

Bylaws

As revised
December, 2013

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ARTICLE ONE ORGANIZATION

Section 1-1 Name

The name of the organization shall be the **Italian-American Club of Southern Nevada**, (hereinafter referred to as "IAC").

Section 1-2 Seal

The organization shall have a seal, which will be in the following form: Italian-American Club of Southern Nevada, Las Vegas, Nevada.

Section 1-3 Reference

These Bylaws represent the wishes of the voting members of the IAC. The members desire that in the event of any ambiguity herein, the then current edition of Roberts Rules of Order will be used to fulfill their wishes.

ARTICLE TWO PURPOSE

Section 2-1 General

1. To bring together: a) Italian citizens, b) American citizens who are descendants of Italians ("Italian-Americans") and c) all others who share fervor for Italian culture in order to unite them as members of the Italian American Club of Southern Nevada ("IAC") in bonds of friendship and good fellowship;
2. To the best of our ability, to assist all members however and whenever possible; and
3. To bring local, state, national and international awareness of our mission and our needs.

Section 2-2 Dining and Entertainment

To strive to provide world-class dining and entertainment to members and their guests which now requires that the operation of the restaurant, lounge and ballroom be administered through professionals.

Section 2-3 Cultural Education

To encourage active participation in Italian cultural education and the betterment of our members and their families.

Section 2-4 Educational Scholarships

To provide educational scholarships for high school or college related costs to Italian-Americans living in Clark County, Nevada who meet the requirements of the IAC's scholarship committee and subsequently approved by the Board.

ARTICLE THREE MEMBERSHIP AND DUES

Section 3-1 Full Membership

1. Full membership shall be available to:

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1. Italian citizens and American citizens who are descendants of Italian citizens who: a) have applied for membership, b) are at least eighteen (18) years old, and c) have been approved by our Board, or
2. Anyone who was a full member as of the time of ratification of these amended Bylaws.
2. Full members shall be permitted to: a) vote on any IAC matter b) hold any elected office and c) be members of IAC committees.
3. Annual membership dues shall be determined by the Board each year.

Section 3-2 Affiliate Membership

1. Affiliate membership shall be available to Italian citizens and American citizens who are descendants of Italian citizens who: a) have applied for membership, b) are at least eighteen (18) years old, c) have an official residence which is more than 100 miles from Clark County, Nevada, and d) have been approved by our Board.
2. Affiliate members shall not be permitted to: a) vote on any IAC matters or b) hold any elected office.
3. Affiliate members may be members of IAC committees.
4. Annual membership dues shall be equal to the annual dues paid by Full members; however, said due must be paid in full prior to approval of their application.

Section 3-3 Associate Membership

1. Associate membership shall be available to everyone other than Italian citizens and American citizens who are descendants of Italian citizens who: a) have applied for membership, b) are at least eighteen (18) years old, and c) have been approved by our Board.
2. Associate members shall not be permitted to: a) vote on any IAC matters or b) hold any elected office.
3. Associate members may be members of IAC committees.
4. Annual membership dues shall be equal to the annual dues paid by Full members; however, said dues must be paid in full prior to approval of their application.

Section 3-4 Honorary Membership

1. Honorary membership shall be available to any person who: a) has provided an extraordinary benefit or service to the IAC, b) is at least eighteen (18) years old, and c) has been approved by our Board.
2. For each honorary membership, the Board shall determine the length of time of said membership.
3. Honorary members shall not be permitted to: a) vote on any IAC matters, or b) hold any elected office.
4. There are no dues of any kind for honorary members.

Section 3-5 Social Membership

1. A Thirty day (30) only "social membership" may be granted by any IAC officer, director or authorized agent, to any person: a) after receipt of the Social membership fee, and b)

after completion of the Social Membership Application which shall include the member's full name, address, phone number and email address.

2. Social Memberships serve the purpose of enabling non-members to become familiar with the IAC, its facilities, ambiance, and other amenities.
3. The only rights and privileges granted to social members is to tour the facilities and use restaurant, bar and ballroom.

