

BYLAWS
for
THE ITALIAN HERITAGE AND CULTURAL SOCIETY
of
NATIVITY CATHOLIC CHURCH

ARTICLE I – Mission

The mission of the Italian Heritage and Cultural Society (IHCS), herein after referred to as the “Society”, is to promote awareness and appreciation for the historical, cultural and social heritage of Italy and its regions. The Society’s mission seeks to identify and highlight contributions made by Italians and Italian Americans to the economic, social and cultural development of the United States. The Society will support the community of Church of the Nativity, herein after referred to as “Nativity”.

ARTICLE II – Membership

Section 1: Eligibility

Membership in the Society will be open to anyone interested in promoting the Society’s Mission.

Section 2: Classes of Membership

There are three classes of membership: member, student member and honorary member:

1. A member is one who is registered and is current in annual membership dues. He/she may hold office, vote and participate in all meetings and activities sponsored by the Society, and has all the privileges of full membership of the Society.
2. A student member is one who is not included under a family membership, is over the age of 18, is enrolled as a full-time student in a school or institution of higher education and is registered and current in annual membership dues. Student members have all the privileges of members except for holding elective office.
3. An honorary member is one who is recognized for his/her significant contributions to the Society as well as the clergy of Nativity. This designation shall be conferred by a majority of the Executive Committee as defined in Article VII, Section 2, and is subject to renewal by the Committee annually. An honorary member is not required to pay membership dues, but will be granted all privileges of a member except for holding office.

ARTICLE III – Annual Dues

Annual dues for members are fifteen dollars (\$15) for single membership and twenty dollars (\$20) for a married couple/family membership, including all family members over the age of 18 living in the same household. Annual dues for student members are five dollars (\$5). The Executive Committee may modify the amount of annual dues with the approval of a majority of members at a regularly scheduled membership meeting. Notice of a meeting to modify membership dues shall be sent to all members in good standing at least thirty (30) days prior to the meeting date.

The annual membership period is July 1 to June 30. Dues must be paid prior to the expiration date of the membership period or not later than the following September meeting.

For a new member who joins after January 1, initial dues will be reduced to ten dollars (\$10) for a single membership and fifteen dollars (\$15) for a married couple/family membership. For a new student member who joins after January 1, initial dues will be reduced to three dollars (\$3). All members whose dues are unpaid thirty (30) days after the expiration date will be sent a reminder from the Chairperson of the Membership Committee. If payment or a letter of explanation has not been received within thirty (30) days of the mailing of the reminder, the membership of that person will be terminated.

ARTICLE IV – Officers

The Officers of the Society shall consist of a President, a Vice President, a Secretary and a Treasurer. The term of office shall be for a period of one year.

ARTICLE V – Election of Officers

Section 1: Nominating Committee

In February of each election year the President, with the approval of the Executive Committee as defined in Article VII, Section 2, shall appoint a Nominating Committee of at least three members in good standing to recommend a slate of candidates to serve as Officers during the ensuing term of office. All candidates must agree to serve.

Section 2: Notice of Elections

Notice of elections, together with the slate of candidates recommended by the Nominating Committee shall be provided to active members at the April meeting.

Section 3: Election

The election of Officers shall take place during the general membership meeting of the Society in May. Additional nominations for office may be made in writing to the Nominating Committee or from the floor during the meeting after which nominations will be closed, and the elections will then be conducted by secret ballot. Proxy votes via email within 3 days of the May

membership meeting or handwritten, signed proxy notes at the May meeting will be accepted. The candidate for each office receiving the most votes shall be declared elected to that office for the ensuing term and the membership notified by prior to the June membership meeting. The elected candidates will be installed and assume office at the June membership meeting, but no later than in the month of September.

Section 4: Filling Vacancies

In case of the resignation of the President, the Vice President shall automatically assume the presidency until the next general election.

In case of the resignation of any other elected officer, the President shall appoint a member to temporarily perform the duties of the vacant position for the remainder of the term. These appointments shall be confirmed by the Executive Committee at its next meeting. Notice of these appointments shall be given to all active members.

