

BYLAWS OF THE ITALIAN-AMERICAN HERITAGE CLUB OF SUSSEX COUNTY DELAWARE (Amended October 15, 2026)

Article I Organization

1. The name of the organization is *The Italian-American Heritage Club of Sussex County Delaware* (hereinafter referred to as “The Club”).
2. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. This corporation shall be a nonprofit corporation.
3. *The Club* is a tax-exempt social club as defined in Section 501(c) (7) and the *Italian-American Heritage Club of Sussex County Delaware Foundation* is tax-exempt as defined in Section 501(c) (3) of the Internal Revenue Code.

Article II Purpose

The purposes for which *The Club* is formed are:

1. To promote and share an appreciation and awareness of the Italian-American culture and heritage.
2. To develop an awareness of the contributions of Italians and Italian-Americans to the history and culture of the United States of America and the world.
3. To offer financial support toward artistic, cultural, social and educational pursuits through various Club fund raiser activities.
4. To promote goodwill and greater understanding of the origins and underlying values of Italian-American culture and heritage. To develop a greater sense of pride in Italian-American culture and heritage.
5. To conduct its business in such a manner as will qualify and maintain its status as a tax-exempt organization under Section 501(c) (7) and Section 501 (c) (3)) of the Internal Revenue Code and as a non-profit corporation under the General Corporation Law of Delaware.

Article III Fiscal Year

The fiscal year shall begin January 1, of each year and end on the last day in December.

Article IV Membership

1. The membership of *The Club* shall consist of those persons twenty-one years of age or older who are born in Italy, or descendants of those of Italian lineage, the spouses of those of Italian lineage, be a resident in Sussex County Delaware, and pay dues annually in such amount as shall be determined by the Board of Directors. Any new member who joins *The Club* in the last quarter of the year, their (paid) membership will continue throughout the next year.

* *Membership Amendment:* As many have requested membership in our organization who are not of Italian descent/lineage, the Board of Directors has decided to include those who have an interest in participating in our *Club's* events as auxiliary members. They will be entitled to participate in all events but will not have voting privileges. They will pay all dues annually.

** As we value each member's privacy, any member's name, address, email and/or other personal information stated within your application is held in confidence by *The Club's* Board of Directors and will never be sold, rented, or given to any other person or organization without the expressed approval/permission of said member.

2. Application of membership shall be made in writing by applicant and recommended by at least one active member of the membership. A majority vote of the Board of Directors shall be required for the acceptance at the next Board of Directors' meeting following the receipt of the application.

3. Any member may resign his/her membership by so notifying *The Club's* secretary (and/or Board) in writing or email.

4. *The Club*, through a majority vote of the Board of Directors, may revoke the membership of any person or non-payment of dues or conduct that jeopardizes the safety/health of the membership and /or *The Club's* non-profit or tax-exempt status.

Article V Dues

1. The Board of Directors shall determine the amount of dues of *The Club*. Dues shall be assessed per annum and are payable by the last day of **February**. New members shall submit due with the application for membership.
2. If any member shall fail to pay dues within thirty (30) days of the due date, the member shall be suspended until dues are paid in full.

Article VI Funds

1. Any one (1) officer or member of the Board Directors shall have the authority to obligate *The Club* financially for normal and customary obligations approved by the Board of Directors up to \$500.00. All expenditures in excess of \$500.00 shall require a combination of two(2) signatures of *Club* officers or member of the Board of Directors.
2. Bank accounts may be established by *The Club's* Treasurer, including the President or Vice President, in the name of *The Club* for the following segregation of funds: (A) General fund: (a) For the operation of *The Club* and for Committee budgets; (B) Special fund: (a) For special projects and charities; (C) Investment funds: (a) For savings and CDs.
3. In the event of dissolution of *The Club*, the remaining funds will be distributed to all active and paid members for the unused portion of the yearly due, and the remainder distributed to other on-profit organizations in service aligned with the stated purposes of *The Club* as designated by the Board of Directors.

Article VII Meetings

Section I. Annual Meeting

There shall be an annual meeting of the membership of *The Club* for the election of members of the Board of Directors and the transaction of any other *Club* business. Such meeting may be held prior to the end of the fiscal year at a place designated by the President. Newly elected members of the Board of Directors shall take office on the first of January following the meeting.

Section 2. Special Meetings

Special meetings of the membership may be called whenever, in the President's opinion, it seems advisable to do so. Special meetings may be called upon written request of at least ten members of *The Club*.