Section 3-6 Junior Membership

1. Junior membership shall be available to the children of any member who: a) has applied for membership, b) is between the ages of twelve and eighteen years old, c) has been sponsored by a Full member, and d) has been approved by our Board,
2. Junior members shall not be permitted to: a) vote on any IAC matters or b) hold any elected office.
3. Junior members may be members of IAC committees.
4. Annual membership dues shall be equal to 25% of the annual dues paid by full members and must be paid in full prior to approval of their application.

Section 3-7 Approval of Membership

1. The Board, by a majority vote, shall either reject or accept each applicant for membership.
2. Voting may be by voice or by secret ballot as determined by the IAC's president.
3. The applicant will be notified of the Board's decision by mail.
4. New members will be asked to attend the next general membership meeting in order to be inducted into membership.
5. Any application fees shall be returned if the applicant is denied membership.
6. The Board may approve or reject any application with or without cause.

Section 3-8 Dues

1. Membership dues for each type of membership shall be established by the Board each year.
2. All annual membership dues, regardless of the membership type, will be due annually on the first day of the month following the month they were originally approved for membership ("due date").
3. Any member who does not tender payment within sixty days of the due date will be deemed "not-good standing" and shall thus be removed from the membership rolls thereby forfeiting all rights and privileges. Members not in good standing may reinstate their membership in one of two ways:
 - a. by paying all past due fees and charges and thereby retaining their membership number, seniority, and other privileges, or
 - b. by reapplying for membership and, if approved, be treated as a new member and thus lose all seniority and privileges and receive a new membership number.

Section 3-9 Extraordinary Assessments

1. Due to the fluctuations in the economy or other considerations, the Board shall have the authority to implement a special assessment on all members.
2. The Board shall determine whether such assessment shall be deemed: a) a credit applicable to the dining room and bar, b) a credit against future membership dues, c) other or d) as a standalone assessment.

Section 3-10 Voting Eligibility

1. Only full members who have been members in good standing for at least six consecutive months directly prior to the vote are eligible to vote on any IAC business.

Section 3-11 Bylaws Violations

1. A condition of membership is that all members respect other members and assist the IAC in achieving its mission.
2. The IAC officers and directors have a duty and obligation to make and enforce IAC rules, and to require all members to refrain from conduct which may be injurious to the IAC and/or any member.
3. Should the Board find that any member has violated the letter or spirit of the IAC's mission, or acts in a manner detrimental to the IAC, that member shall be subject to reprimand, monetary fine, suspension or expulsion as determined by the Board.

ARTICLE FOUR NOMINATION OF OFFICERS AND DIRECTORS

Section 4-1 Elected Positions

Nominations shall be as follows:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Seven Directors

Section 4-2 Election Eligibility

1. Each candidate for office must be a full member: a) in good standing, b) for not less than the eight months prior to the election c) who attended five general membership meetings within the twelve months preceding the election, plus the meeting in which nominations for election were held.
2. A candidate for the office of President or Vice-President must also have served not less than one year as an elected officer, director, or as chairperson of a committee.

Section 4-3 Ineligibility

Cohabiting members may not serve as officers or directors simultaneously.

Section 4-4 Sergeant at Arms

The Sergeant at Arms shall: a) be appointed by the President, b) not be a Board member, c) not be a regular employee of the IAC, and d) shall have no voting privileges at Board meetings.

Section 4-5 Nomination Procedure

1. The President shall select a full member to conduct the nomination procedure at a general membership meeting (the "nomination chairperson").
2. Each nominated member must be a full member who accepts: a) by voice or, b) by tendering a signed letter of acceptance to the nomination chairperson at the time of nomination, in the event that a nominated member is absent for legitimate cause.
3. At the conclusion of nominations for each office, the chairperson shall three times ask, "Anymore nominations?" Then, if hearing none, a motion to close nominations for that office may be accepted, after which the nomination for that particular office shall be declared closed by the nomination chairperson. The procedure will repeat for each elected position.
4. At the completion of all nominations, the nomination chairperson will read the names of each nominee in alphabetical order by office and for director positions.

Section 4-6 Nominee Appearances

After all formal nominations, each nominee may have up to three minutes to address the membership in order to present their credentials, views or comments pertinent to their qualifications for office.

Section 4-7 Term and Vacancy

1. All regularly elected officers and directors shall serve for a two year term beginning on January 1

number of Vice-Presidential nominees; thereby insuring that there will be at least five members on the election committee. If there is more than four nominees for Vice-President then the nominee for president shall select one member of the committee.