Section 5: Removal from Office

A member of the Executive Committee may be removed from office for just cause by a three fourths vote of the Executive Committee at a scheduled meeting to remove. Just cause will include; 1) failure to perform his/her duties as specified in these bylaws; 2) absent for three or more consecutive meetings without just cause or; 3) failure to participate in at least 50 % of scheduled meetings during the annual membership period. The member shall be notified with a list of just causes at least 30 days prior to the meeting to remove.

ARTICLE VI – Duties of Officers

Section 1: President

The President shall preside over all the Membership and Executive Committee meetings. In the absence of the President or Vice President, the Executive committee shall designate another Officer or member of the Executive Committee to preside over the meeting(s). The President shall enforce these bylaws of the Society and ensure that the Society is pursuing appropriate programs and activities consistent with its mission. The President, with the consent of the Executive Committee, shall appoint all Committee chairpersons. The President or his/her designee shall be the principal delegate to any organization or committee with which the Society is affiliated.

Section 2: Vice President

The Vice President shall perform such duties as the President may direct and shall become Acting President in the absence of the President. The Vice President shall supervise the preparation of the Society's Annual Programs and Plans developed with the cooperation and support of all relevant active committees

Section 3: Secretary

The Secretary shall record the minutes of the proceedings at all general membership meetings, Executive Committee meetings and other meetings as directed by the President. He/she shall also prepare and send out notices of such meetings. As requested by the President, the Secretary shall disseminate the minutes of the previous meeting to the Executive Committee for their approval at the next meeting. The meeting minutes shall be available to the general membership upon request. The Secretary shall also issue, read and reply to any correspondence, as directed by the President. The Secretary shall maintain copies of the Society's legal documents. The Secretary shall, in cooperation with the Membership Chairperson, maintain an updated membership list and, upon request, provide printed name-only membership lists to members.

Section 4: Treasurer

The Treasurer shall receive and deposit all Society funds into accounts provided by Nativity, provide necessary signatures for the accounts, and maintain all financial records of the Society. This function shall be conducted in conjunction with the Society's Parish Liaison and representatives of the Nativity financial staff. The Treasurer shall report on the expenses incurred and revenues received during the preceding reporting period at all general and Executive Committee meetings. In conjunction with Nativity, the Treasurer shall draw all checks and receive all dues from the Membership Committee. The Treasurer shall, at the end of the membership year, present the Society's accounting records to the Executive Committee. In conjunction with Nativity, the Treasurer shall also help prepare any forms required by the Internal Revenue Service and for any other fiscal purpose.

The Treasurer shall supervise the preparation of the Society's budget and financial plan developed with the cooperation and support of all relevant active committees.

ARTICLE VII – Committees

Section 1: Executive Committee

The Executive Committee, chaired by the President, shall consist of the Officers of the Society, the Chairperson of each standing Committee and the Parish Liaison defined in Section 3 below. The President, at his/her discretion, may invite any member of the Society to any Executive Committee meeting.

The committee shall manage the operations of the Society and its resources. It will plan and schedule Society activities and coordinate these activities with Standing Committees and other entities of the Society as needed. The Executive Committee will hold its meetings prior to regularly scheduled general membership meetings and report to the general membership at its next regularly scheduled meeting.

Five voting members of the Executive Committee shall constitute a quorum for the transaction of business. The minutes of all meetings of the Executive Committee shall be recorded by the Secretary and made available at the following general meeting of the Society.

Section 2: Committees

The President shall appoint the chairperson for each committee with the approval of a majority of the executive committee.

The members of the Standing committees will be appointed by the committee chairperson. Each Standing Committee will report its activities at each Executive Committee meeting.

Standing committees are designated as Active or Inactive. Active committee chairmen are voting members of the Executive Committee. Standing committees may be activated or deactivated by majority vote of the Executive Committee.