Section 3. Notice of Meetings

Notice of time and place of all meetings of membership shall be sent to all members by email, or if so elected by a member, mailed to the member at their last known address at least seven days prior to any meeting. Such notice shall state the nature and purpose of the meeting. Any meetings/events held will exclude pets of any kind, except support animals. No children under the age of twenty-one will be allowed to attend meetings/events, with the exception of scholarship recipients or at our annual picnic.

Section 4. Quorum

Until membership. Exceeds fifty (50) members (excluding auxiliary members), thirty-five (35) percent of the membership shall constitute a quorum for the election of members of the Board of Directors. Once the membership exceeds fifty (50) members, twenty-five (25) members shall constitute a quorum for the election of members of the Board of Directors. The transaction of other business requiring approval of the membership at any general membership meeting or special meeting of *The Club* shall be by majority vote of the membership present at the meeting.

Section 5. Rules

Any question concerning parliamentary procedure at meetings shall be determined by reference to *Robert's Rules of Order*.

Article VIII Voting

Each member (excluding auxiliary members) who is at least twenty-one (21) years old, is current with dues, and is present at the membership meeting shall be entitled to vote. No one shall be permitted to vote by proxy. The privilege of the floor shall be extended to any member entitled to vote at meetings of *The Club*.

Article IX Board of Directors

Section I Composition

The Board of Directors shall consist of the officers: President, Vice President, Secretary, Treasurer, and three (3) Directors-at-Large. If an immediate past President of *The Club* is willing and available to serve, the immediate past-President *may* fill one of the Directors-at-Large positions in order to afford a smooth and efficient transfer of leadership with the new Board's approval. All the elected Directors shall be members of *The Club*.

Section II Terms

The officers of the Board of Directors shall be elected by a plurality of votes cast at the annual meeting and serve for a term of two (2) years, with the exception of the Directors-at-Large, which will be staggered. Two Directors-at-Large will, initially, serve a term of two (2) years, and one Director-at-Large will, initially, serve for a term on one (1) year.

Section III Authority

The members of the Board of Directors shall have control of and be responsible for the management of the affairs and property of *The Club*, shall have power to fill vacancies on the Board for the unexpired portion of any term either upon or without recommendation, shall have full discretion in the assessment of dues for *The Club*, and generally shall have full power to do, or require to be done, everything deemed necessary or expedient for the promotion and protection of the welfare of *The Club* to the full extent permitted by law.

Section IV Removal of Members

Members of the Board of Directors may be removed for cause by a two-thirds (2/3) majority vote of the members of the Board of Directors, provided written notice of the meeting indicating the intent to remove a member of the Board has also been given to any individual member of the Board of Directors whose removal is to be considered at said meeting. Cause shall be defined as failure to attend meetings on a regular basis or conduct that is deemed detrimental to the stated Purposes of *The Club* in the reasonable discretion of the Board of Directors.

Article X Board Meetings

Section I Meetings

There shall be a minimum of one annual meeting of the newly-elected members of the Board of Directors of *The Club* for the purpose of planning the programs, appointing officers and setting the dues for the coming year, which meeting shall be held thirty (30) days after the annual membership meeting. There may be such additional meetings of the Directors as the President in his/her discretion may call, but no less than four (4) meetings per year.

Section II Quorum

At least five (5) members of the Board of Directors shall constitute a quorum for the transaction of any business.

Article XI Officers and Committees

Section I Officers and Terms

The officers of this organization shall be a President, Vice-President, Secretary, and Treasurer, all of whom shall be appointed by the Board of Directors to serve a period of two (2) years beginning January 1, until the newly-elected Board successors are elected. Officers may see more than two consecutive terms of office. The officers must be twenty-one (21) years of age or older, actively involved in attending program events, and members of *The Club* for a minimum of one year in good standing.

Section II President

The President shall be the Chief Executive Officer of *The Club* and shall preside at all meetings of membership, officers, and Board of Directors. The President shall appoint from among the membership Committees deemed necessary for the effective operation of *The Club*. The President shall have general and active management of the business of *The Club*, shall see that all orders and resolutions of the Officers and the Board of Directors are carried into effect, and subject to the right of the Board of Directors to delegate to any other Officer(s), any specific powers except as may be exclusively conferred on the President by statute, shall be an ex-officio member of all committees, and shall have the general powers and duties of supervision and management usually vested in the office of President of an organization.

Section III Vice President

The Vice President shall take the place of the President and perform his/her duties whenever the President is absent or unable to act. In the case of disability, absence, or other disqualification of the President, the Vice President shall discharge the duties of the President. In the event the President and Vice President shall be absent or unable to act, the Board of Directors shall appoint some other member to serve on the Board of Directors to serve in the capacity of President on an interim basis and the assumption of duties of such appointed member of the Board shall terminate upon the return or recovery of the President or Vice President. Notwithstanding the provisions of Article XIII, the Vice President shall conduct a periodic review of the Bylaws at five (5) year intervals, or sooner, and recommend to the President whether or not a Committee can be formed to propose revisions to the Bylaws.

