foregoing, the Executive Board may not authorize an expenditure (i) not contained in the annual budget approved by the Regular Members, nor (ii) in excess of three thousand dollars (\$3,000.00) unless such expenditure is approved by the Regular Members at a Regular Session, or (iii) an emergency in excess of one thousand dollars (\$1,000.00), other than operating expenses in the approved budget. The annual budget for emergency expenditures is set at \$35,000.00 for the calendar year 2020. The budget for emergency expenditures may be reviewed and updated every one (1) year beginning on January 1, 2021. In addition, any action of the Executive Board may be overruled by a majority vote of the Regular Members at a Regular Session.

Section 2. **Number.** The Executive Board shall consist of six (6) officers and seven (7) Trustees.

Section 3. **Nomination of Officers and Trustees.** A Nominating Committee consisting of five (5) Regular Members who have been in good standing for at least one (1) year, shall be elected at the Regular Session in August of each year. No member of the Executive Board may serve on the Nominating Committee and no Member may serve more than two (2) consecutive years on the Nominating Committee. The Nominating Committee shall elect a chairman from its members. The Nominating Committee shall meet as needed to submit a slate of one (1) candidate meeting the qualifications set forth in these By-Laws for each position on the Executive Board, including the Elected Officers at the Regular Session in October of each year. No member of the Nominating Committee may be a candidate. At the October Regular Session, any Regular Member may nominate other candidates from the floor provided that the person nominated has consented to be a candidate. Once nominations from the floor have closed, no other candidates shall be permitted by write-in or otherwise.

Section 4. **Election of Officers and Trustees.** The Regular Members at the Annual Session shall elect the officers and trustees to fill the terms due to expire and each officer and trustee elected shall hold office for the term for which he/she is elected or until his/her early death, resignation or removal. An officer or trustee shall be deemed elected if he/she receives a majority of the votes cast for the office. Each Regular Member shall have one vote for each officer and trustee to be elected.

Section 5. **Qualifications of Officers and Trustees.** Except as provided in Section 7 and 8 below, each Regular Member shall be eligible for election to the Executive Board if he/she is in good standing, has provided proof of his/her Italian descent, and has attended six (6) meetings in the current calendar year prior to October's Nomination Meeting (not to include October Meeting). In addition, the President and Vice President shall have been a Regular Member in good standing for at least three (3) years prior to his/her election and have been an Officer or Trustee for one (1) year prior to nomination.

Section 6. **Term of Office.** The term of office of each officer and trustee shall be two (2) years commencing on January 1st following the Bi-Annual Session in November at which the officer or trustee was elected. The term shall be deemed to commence on January 1st whether or not a formal installation has been held. There shall be no limit on the number of consecutive terms to which an officer or trustee may be elected.

Section 7. **Resignation.** Any Officer or Trustee of the Corporation may resign at any time by giving written notice thereof to the Executive Board. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date or event and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective. If a resignation is made effective at a later date, the Executive Board may fill the pending vacancy before the effective date if the Executive Board provides that the successor does not take office until the effective date. If a Board member resigns without just cause, he/she shall be ineligible for election or appointment to the Executive Board for a period of two (2) years following such resignation. Just cause shall be determined by the other members of the Executive Board in office at the time of resignation or removal pursuant to both this Section and Section 8 following.

Section 8. Removal. An Officer or trustee may be removed for cause, by a vote of the majority of the Regular Members present at a Regular Session called for that purpose. For purposes of this Section, "cause" shall include any of the following:

- a. The officer or trustee is no longer a Regular Member of the Corporation;
- b. The officer or trustee fails, without just cause to attend three (3) consecutive meetings of the Executive Board;
- c. The officer or trustee is convicted of a felony; or
- d. The officer or trustee breaches his/her duty of loyalty to the Corporation or violates the standard of conduct prescribed in these By-Laws.

If an officer or trustee is removed, he/she shall be ineligible for election or appointment to the Executive Board for a period of two (2) years following such removal.

Section 9. Vacancies. Any vacancy occurring in the Executive Board by reason of death, resignation or removal of a Trustee other than an elected officer, or any Trustee to be filled by reason of an increase in the number of Trustees, shall be filled by the affirmative vote of the majority of the remaining members of the Executive Board, although less than a quorum, or by a sole remaining member of the Executive Board, at a special, regular or annual meeting. A Trustee elected to fill a vacancy occurring in the Executive Board shall hold office until the next election of Officers and Trustees. A vacancy that will occur at a specific later date by reason of a resignation may be filled before the vacancy occurs, but the new Trustee may not take office until the vacancy occurs.