The following are the Standing Committees:

1. Membership – Active
2. Program – Active
3. Hospitality – Active
4. Genealogy – Active
5. Special Events – Inactive
6. Education – Inactive
7. Publicity and Communications – Inactive
8. Budget and Administrative. – Inactive

The President, with the consent of the Executive Committee, may establish temporary committees and appoint chairpersons as necessary to accomplish approved tasks or activities. The members of any committee formed will be appointed by the corresponding chairperson. These committees will function like standing committees except that they are not official members of the Executive Committee and may be terminated upon completion of their assigned tasks.

Section 3: Parish Liaison

The Parish liaison, appointed by the President with the consent of Nativity's administration, is the Society's primary point of contact for Nativity and shall coordinate and arrange access to Nativity's resources and events. This liaison, in conjunction with the treasurer, will facilitate access to Nativity's financial and accounting resources for managing, collecting and disbursing Society funds.

ARTICLE VIII – Functions of Standing Committees

Section I: Membership Committee

The Membership Committee shall receive membership applications within the guidelines set forth in Article II, and collect the appropriate membership dues and forward such dues to the Society's treasurer. It will maintain a current membership database to include all pertinent personal information on each Society member. When appropriate and in cooperation with the

Secretary, it will prepare and distribute a membership roster to members of the Society. Personal information contained on the membership roster will not be released outside the Society without the consent of the member.

This Committee will, with the cooperation of the Executive Committee, develop and implement a plan for the promotion of membership in the Society. Each year it will, in cooperation with the Treasurer, send out payment notices for dues to each member and reminder notices when necessary.

Section 2: Program Committee

The Program Committee, under the supervision of the Vice President, shall prepare and present to the Executive Committee, a proposed yearly plan of Society activities and to work with the Executive Committee to conclude a final plan of Society programs in accordance with the Society's Mission and available resources.

This Committee will with the cooperation of other standing Committees, identify subjects of interest to the Society suitable for discussions and presentations at general membership meetings. It will also survey the membership in order to determine interest in potential programs.

Section 3: Social or Hospitality Committee

The Social Committee shall arrange and conduct all social events of the Society. As directed by the Executive Committee, it will select and negotiate for the Society the location, facilities, food and entertainment for these events.

This Committee may also provide refreshments at each general membership meeting and any other meeting or event. It may spend Society funds for needed refreshments, materials and supplies within the budget limit specified by the Executive Committee and as provided by these bylaws. It will also assist the Membership Committee in welcoming new members and help facilitate their integration into the Society.

Section 4: Genealogy Committee

The Genealogy Committee shall provide resources and database information for members of the Society who may be interested in learning about their family history and genealogy. It may conduct training and information meetings designed to instruct, promote and facilitate genealogy research here and abroad.

Section 5: Special Events Committee

The Special Events committee working with the Program Committee shall propose community activities such as dinners, tours, and visits that promote and enhance the members' understanding and appreciation of the Italian and Italian American heritage.

This Committee may also propose travel suitable for participation by members and guests make travel recommendations and organize/negotiate group travel when requested by the Executive Committee.

If this committee is inactive, the above functions will be assumed by the program Committee.

Section 6: Educational Committee

The Educational Committee shall propose educational activities designed to enhance the member's knowledge of the Italian and Italian American culture. These activities will be prepared and conducted in coordination with the Program Committee.

This Committee may also advertise, plan and arrange Italian language classes and seek to promote the Italian language and culture. Italian conversation groups may be formed and resources and publications identified that will enhance member's Italian language skills.

If this committee is inactive, the above functions will be assumed by the Program Committee.

Section 7: Publicity and Communications Committee

The Publicity and Communications Committee shall plan and organize promotional material, and will establish and maintain a media distribution file for the periodic dissemination of Society news. This includes establishing and maintaining a relationship with other Italian and Italian American organizations to advance the mission of the Society, and when appropriate, organize joint events and activities. It may also publish the Society's newsletter, and create and maintain the proposed Society's website and email account.

If this committee is inactive, the above functions will be re-assigned to another committee or officer.

Section 8: Budget and Administrative Committee

The Budget and Administrative Committee, under supervision of the Treasurer, shall generate the Society's annual budget for approval by the Executive Committee and shall present this budget for approval at its meeting in May. This annual budget will consider projections of annual membership and other income and expenses.

