

THE LINCOLN HILLS ITALIAN CLUB

BYLAWS

Article 1

1.1 Purpose

- A. The Lincoln Hills Italian Club is a private social club. The Club's purpose is to promote the Italian Culture, acquaint its members with other Italians, and live life to the fullest.

1.2 Name

- A. The name of this organization shall be known as ***Lincoln Hills Italian Club (LHIC)***.

1.3 Membership

- A. Any person of Italian descent and his/her spouse or significant other residing in Sun City Lincoln Hills may apply for membership. A non-Italian spouse or significant other who is a current member "in good standing" with his/her Italian spouse or significant other, remains qualified for membership upon the death or divorce of his/her Italian spouse.
- B. Prospective members may attend one Italian Club function before deciding to join, but are not eligible for special events or prizes.
- C. The organization does not contemplate ~~pecuniary~~ (monetary) gain or profit to the members thereof and is organized for nonprofit purposes.
- D. The LHIC Board of Directors (herein called "Board") shall have the authority, by a majority vote of the Board members in attendance at a regularly scheduled meeting or a special meeting, to suspend or expel a member for conduct, which, in the Board's judgment reflects negatively on the reputation and character of the club and/or Board. (Refer to Board Policy #1)
- E. The Board reserves the right to refuse membership to any previous member for prior conduct, which has reflected poorly on the reputation and character of the club and/or Board. The vote by the Board shall be a two-thirds vote of the Board members in attendance at a regularly scheduled Board meeting or a special meeting to refuse membership for prior inappropriate conduct, which is detrimental to the reputation and character of the club and/or Board. (Refer to Board Policy #1)

1.4 Dues

- A. The Board may adjust the dues annually for the fiscal year, which is from July 1 to June 30. Dues will be considered delinquent after August 1 and the delinquent member will not be allowed to attend any LHIC events until their dues are paid and they are re-instated by the Board. Membership dues are nonrefundable. All members will sign a Liability Waiver at the time of enrollment.

1.5 Officers and Board

- A. All members in good standing are eligible to hold a position on the Board.
- B. As a prerequisite for the office of President, a member must have served on the Board for a minimum of one year within the past 5 years.

- C. The Board shall consist of the elected positions and appointed positions as described below. The Board shall consist of a maximum of 13 members, which includes the Immediate Past President.
- D. There will be four elected officers of the Club. They are: President, Vice President, Secretary, and Treasurer.
- E. The term of office for elected officers shall be two years. An elected officer shall not serve more than two consecutive terms in the same position. If, however, an incumbent's term is over and no member has stepped forward to run for the elected position, the current incumbent, if willing, may continue to serve an additional one or two years with approval of the Board. If the incumbent is not willing to serve another one or two years, the President, with approval of the Board, may appoint a member in good standing to that position.
- F. Elected and appointed officers shall be introduced at the July Inaugural.
- G. The newly elected and appointed officers shall commence on July 1 and end on June 30.
- H. The treasurer shall prepare the financial reports for the prior fiscal year and submit them to an outside independent accountant for review. The accountant will prepare and submit the required tax forms for the year and provide a copy to the treasurer.
- I. The four elected members, along with the Membership Director and Activity Director(s)-maximum of two, shall be named the Executive Committee. The Executive Committee will be a maximum of 7 members. The Executive Committee has the authority to make binding decisions in between scheduled board meetings.
- J. The President shall appoint the following positions: Membership Director, Activity Director(s)-maximum of two, Publicity Director, Webmaster, Photographer, Historian, and Officer-at-Large.
- K. The Board shall transact all Club business. A quorum (50% of the Board, which must include two (2) elected officers) is required to transact all binding policies or non-budgeted dispersal of funds.
- L. Each Board member, with the exception of the Immediate Past President, shall have one (1) vote. The Immediate Past President may cast the deciding vote in case of a tie vote. A simple majority is required to pass a motion.
- M. It shall be incumbent for each Board member to provide for the continuity of their duties at any scheduled meeting or event, in the event of his/her absence.
- N. The Immediate Past President shall have the discretion to remain in an ex-officio capacity as a member of the Board for up to two years.
- O. In the event an appointed Board position can't be filled, the President may, with Board approval, recruit outside the membership and that person shall become an "honorary member" and/or" a paid staff member. Note: An honorary member does not pay annual dues to the club.
- P. The LHIC shall indemnify and may advance expenses to all of its directors, officers, employees or agents of said club who were or are threatened to be made a defendant or respondent to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he/she is or was a director, officer, agent of LHIC, to the fullest extent that is expressly permitted or required by the statutes of the State of California and all other applicable law.