Section 10. Annual Meeting. The Annual Meeting of the Executive Board shall be held between the third Tuesday in November and December 20th of each year. The specific date and time to be provided in a notice to Members. At the Annual Meeting the outgoing Executive Board shall meet with the incoming Executive Board to prepare for a smooth transition of Executive Board responsibilities. At the Annual meeting, the following shall be the order of business as stated in Article II, Section 13b.

Section 11. **Regular Meetings.** The Regular Meetings of the Executive Board shall be held on the third Tuesday of each month throughout the year at 6:00 PM, unless changed by action of the Executive Board with notice to the Members, except in the event of a change in the time or place of meeting, no notice shall be required for the Regular Meetings and notice, if given, need not state the matters to be presented for consideration by the Executive Board.

Section 12. **Special Meetings.** A Special Meeting of the Executive Board may be called by the President or at the request of any three (3) members of the Executive Board. Except in the case of an emergency, written notice of the date and time of the Special Meeting shall be sent to the Members prior to the Special Meeting. The notice shall state the purpose or purposes of the Special Meeting and no other matters may be considered at the Special Meeting.

Section 13. **Notice of Meetings.** Whenever notice of a meeting is required by law or these By-Laws, it shall be given by written communication delivered personally, by mail, or by other commercially acceptable means including, but not limited to overnight mail, facsimile or email to each Member at his/her address. Unless specifically required, notice shall be sufficient if given at least five (5) days prior to the meeting. Notice may be included in the Corporation's official newsletter sent to each Member. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Executive Board may transact any business that might have been transacted at the original meeting. Neither the business to be transacted at, nor the purpose of any Annual or Regular Meeting of the Executive Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by the Articles of Incorporation or these By-Laws.

Section 14. **Waiver of Notice.** Whenever any notice is required to be given to any officer or trustee of the Corporation, a waiver thereof in writing signed by such officer or trustee whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of an officer or trustee at such meeting shall be considered a waiver of notice, and no written waiver need be obtained from that officer or trustee.

Section 15. **Quorum.** A majority of the number of officers and trustees in office immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Executive Board, but if less than such number is present at a meeting, the majority of the Board Members present may adjourn the meeting from time to time without further notice. If a quorum is present when a meeting is convened, the quorum shall be deemed to exist until the meeting is adjourned, notwithstanding the departure of one or more Board Members to leave less than a quorum.

Section 16. **Conduct of Meetings.** The President shall preside at each Executive Board meeting except, in the absence of the President, the Vice President shall preside. Each Board member shall have one (1) vote on each matter presented at a meeting, provided that the President shall not vote except in the event of a tie. At any meeting at which a quorum was present when the meeting was convened, the act of the majority of the Board Members present when a vote is taken shall be the act of the Executive Board, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provide in these By-Laws. All meetings shall be conducted in accordance with these By-Laws and Roberts Rules of Order, as revised. In the event of a conflict between the two, these By-Laws shall prevail. Every Member in good standing shall have the right to attend any meeting of the Executive Committee. No Member shall have the right to address the meeting unless recognized by the presiding officer. A member who violates this limitation may be removed from the meeting.

Section 17. **Vote by Proxy.** All officers and trustees are expected to be personally present at all meetings of the Executive Board. In the event that an officer or trustee is not able to attend a meeting, such officer or trustee may, but need not, vote by proxy. A Board Member desiring to vote by proxy shall sign a proxy in the form attached hereto as Exhibit "A". A vote by proxy does not relieve an officer or trustee of this/her responsibilities and duties as an officer or trustee with respect to any action taken by the Executive Board at any meeting for which such Board Member or trustee has signed a proxy.

Section 18. **Presumption of Assent.** An Officer or Trustee who is present at a meeting of the Executive Board at which action on any matter is taken shall be presumed to have assented to the action unless he/she objects at the start of the meeting (or promptly on his/her arrival) to holding the meeting or transacting business, or his/her dissent or abstention from the action taken is entered in the minutes of the meeting, or unless he/she delivers written notice of his/her dissent or abstention to the Presiding Officer of the meeting before its adjournment or to the Corporation before 5:00 PM on the next day after the meeting. Such right to dissent shall not apply to an Officer or Trustee who voted in favor of such action.