Section IV Secretary

The Secretary shall attend all meetings of the Officers, Board of Directors, and the membership and act as clerk thereof and record all the votes of *The Club* and minutes of all its transactions in a book kept for that purpose and perform like duties for any Committee requested. The Secretary shall give, or cause to be given, notice of all meetings of membership, Officers, Board of Directors, and all programs of *The Club*. In addition, the Secretary shall conduct all official correspondence and perform such other duties as may be prescribed by the Board of Directors or President. All records of *The Club* shall be turned over to the successor at the end of the Secretary's term of office.

Section V Treasurer

The Treasurer shall have custody of *The Club's* funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to *The Club*. The Treasurer shall disburse the funds of *The Club* as approved by the Board of Directors, taking proper vouchers for such disbursement, and shall render to the President and the Board of Directors, whenever they may require, an account of all transactions and of the financial condition of *The Club*. All records of *The Club* maintained by the Treasurer shall remain property of *The Club* and shall be turned over to the successor at the end of the Treasurer's term of office. The Treasurer shall report the financial status of *The Club* to the membership at the annual meeting and at one or more

general meetings, or special meetings, as directed by the President, and shall be responsible for maintaining the list of membership of *The Club*.

Section VI Committees

The President may appoint Committees and shall appoint a Chairperson of such Committees. The Committees, so appointed, shall consist of as many members as the Chairperson may deem necessary. All recommendations presented by the Committee of the Board of Directors shall be implemented only upon approval by a majority vote of the Board of Directors. Minutes of Committee meetings will be worded and reported at the general membership meetings.

Article XII Elections

Section I Nominations

Eligibility for members of the Board of Directors is open to all who are active members of *The Club* for a minimum of one year in good standing. At least one (1) candidate shall be nominated for each position to be filled by election. The names of all such candidates shall be listed for the designated position for which they are nominated (in alphabetical order where there may be more than one candidate) on a ballot which shall also provide sufficient blank lines for adding the names of other nominees made from the floor at the annual meeting.

Section II Additional Nominations

Members of *The Club* shall have the privilege of nominating additional candidates from the floor at the annual meeting of membership for the election of members of the Board of Directors.

Section III Judges of Elections

The Chairperson of the Nominating Committee shall appoint at least three (3) members of *The Club* present at the annual meeting to act as Judges of Election. Voting shall be by secret written ballots distributed by the Judges of Election at the annual meeting. Votes shall be tallied upon completion of the balloting by the Judges of Election, and the results of the election shall be announced at the annual meeting.

Article XIII Amendment of Bylaws

The Bylaws may be amended by a vote of at least three (3) of the members of the Board of Directors present at a regular or special meeting of the Board of Directors. The proposed amendment(s) shall be emailed or mailed to the members of the Board of Directors with at least seven (7) days prior notice of the meeting. If fewer than three (3) of the Directors are present at the meeting, a vote to amend the Bylaws **cannot** take place. No amendments to the Bylaws shall take effect until ratified by a vote of two-thirds (2/3) of the members present at a general or special meeting. Notice of intent to ratify the amendments to the Bylaws shall be emailed or mailed to the members in good standing with at least seven (7) days prior to the notice of the meeting.

The membership shall be able to present suggested changes to Bylaws and present them to the Vice President for presentation to the Board of Directors at a regularly scheduled meeting of the Board of Directors.

Article XIV Written Documents

Any instrument in writing (contracts, etc.) entered into between *The Club* and any person, co-partnership, association, or corporation, with prior approval of the Board of Directors, shall have been properly executed for and on behalf of this organization when signed by the President, or in his/her absence, by the Vice-President together with any other officer.

Article XV Social Media

The use of social media for the sole purpose of promoting *Club* events/activities such as pictures, videos, newsletters, newspapers, etc. is assumed to be permitted by *The Club* and its members unless authorization is declined by an individual *Club* member in writing.

Article XVI Gender and Number

Words of gender herein shall include any other gender, and the singular shall include the plural and vice verb whenever the same is necessary to produce a fair and meaningful construction.

Article XVII Indemnification

The Club shall indemnify any Director, Officer, Employee, or Agent of *The Club* for actions arising from performance of their duties on behalf of *The Club* to the full extent permitted by the law, except for actions constituting gross negligence or willful misconduct.

Article XVIII Effective Date

These Bylaws shall be effective immediately upon the approval by a majority of the Board of Directors.