5. The Election committee shall elect its own chairperson by any manner they see fit.

Section 5-2 Notice

Within fourteen days following the final nominations, the election committee shall deliver a ballot to each full member eligible to vote.

Section 5-3 The Election

1. The election committee shall conduct all elections.
2. The official election day shall be the first Wednesday in December between 2:00 and 6:00 pm.
3. The election will be held at the IAC.
4. There must be at least three election committee members (one of whom must be the chair) present at all times during the official election hours.
5. Failure to comply with these provisions, shall cause the election to be null and void, and a new election shall be in order.
6. Members shall not take more than five minutes to vote after receiving a ballot.
7. There shall be no soliciting of votes within fifty feet of the front entrance of the IAC.
8. There shall be no unnecessary talking within the voting room.
9. Voters shall not be obstructed by anyone, nor forcibly pamphleted`.
10. The only persons permitted in the voting room during the election hours shall be the election committee members and members who are in process of voting.
11. Should there be a time when it is impossible to hold the election on the scheduled day, the Board shall reschedule the election day. The election committee chairman will notify all members of the new date and times of the rescheduled election in accordance with Section 5-2.

Section 5-4 Procedure

The election chairperson shall be responsible for maintaining an orderly voting process and shall have the authority to eject any person or persons from the property who are creating disorder

1. Not less than two weeks prior to the election date, the election committee shall determine: a) the eligibility of each nominee and b) the list of full members eligible to vote ("eligible members").
2. A election committee member shall be seated in the voting area in order to verify that only eligible members are permitted to vote.
3. An election committee member shall be seated in the voting area in order to record the names of eligible members who actually vote by having such members sign a voting roster.

4. Upon signing the voting roster, each eligible member shall be provided with an official ballot.

ARTICLE SIX OFFICERS

Section 6-1 Designation

1. Each Officer shall be elected by a majority vote of full members who are eligible to vote.
2. The term of office is two years.
3. There shall be no limit to the number of terms for which an officer or director may be elected.
4. No Officer shall be entitled to compensation for services rendered in fulfillment of the duties imposed herein.

Section 6-2 President

1. The President is responsible for the following:
 - a. Calling all meetings, which shall include: a) general meetings, b) special meetings and c) Board meetings.
 - b. Overseeing that these Bylaws are enforced and adhered to.
 - c. Enforcing all decisions resulting from voting by members and the Board.
 - d. Overseeing the day-to-day operations and affairs; especially as related to dining and entertainment (i.e. food and beverage), facilities and plant, maintenance, membership and committees.
 - e. Approving all: a) meeting minutes and orders, b) invoices, c) payments, and d) agreements between the IAC and third parties.
 - f. Signing (d)12 (i)5 (g)-8.5.996 (r)-2.998 (d)12.998 (S(y)10.996 (m)-2.9988 (5 ((r)-7 ()-5.57ses,)

9. Shall follow the guidelines established in Robert's Rules of Order regarding further duties of the Secretary.

Failure of the Secretary to perform the responsibilities described above, shall be deemed cause for immediate dismissal.

Section 6-5 Treasurer

The Treasurer shall be responsible for the following:

1. Being able to visit the IAC at least once weekly to maintain oversight of the financial records. Other than for planned vacations or limited illness, failure to maintain this schedule shall cause the immediate removal and replacement of the Treasurer.
2. Paying all bills approved by the President and/or Board. The President or an agent authorized by the President: a) must approve the payment of all bills prior to their payment, and b) may co-sign checks..
3. Providing reports regarding the IAC's financial condition, including: a) receipts b) disbursements, c) the net operating results and d) loan balances.
4. Working with accountants to prepare financial statements and tax returns.
5. Immediately reporting financial discrepancies to the President and the Board.

Failure of the Treasurer to perform the responsibilities described above, shall be deemed cause for immediate dismissal.

Section 6-6 Sergeant at Arms

The Sergeant at Arms, who shall be appointed by, and serve at the desire of the President is responsible for the following:

1. Keeping order during any: a) general meeting, b) special meeting and/or c) Board meeting.
2. Attending any meeting requested by the President.
3. Collecting any and all fines levied by the President.
4. Assisting officers and/or Board members as requested.