Section 19. **Action Without a Meeting.** Any action required or permitted to be taken by the Executive Board at a meeting may be taken without a meeting if all Trustees entitled to vote consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

Section 20. **Compensation and Expenses.** Officers and Trustees shall serve as such without compensation. Expenses incurred in connection with the performance of their official duties may be reimbursed to officers and Trustees upon approval of the Executive Board. An officer or Trustee shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation for such other services.

Section 21. **Standard of Conduct.** An officer or Trustee shall discharge his/her duties as a member of the Executive Board, including but not limited to the duties of such Board Member as a member of a committee, in good faith, with the care of an ordinarily prudent person in a like position would exercise, under similar circumstances and in a manner the Board Member reasonably believes to be in the best interest of the Corporation. In discharging his/her duties, a Board Member is entitled to rely on information, opinions, reports, or statements, including financial statements and other data, if prepared or presented by any other the following: (1) one or more officers or employees of the Corporation whom the Board Member reasonably believes are reliable and competent in the matters presented, (2) legal counsel, public accountants, or other person as to matters the Board Member reasonably believes are within the person's professional or expert competence, and (3) a committee of or appointed by the Executive Board of which the Board Member is not a member reasonably believes the committee merits confidence. A Board Member is not acting in good faith if

he/she has knowledge that makes reliance on any of the above unwarranted. The creation or delegation of authority to, or action by a committee of the Executive Board does not alone constitute compliance with and Officer or Trustee's standard of conduct.

ARTICLE IV

Officers

Section 1. **Number.** The officers of the Corporation shall be a President, a Vice President, a Recording Secretary, a Financial Corresponding Secretary, a Treasurer, and a Sergeant-at-Arms. No person may hold more than one elected office at a time.

Section 2. **President.** The President shall be the chief executive officer of the Corporation and, subject to the direction of the Executive Board, shall have general charge of the business, affairs and property of the Corporation and general supervision over its other officers and agents. The president shall preside at all Sessions of the Members and all meetings of the Executive Board and shall perform all duties incident to the office of President including those specified in these By-Laws, and shall see that all orders and resolutions of the Executive Board are carried into effect. The President shall also endeavor to preserve harmony among the Members.

Section 3. **Vice President.** The Vice President shall assist the President in the performance of his/her duties and, in the absence of the President, shall be vested with the same powers. The Vice President shall chair the Membership and Attendance Committee.

Section 4. **Recording Secretary.** The Recording Secretary shall (a) keep the minutes of each Session of the Members and each meeting of the Executive Board including preparation and presentation of such minutes for approval at the next succeeding Session or meeting and distribution of the approved minutes to each member of the Executive Board, (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, (c) have charge of all the corporate books and records, except for such financial books and records as are the responsibility of the Financial Recording Secretary or the Treasurer, (d) maintain the official copy of the By-Laws, policies and rules, and any amendments thereto and provide copies of such By-Laws, policies and rules, and any amendments thereto and provide copies of such By-Laws, policies and rules to the Members upon request or when directed by the Executive Board, (e) attend to all items of correspondence received by him/her and present them to the Session or the Executive Board, (f) in

general, perform the duties that may be assigned to him/her by the President or Executive Board.

Section 5. Financial Corresponding Secretary. The Financial Corresponding Secretary shall (a) maintain a current mailing list of all Members, assign each Member a Member number, and issue all membership cards with the Member number, and (b) maintain records of Member accounts. The Financial Corresponding Secretary or other designee of the President shall receive all monies due to the Corporation from any sources whatsoever (including Member's initiation fees, dues and contributions), except for receipts from state-regulated bingo activities and deposit all monies as soon as practicable and obtain proper receipts. He/she shall also receive and process all applications for Membership and inform all applicants of acceptance or rejection after action by the Executive Board and Members. In the case of acceptance, he/she shall inform the applicant of the date, time and place of the induction ceremony. He/she shall refund the dues of any applicant who has been rejected for membership. He/she shall also have charge of the Seal of the Corporation and see that such seal is affixed to membership cards and all documents of which the Corporation under its seal is duly authorized. In addition, he/she may, from time to time, have duties assigned by the President or Executive Board including making requested reports if required by the Executive Board. The Financial Corresponding Secretary shall give a bond for the faithful discharge of his/her duties as the Executive Board shall determine.