This committee will maintain and update the Society's bylaws and maintain the Society's historic documents. The chairperson or his designee will also serve to ensure orderly conduct at the Society's meetings.

If this committee is inactive, the above functions will be re-assigned to another committee or the Treasurer.

ARTICLE IX – Expenditure of Funds

Section 1: Operating Budget

The executive committee shall prepare and submit to the general membership for approval an annual operating budget at the June membership meeting. This budget will provide income and expenditure estimates by category as guidelines for expenditure of Society funds during the operational year.

Section 1: Disbursement

Upon approval of the Executive Committee, Society funds shall be disbursed upon presentation to the Treasurer a written invoice from a Society member or from a vendor providing products and services. The Treasurer, in coordination with the Nativity financial staff, shall effect all disbursements of Society funds and shall keep proper records of all transactions. In the event of the absence or disability of the Treasurer, the President is authorized to act in lieu of the Treasurer.

Section 2: Discretionary Authority

When it is not feasible to obtain executive committee approval, the President may approve a single expenditure of funds up to fifty dollars (\$50) for non-specified budgetary items. The Executive Committee may approve any single expenditure of funds up to two hundred dollars (\$200) for approved specified or non-specified budgetary items. Any single expenditure in excess of two hundred dollars (\$200) not included as an approved budget expenditure item must be approved by a majority of the members.

ARTICLE X – Meetings

Section 1: Rules of Order

The rules of order governing the conduct of all business meetings of the Society will use the latest edition of Robert's Rules of Order as guidance.

Section 2: Frequency of Meetings

The Society shall meet on days established by the Executive Committee. Special meetings may be called by the President or by written request of twenty five percent (25%) of the members.

Section 3: Quorum

A quorum at any regular meeting of the Society for the purpose of conducting official Society business shall consist of twenty five percent (25%) of the members present.

Section 4: Attendance at Meetings and Social Events

General meetings, social and special events of the Society are for dues-paying members. Some meetings/events may be open to non-members at the discretion of the Executive Committee. Non-members may be charged a nominal fee for meetings or a higher fee than members pay for attendance at special events.

ARTICLE XI – Amendments

These bylaws may be amended by a majority vote of members attending any general membership meeting of the Society. Notice of a vote on a proposed amendment to the bylaws shall be provided to members at least thirty (30) days prior to such a vote. A request for an amendment may be presented in writing to the Executive Committee and signed by three (3) members in good standing. Notice of all amendments adopted shall be sent to all members. The Executive Committee or designated standing committee will ensure that approved amendments are duly incorporated into the bylaws.

ARTICLE XII – Indemnity

To the fullest extent that the laws of the State of Virginia, now in effect or hereafter amended, permit elimination or limitation of the liability of the Executive Committee, no member of the Society will be personally liable for monetary damages for any action taken or for failure to take any action as a Society member.

An officer of the Society shall perform his/her duties as an officer in good faith and in a manner that he/she reasonably believes to be in the best interests of the Society. To the fullest extent that the laws of the State of Virginia now in effect or hereafter amended permit elimination or limitation of the liability of officers, no officer of the Society will be personally liable for monetary damages for any action taken or for failure to take any action as an officer of the Society. The provisions of this section do not apply to the responsibility or liability of an officer pursuant to any criminal statute.

The Society shall defend, indemnify and hold harmless any past or present officer and any other person who has acted or is acting on behalf and at the request of the Society's officers from any and all claims and/or lawsuits arising out of the performance of duties of such officer or other person. The person against whom a claim is made or lawsuit filed shall notify the President of the Society in writing of the claim or lawsuit as soon as possible. The Society shall have no obligation to defend or indemnify any person for intentional or willful misconduct or gross negligence.

ARTICLE XIII – Termination of the Society

Should the Society choose to disband or choose to separate itself from the sponsorship of Nativity, the president with the approval of the Executive Committee shall notify Nativity in writing of such, and direct Nativity to release any residual assets to the Society for final disposition. The Executive Committee may elect to distribute these assets equitably to the

existing members, or donate them to an authorized charity or non-profit organization with members' approval obtained at a general membership meeting.