Section 6-7 Removal of Officers for Cause

If the event that a majority vote of the Board determines that any Officer is unable to properly performed the duties described herein, or any other duties described in Roberts Rules of Order, that officer shall be removed and replaced by the Board with a qualified individual who shall hold that position until the next general election.

Section 6-8 Vacancies

1. In the event that the office of President is vacated, or the President is permanently unable to exercise the duties of the presidency, the Vice-President shall become the president.
2. In the event that the offices of both the President and Vice-President are vacated or both officers are unable to exercise the duties of the presidency, the Board, by a majority vote, shall elect a temporary President pending the results of a special election to be held within sixty days of the date that neither officer is able to perform the duties of the

presidency. Said special election shall not be necessary should the vacancies occur within six months of the next general election.

3. In the event that the office of Vice-President, Secretary and/or Treasurer is vacated, or the Vice-President, Secretary and/or Treasurer are permanently unable to exercise the duties of their respective office, the Board, by a majority vote, shall elect a temporary Vice-President, Secretary and/or Treasurer pending the results of a special election to be held within sixty days of the date that such vacancy occurred. Said special election shall not be necessary should the vacancies occur within nine months of the next general election.

ARTICLE SEVEN DIRECTORS AND OTHER BOARD MEMBERS

Section 7-1 Composition and Voting

1. The Board shall be comprised of up to thirteen members as follows: a) four Officers (President, Vice-President, Secretary and Treasurer), b) seven elected Directors and c) up to the two immediate past presidents who served their full term ("past president"). (Note: In the event that both immediate past presidents are unavailable, the Board may appoint one other past president who served his/her full term).
2. Past presidents agreeing to serve on the Board shall have their acceptance officially recorded by the Secretary. Should a past president resign from the Board, he/she shall only be able to rejoin the Board through the normal election process.
3. Each Board member shall have one vote on each motion.
4. There shall be no proxies, no absentees, or letters presented in lieu of a vote by any officer.
5. The term of office is two years.
6. Board members may participate (including voting privileges) in meetings via telephone or video conferencing.
7. No Director shall be entitled to compensation for services rendered in fulfillment of the duties imposed herein.

Section 7-2 Attendance and Quorum

1. All Board members are expected to attend all: a) general meetings, b) Board meetings and c) special meetings.
2. Any Officer may be removed from office by a majority vote of the Board present, or by dint of not allowing further absences of any kind should that Officer fail to attend three consecutive: a) regular monthly meetings or b) Board meetings without just cause (i.e. excused absence).
3. A quorum will exist if at least seven members are present at any Board meeting.

Section 7-3 Duties

1. The Board shall only oversee and approve or disapprove the actions of the Officers. It shall have no direct control over operations or management of the IAC.
2. The Board shall only act in the name of the IAC at: a) monthly Board meetings or b) special meetings called by the President.

3. A majority of the Board may ratify the abandonment of a Board position by any elected Director or Past President who: a) announces their resignation, b) fails to perform their duties in good faith, or c) fails to attend three meetings in any six month period without an excused absence.

Section 7-4 Vacancies

1. Any vacant Board position shall be filled after receiving nominations from the floor at a general monthly membership meeting within sixty (60) days of the vacancy.
2. Any full member who is nominated must meet all eligibility requirements set forth herein.
3. Nominees may accept their nomination by: a) voice or b) a letter presented at the time of nominations due to a good faith absence.
4. At the next monthly Board meeting, each nominee will appear before the Board for an interview; after which the Board will vote by secret ballot.
5. The winner must receive two-thirds approval from the voting Board members.
6. Should no nominee receive a two-thirds majority, the process will be repeated as described in paragraphs 4 and 5 above at the next monthly meeting and each meeting thereafter until the vacancy is filled.
7. No Board member who resigns or is removed from office shall be eligible for any other elected position, committee or temporary appointment for a period of ten years.

Section 7-5 Meetings

1. Regular meetings of the Board shall be held on the last Wednesday of each month, unless called for a different time by the President not less than the Monday prior to the regular meeting.
2. Special meetings of the Board may be called by: a) the president upon five day notice pursuant to paragraph 3 below or b) a majority of the Board by giving at least fourteen day notice pursuant to paragraph 3 below.
3. Notice shall be in writing and state the date, time, place and specific purpose of the meeting.
4. Minutes shall be taken by the Secretary or individual selected by the President.