Section 6. Treasurer. The Treasurer or other designee of the President shall (a) have charge and custody of and be responsible for all funds and securities of the Corporation, (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever including the Financial Corresponding Secretary but excluding any receipts from state-regulated bingo activities, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Executive Board, (c) make or oversee all disbursements by the Corporation, (d) maintain all financial books, records and accounts of the Corporation sufficient for a proper audit of the financial records, and (e) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Executive Board including making requested reports. If required by the Executive Board, the Treasurer shall give a bond for faithful

discharge of his/her duties in such form and with such surety or sureties as the Executive Board shall determine.

Section 7. **Sergeant-at-Arms.** The Sergeant-at-Arms shall (a) attend the outer door of the Corporation at all Sessions of Members and meetings of the Executive Board and shall verify the right of each person to enter the Sessions or meeting, (b) take charge of all personal property of the Corporation that is available for Sessions and meetings, (c) maintain decorum at all Sessions and meetings and, at the direction of the President, remove any person from a Session or meeting, (d) otherwise enforce all policies and rules pertaining to the personal conduct of Members, and (e) in general perform all of the duties incident to the office of Sergeant-at-Arms and such other duties as from time to time may be assigned to him/her by the President or by the Executive Board including making requested reports.

Section 8. **Additional Appointees.** The President may appoint a parliamentarian who is knowledgeable of the By-Laws and Roberts Rules of Order and chaplain. Other appointees or agents appointed by the Executive Board shall perform such duties as shall be assigned to them by the President or the Executive Board.

Section 9. **Election and Term of Office.** The Elected Officers of the Corporation shall be elected annually by a vote of the majority of the Regular Members as part of the election of the Executive Board at the Annual Session of the Members. Each Elected Officer shall hold office until his/her successor shall have been duly elected and shall have qualified, or until his/her earlier death, resignation, or removal. Any appointee shall serve at the pleasure of the Executive Board.

Section 10. **Resignation.** An officer may resign at any time by delivering notice to the Executive Board. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date or event and the Executive Board accepts the later effective date, the Executive Board may fill the pending vacancy before the effective date if the Executive Board provides that the successor does not take office until the effective date. If an Elected Officer resigns, he/she shall be ineligible for election to the Executive Board for a period of two (2) years following such resignation.

Section 11. **Vacancies.** A vacancy in any elected office because of death, resignation, or removal or any other reason, shall be filled by the elected officer next in succession. For these purposes, the order of succession shall be President, Vice President, Recording Secretary, Financial Corresponding Secretary, Treasurer and Sergeant-at-Arms. If the elected office of Sergeant-at-Arms becomes vacant, the Executive Board shall elect a new Sergeant-at-Arms for the unexpired portion of the term from among the Trustees who were elected at large. The Executive Board may fill vacancy in any appointed office in the same manner as it initially appoints such officers.

Section 12. **Compensation and Expenses.** Officers and Trustees shall serve as such without salary. Expenses incurred in connection with performance of their official duties may be reimbursed to officers upon approval of the Executive Board. An officer shall not be precluded from serving the Corporation in any other capacity nor from receiving compensation nor services rendered in such other capacity. **(Note: this is the same as in Article III Section 20)**

Section 13. **Standard of Conduct.** If an Officer or Trustee has discretionary authority with respect to any duties, the officer or trustee shall discharge such duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer or trustee reasonably believes to be in the best interest of the Corporation. In discharging his/her duties, an officer or trustee is entitled to rely on information, opinions, reports, or statements, including financial statements and other data , if prepared or presented by either of the following:

(1) one or more officers, trustees or employees of the Corporation whom the Officer or Trustee reasonably believes are reliable and competent in the matters presented: and (2) legal counsel, public accountants or other person as to matters the Officer or Trustee reasonably believes are within the person's professional or expert competence. An Officer or Trustee is not acting in good faith if the Officer or Trustee has knowledge that makes reliance on any of the above, unwarranted. The books and records of the Executive Board or the Corporation shall be available for examination at all reasonable times by any Member in good standing upon proper request. **(Note this is the same as in Article III Section 21)**

ARTICLE V

Committees

Section 1. **Committees of the Executive Board.** The Executive Board, by resolutions adopted by a majority of the full Executive Board, may appoint such other committee or committees as it shall deem advisable and with such rights, powers and authority as it shall prescribe except as otherwise provided by law. Each such committee shall consist of one or more Officers or Trustees, who shall be approved by a majority of the Officers and Trustees in office when the action is taken. The Executive Board may designate one or more alternate members of any committee who may replace any absent member at any meeting of the committee. Each member of a committee shall continue as a member thereof until the expiration of his/her term as Trustee or his/her earlier resignation or death, unless sooner removed as a member of the committee or as a Trustee.

Section 2. **Other Committees of the Corporation.** The standing committees shall be the following: Bar, Bingo, Building, By-Laws, Charity, Decorating, Entertainment, Events, Fundraising, Grievance, Kitchen, Membership, Monthly Bulletin, Nominating, Property and Maintenance, Property Development, Public Relations, Scholarships, Security, Sickness and Distress (aka Cares of the Heart), Sports and Volunteer. The President, with the approval of the Executive Board, may appoint other committees composed of both Board Members and Non-Board Members. Each committee shall have the duties assigned to it by these By-Laws or by the President and Executive Board.

Section 3. **Composition of Committees.** To the extent practicable and unless otherwise provided in these By-Laws, the chairman of each committee shall be a member of the Executive Board, except otherwise provided in these By-Laws with respect to Grievance, Membership and Nominating, the President shall appoint the chairman of each committee not later than January 3 1st of each year and each chairman shall appoint the other members of his/her committee. The President shall be an ex-officio member of each committee except the By-Laws, Grievance and Nominating Committees. The President shall not vote on committee matters, except in case of a tie. Appointment to a committee shall be for a term coinciding with the term of the Executive Board.

Section 4. **Committee Changes.** The President, with approval of the Executive Board and or without cause, may dissolve any committee or remove any committee chairman at any time. Each committee chairman may remove any committee member for good cause and shall give written notice of such action to the Executive Board.

Section 5. **Meetings and Actions.** The committees shall meet as necessary to carry out their respective responsibilities. Committees may establish a regular meeting schedule or may meet at the call of the chairman. All of the provisions of these By-Laws governing meetings and notice, waive, quorum and voting requirements of the Executive Board of directors also apply to committees and their members, except that voting by proxy shall not be permitted for committee meetings.

ARTICLE VI

Affiliated Transactions and Interested Trustees

Section 1. Affiliated Transactions. No contract or other transaction between the Corporation and interested persons (as hereinafter defined), including the sale, lease or exchange of property to or from interested persons, the lending or borrowing of monies to or from interested persons by the Corporation or the payment of compensation by the Corporation for services provided by interested persons shall be void or voidable because of the relationship or interest between the Corporation and the interested persons or because any interested person is present at the meeting of the Executive Board or a committee thereof which authorizes, approves or ratifies such transaction or because his/her votes are counted or such purpose if:

- a. The fact of such relationship or interest is disclosed or known to the Executive Board or committee which authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose without counting the votes or consents of any interested person(s) or;
- b. The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

As used herein, the term "interested persons" shall mean any trustee or officer of the Corporation, or any corporation, firm, association or other entity in which one or more of the Corporation's trustees or officers are directors, officers or members or are financially interested.

Any person seeking to establish that a contract or transaction described herein is void or voidable for any provisions of subparagraphs (a) of Section 1 are not applicable.

Section 2. Determining Quorum. Common or Interested Officers or Trustees may be counted in determining the presence of a quorum at a meeting of the Executive Board or of a committee thereof which authorizes, approves or ratifies the contract or transaction.

Section 3. **Loans to Trustees and Officers.** Notwithstanding anything herein to the contrary, the Corporation shall not lend money to or use its credit to assist its Trustees or Officers, whether or not employees.

Section 4. **Employment.** In engaging persons for compensated services to the Corporation, provided that qualifications are comparable, the Executive Board shall give preference to Regular Members, Affiliate Members and Non-Members in that order. The President shall have the authority to discharge or suspend any person employed by the Corporation. Any member so discharged or suspended shall have the right to appeal said discharge or suspension to the Executive Board.