Section 7-6 Meeting Chairperson

1. The President shall chair each Board meeting.
2. In the President's absence, the Vice-President shall chair the meetings.
3. In the President and Vice-President's absence, the remaining Board members shall vote for a member to temporarily chair the meeting.

ARTICLE EIGHT CLUB COMMITTEES

Section 8-1 Types of Committees

1. "Special committees" are appointed for a special purpose and certain time such that once its purpose is fulfilled, it is automatically dismissed.

2. "Standing committees" are appointed for specific ongoing purposes, objectives, or investigations and coincide with the term of the President.

Section 8-2 Standing Committees

The following, unless noted are standing committees:

1. Membership committee
2. Scholarship committee
3. Marketing committee

Section 8-3 Appointment of Committee Members

1. ~~The President shall appoint:~~ a) each Committee Chair and b) any other members to any committee.
- 3.

Section 8-7 Marketing Committee

1. Purpose: To promote the IAC and its image to and through: a) its members, b) the local community and c) nationally.
2. The committee shall: a) advertise the IAC's facilities for parties, receptions, banquet rentals, and parties.
3. The committee will advertise via radio, newspapers, television, fliers and magazines , or other means.
4. The committee will shall prepare the advertising material and submit the information to the Board for its final approval.
5. The President shall appoint three members to serve on the committee and appoint one member as chairperson.

ARTICLE NINE CLUB MEETINGS

Section 9-1 Board Meetings

1. Regular Board Meetings shall be held at 5:00 pm on the last Wednesday of each month, unless rescheduled by the President.
2. Special Board Meetings shall be called by the President, or a majority of the Board not less than seven days in advance of the proposed meeting. Special Board meetings may be called to discuss matters that cannot wait until the regular Board meeting (i.e. emergencies).
3. Members may be invited to attend a Board meeting. A request by a member to appear before the Board shall be submitted in writing to the President, who shall have the sole discretion as to whether to grant the request.
4. In the event that the Chair determines that any person shall not remain in attendance, it is the duty of the chairman and Sergeant at Arms to enforce the rule of order and have that person removed.

Section 9-2. General Membership Meetings

1. The general membership meeting shall be held on the first Wednesday of each month, congregating at 6:00 pm, with the official meeting commencing at 7:00 pm.
2. In the event that the first Wednesday of the month is a holiday, or because of any other special circumstances, the general monthly meeting shall take place the following Wednesday (i.e. the second Wednesday of the month).

Section 9-3. Voting

1. At all regular, annual or special meetings, an eligible full members shall have one vote for each motion presented for a vote.
2. The vote may be by voice, secret ballot vote, or show of hands.

Section 9-4 Quorum

1. The presence of not less than fifteen eligible full members at a general membership meeting, including officers, shall constitute a quorum.

2. In the absence of the President, the Vice-President shall conduct the meeting. In the absence of the President and Vice-President, the membership shall, by voice vote, elect an acting Chair selected from the Board (except the Secretary) who are then present.

Section 9-5 Special Membership Meetings

1. Special membership meetings may be called by the President.
2. Notice shall include the date, time, place, purpose and any other information and shall be sent to all full members not less than five days before the proposed meeting.
3. Quorum for a special meeting shall be not less than the quorum needed for a general membership meeting (i.e. fifteen eligible full members).

Section 9-6 Order of meeting

General meetings shall include the following:

1. Call to order,
2. Pledge of allegiance
3. Sickness report; and/or a moment of silence should there be a deceased member(s)
4. Roll call of officers and directors
5. Reading of the minutes of the most recent Board meeting
6. Membership Committee report
7. Treasurers report
8. Scholarship committee report
9. Old business
10. New business
11. Remarks from the floor
12. Raffle ticket drawing
13. Adjournment

ARTICLE TEN CHANGES TO BYLAWS

Section 10-1 Revisions

1. Any amendments, modifications, or changes (collectively, "revisions") to these Bylaws must be approved by: a) a Bylaws committee, b) the Board and c) a majority of eligible full members attending a regular monthly membership meeting.
2. Bylaws committee: prior to approval by the Board, a committee will be formed of not less than three members selected by the President. The Bylaws committee will meet and agree upon the proposed revisions and submit the proposed revisions to the Board for approval.
3. Board Approval: The Board will discuss the proposed revisions at a regular or special Board meeting. The revisions shall be approved by the Board by a simple majority vote of present Board members. Full members will be notified of the monthly general members meeting which will include a vote to approval the revised Bylaws.