(Article VII is deleted in its entirety as of February 15, 2005)

ARTICLE VIII

Discipline

Section 1. **Basis for Discipline.** Any member who fails to conduct himself/herself in accordance with these By-Laws or the rules, regulations, principles and ethics of this Corporation may be subject to disciplinary action in accordance with this Article.

Section 2. **Initiation of Proceedings.** Any Member may file with the Chairman of the Grievance Committee, within thirty (30) days of the event or action believed to be a basis for discipline, a signed complaint stating the name of the accused Member and the charges and all relevant information and requesting that disciplinary action be taken against the Member. The complaint may suggest the type of discipline believed appropriate including censure, probation, removal from office or expulsion from membership.

Section 3. **Grievance Committee Proceedings.** Upon receipt of the complaint, the chairman of the Grievance Committee shall promptly determine if the complaint sets forth sufficient information to believe that a basis for discipline exists. If not, the chairman shall so notify the member who provided the complaint. If so, the following procedures shall be followed:

- a. Within ten (10) days after receipt of the complaint, the chairman shall send the accused member, by registered mail return receipt requested addressed to the member's last known address, a written notice of the charges in the complaint and the date, time and place of meeting with the Grievance Committee at which the accused member may respond to the complaint. Such meeting to be not more than ten (10) business days after the date of the written notice.
- b. If the accused member appears at the meeting, the Grievance Committee shall receive all information related to the charges. If the accused member does not appear, the Grievance Committee may separately investigate the charges. In either event, within fourteen (14) days after the scheduled meeting to consider the charges, the Grievance Committee shall submit its written recommendations to the Recording Secretary.

- c. At the next Regular Session of the Members, the chairman of the Grievance Committee shall read the charges and the recommendation. The Members shall then vote on whether to approve the recommendations. Following the Regular Session, the chairman of the Grievance Committee shall notify the accused member of any action taken by the Members.
- d. Upon request by the chairman of the Grievance Committee or the accused member, the Executive Board may extend the applicable time periods.

Section 4. **Effect of Discipline.** If the discipline approved by the Members is censure or probation, such action shall be noted on the membership records of the disciplined Member. If the discipline includes termination of membership, he/she shall immediately relinquish all rights as a Member. If the discipline is based on conduct other than non-payment of dues and results in resignation or expulsion of the disciplined Member, he or she shall be prohibited from obtaining membership in the future. Pursuant to Article II, Section 3d, if the discipline is based on non-payment of dues and results in resignation or expulsion, the disciplined Member may reapply for membership. The application shall be accompanied by the amount of any dues that were delinquent at the time membership was discontinued.

ARTICLE IX

Monthly Bulletin

Section 1. **Chairman.** The Chairman for the Monthly Bulleting shall be a Member knowledgeable about the Corporation and its activities who shall serve as editor of the Monthly Bulletin.

Section 2. **Duties.** The Monthly Bulletin Committee shall prepare and have published the Monthly Bulletin that shall contain information beneficial to all Members.

Section 3. **Official Notice.** The Monthly Bulletin may be used as the official notice to Members of Sessions and other matters to be considered by the Members of the Executive Board, including without limitation notices of proposed changes in the Articles of Incorporation, By-Laws, rules or policies of the Corporation.

Section 4. **Advertising.** The Monthly Bulletin Committee may solicit paid advertising in accordance with a fee schedule to be established from time to time by the Executive Board in consultation with the Monthly Bulletin Committee Chairman.

ARTICLE X

Bingo

Section 1. Chairman. The Chairman of the Bingo Committee shall be knowledgeable with respect to operating state-regulated bingo games. The Bingo Chairman shall appoint an Assistant Bingo Chairman to assist the Bingo Chairman in performing his/her duties. The President may not serve as Bingo Chairman or Assistant Bingo Chairman.

Section 2. Duties. The Bingo Committee Chairman shall be responsible for the full operation of the Bingo Room and shall be held accountable to the Executive Board. Without limiting the foregoing, the Bingo Committee Chairman shall oversee the following activities:

- a. Annual submission of the Corporation's bingo license application to the appropriate state office no later than December 15th of each year.
- b. Ordering all bingo supplies as needed.
- c. Maintaining and repairing all bingo equipment as needed.
- d. Recruiting, training, assigning and scheduling all bingo workers, including security from the Membership of the Corporation and the Auxiliary.
- e. Documenting all bingo workers as required by state regulation.
- f. Supervising all bingo workers and dismissing any whose performance is unsatisfactory.
- g. Instituting and implementing all necessary controls and reports for all bingo sessions, including those required by state regulation.
- h. Preparing and verifying all reports of bingo operations for accuracy prior to submission to the Executive Board, the Membership, the accountant and the state.

Section 3. **Bingo Financial Controls.** All funds received or utilized in connection with the bingo operations shall be maintained separately from the other funds of the Corporation. A bingo cash bank shall be maintained by and charged to the Chairman of the Bingo Committee. The President shall appoint a treasurer for bingo who, with the Chairman of the Bingo Committee, shall be authorized to sign checks and pay bills related to the bingo operations. The Bingo Committee Chairman and Treasurer shall consult with the Treasurer of the Corporation on a regular basis to insure that no improper payments are made from the bingo accounts. Net proceeds from the bingo operations remaining after payment of all bingo obligations shall be deposited in the Corporation's operating account.

Article XI

Contracts, Loans, Checks and Deposits

Section I. **Contracts.** The Executive Board may authorize any officer or trustee, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Board. Such authority may be general or confined to specific instances, provided, however, no loans shall be made by the Corporation to its Trustees, Officers or Employees.

Section 3. **Checks and Other Instruments.** Unless otherwise provided in these By-Laws, all checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by two (2) officers or agents of the Corporation specifically authorized by the President for such purpose and in such manner, from time to time, be determined by resolution of the Executive Board.

Section 4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Board may select.

ARTICLE XII

Corporate Seal

The Executive Board may provide a corporate seal which, in such event, shall be circular in form, shall have inscribed thereon the name of the Corporation, the year of its incorporation, and the state of incorporation. The seal shall be in the custody of the Financial Corresponding Secretary.

ARTICLE XIII

Nonprofit Operation

The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its trustees or officers without full consideration. The Corporation may contract in due course with its trustees and officers without violating this provision.

ARTICLE XIV

Dissolution

Section 1. **Executive Board Recommendation.** The Executive Board may propose to the Members that the Corporation be dissolved. In connection with any such proposal, the Executive Board shall recommend dissolution unless the Executive Board determines that, because of conflict of interest or other special circumstances, it should make no recommendation and communicates the basis for its determination to the Members.

Section 2. **Notice to Members.** The Executive Board shall cause two (2) written notices to be sent to the Members. The first of which shall be sent not less than thirty (30) days prior to the Regular or Special Session at which the Members are to vote on dissolution. The notices shall state the date and time of the Session and the purpose, or one of the purposes of the Session is to consider dissolving the Corporation.

Section 3. **Vote Required.** In order for the Members to adopt a proposal to dissolve the Corporation, it shall be approved by a majority of all the Regular Members noting in person or by proxy whether or not present at the Session.

Section 4. **Distribution of Assets.** If the dissolution of the Corporation is approved by the Members, any assets remaining after satisfaction of the obligations of the Corporation shall be distributed as required by the Articles of Incorporation. The Executive Board may recommend the qualifying charitable or governmental organization to which the assets shall be distributed but the final decision shall be made by a majority vote of the Members present at the Session.

ARTICLE XV

Amendment of By-Laws

Section 1. **Vote Required.** These By-Laws may be altered, amended or repealed or new By-Laws adopted by a vote of the two-thirds majority vote of the Regular Members present at any Regular Session or at a Special Session called for that purpose.

Section 2. **Limitation of Proposed Amendments.** Any four (4) Regular Members may submit a proposed amendment in writing to the President at any Regular Session. The proposed amendment shall be read aloud or distributed to the Members at the Session. The proposed amendment may be discussed but no vote may be taken at that Session. The President shall then forward the proposed amendment to the By-Laws Committee Chairman to determine if the proposed amendment conflicts with or duplicates other provisions in the By-Laws.

Section 3. **Notice to Members.** Written notice of the proposed amendment shall be sent to all Active Members as prescribed in these By-Laws and shall set forth the time and date of the Regular or Special Session at which further discussion shall be held and a vote taken on the proposed amendment.

Section 4. **Distribution of Amendment.** If the proposed amendment is adopted by the Members, the Recording Secretary shall print and attach it to the official set of By-Laws maintained by him/her and shall make copies for distribution to Members at the next Regular Session.