4. Membership Approval: after Board approval, notice shall be given to all full members, at least seven days prior a general monthly members meeting by posting on the IAC website, by email, or, if requested, by US mail to all full members. Notice shall include the proposed revisions, the date, time and place that the revisions will be discussed and voted upon. Any member may review and submit written comments prior to the day of the vote.
5. Discussion of the revisions will be held at the next general meeting prior to that meeting's vote.

Section 10-2 Voting

The procedure for voting to revise the Bylaws shall be as follows:

1. Subject to meeting the notice requirements in Section 10-2, Paragraph 4 above, voting will occur at a regularly scheduled general monthly members meeting ("meeting").
2. At the time of the meeting, all full members who are in attendance and who are eligible to vote ("voting members") will be provided with a ballot calling for a simple approval or non-approval of the revised Bylaws.
3. A simple majority of voting members shall carry the motion to approve the revised Bylaws.
4. Lack of Quorum at the meeting:
 - a. If the proposed revised Bylaws do not affect dues, fees, or assessments, the Board shall have the authority to approve the revised bylaws at its next regular Board meeting upon a two-thirds majority of the Board members present voting to approve the revisions; or
 - b. If a) the proposed revised Bylaws do affect dues, fees or assessments, or b) a vote pursuant to Paragraph 4a of this Section does not meet the two-thirds majority, the full members will vote pursuant to paragraphs 2 and 3 of this Section 10-2 at the next regularly scheduled general monthly meeting at which there is a quorum of members.

ARTICLE ELEVEN SALE OF PROPERTY

There are two conditions upon which the IAC's real property may be sold: a) upon the dissolution and windup of the IAC and b) any reason other than the dissolution and windup of the IAC.

Section 11-1 Upon Dissolution and Wind up

1. The Board shall take all steps necessary to sell the IAC's real property should the IAC suffer due to member apathy or insufficient member participation reflected by: a) repeated quorum failure at regular meetings, b) the decline in membership to the point where it is not feasible to continue as a club, c) financial impossibility to continue operations, and/or d) a majority of full members eligible to vote desire to windup operations and dissolve the IAC.
2. The following procedure shall be as follows:
 - a. The sale of any real property and buildings must be approved by at least fifty-one percent (51%) of eligible full members voting at a validly called meeting in which sixty-six percent (66%) of eligible full members vote.

- b. The proceeds of such a sale will be used as follows: a) to wind-up and dissolve the IAC and b) any remaining funds will be tendered to the National American Italian Federation to be used for educational scholarships for residents of Clark County, Nevada pursuant to specific terms and details approved by the Board.
3. Notice: After the Board has approved the sale by a two-thirds majority, all eligible full members will be provided with written notice of the date, time and place of the meeting to vote on the sale of the real property, along with the reasons and details of the proposed sale.
4. Voting will be according to the same procedure followed for the election of Officers and Directors.
5. Within one week of the approval to sell the real property, the Board will appoint a committee of five full members to take all steps necessary to list the property for sale, including, but not limited to: a) selecting a licensed real estate agent, b) arranging for a bona fide appraisal, and c) listing the property.
6. No sale will be finalized without the prior approval of a majority of the Board at a special meeting called for the purpose of approving the sale.

Section 11-2 Other Than Dissolution and Windup

1. The Board has the authority to sell real property owned by the IAC for any reason other than the dissolution and windup of the IAC if at least fifty-one percent (51%) of eligible full members voting at a validly called meeting in which sixty-six percent (66%) of eligible full members vote to approve the sale. All monies received from the sale of the properties shall be distributed as approved by the eligible full members concurrent with the approval to sell the property.
2. The procedures described in Section 13-1 (paragraphs 2 through 6) shall be used for any sale contemplated in Section 13-2.