1.6 Board Duties

- A. The Board's (elected officers and appointed positions), duties, responsibilities, and procedures are enumerated in the Board Policies and may be changed at the request of the President and with the approval of the Board. (Refer to Board Policy #2)

MEETINGS AND ACTIVITIES

Article 2

2.1 Board Meetings/AGM Meeting

- A. The Board shall meet monthly on a designated date. The President may call special Board meetings as necessary.
- B. Board members shall miss no more than four (4) Board meetings during the Fiscal Year, July 1 - June 30.
- C. The LHIC shall have an Annual General Membership (AGM) Meeting in October of each year. This event is for current members only. The Annual Finance Report and the Bylaws will be reviewed and discussed at the meeting. The membership in attendance will vote on any changes to the Bylaws after the Vice-President has reviewed them. The President will discuss the Board's goals for the upcoming year and will discuss any new ideas with the membership during the meeting.
- D. The membership agrees to host one "Thank You" dinner a year as an expression of gratitude and appreciation for the dedicated volunteers that comprise our Board and to limit spending for this dinner to an amount approved by the Board.
- E. The membership agrees to host one "Thank You" lunch a year as an expression of gratitude and appreciation for the dedicated volunteers that comprise the Activity Committee and to limit spending for this lunch to an amount approved by the Board.

2.2 Club Activities

- A. The Activities Director(s) will be responsible for planning the activities.
- B. All activities are open to members only, unless specifically provided by action of the Board. If a quota is required and it has not been met by the cutoff date, then guests may be invited. Single members may bring a guest and that guest will be counted in determining whether a quota has been met.
- C. No reservations will be honored without payment in full.
- D. Notwithstanding any of the above statement of purposes and powers, this organization shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this organization.

ELECTIONS

Article 3

3.1 Nominating Committee

- A. The Nominating Committee shall be formed in January consisting of three (3) members chosen by the President from the general membership. Any given year, the Board may adjust the number of the members on the Nominating Committee.
- B. The President shall appoint the Chairperson.
- C. Once the nominating committee has been formed, an electronic message shall be sent to the membership announcing all elected and appointed open Board positions and the instructions for how to apply. These open Board positions and instructions for how to apply shall also be posted on the Club website.
- D. The Nominating Committee will seek out members who may be interested in running for any of the elected or appointed open positions on the Board. A member of the LHIC, in good standing, may submit their name for an open position on the Board by March 30 of each year.
- E. The committee chair will present a list of qualified and consenting nominees to the Board at the April Board meeting.
- F. The Board will present the list of candidates who would like to be elected to the officer positions to the membership after the April Board meeting and the candidates may begin campaigning.

3.2 Voting Procedures

- A. Voting will begin by the 10th of May by electronic ballot, in a format approved by the Board. Each member is entitled to one vote for each position. All votes must be received by May 24th in order to be counted.
- B. The President shall appoint a three-member committee to tabulate the ballots. This shall be completed by May 30. When the votes are tallied, those candidates receiving the highest number of votes will be considered elected by to the Board.
- C. Those newly elected officers will meet with the returning officers at the June Board meeting. The President will appoint the Activity Director(s), Membership Director, Publicity Director, Photographer, Webmaster, Historian, and the Officer-at-Large at the June Meeting. The newly elected officers will assume their duties at the July meeting.
- D. In the case of an uncontested election for a position, the Board at their May Meeting may approve the candidate for the following year.

INCAPACITY OR RESIGNATION OF A BOARD MEMBER

Article 4

4.1 Resignation/New Positions

- A. If an appointed member of the Board becomes incapacitated or resigns, or is unable to serve his/her term, the President shall appoint a replacement from the membership to fulfill the remainder of the term.

- B. If an elected Officer becomes incapacitated or resigns, or is unable to serve their term, the Board will, by majority vote, appoint a replacement to fulfill the remainder of the term. This person will not be subject to the two-year limitation rule and may run for office at the end of his/her immediate term.
- C. If a LHIC Bylaw change creates a new Officer position prior to the time that normal elections are held, the Board will, by majority vote, appoint a member to serve the remainder of the fiscal year. This person will not be subject to the two-year limitation rule, and may run for office at the end of his/her immediate term.

COMMITTEES

Article 5

5.1 Committees

- A. The Board may form standing committees to complete the goals of the organization.
- B. The Membership Matters Committee has been established to increase the number of members of the LHIC. The Membership Director will chair, or designate a committee member to chair, this committee. This committee's function is to reach out to prospective new members ~~each spring/summer~~.
- C. The Ambassador Program is designed for a member Ambassador to greet new members at their first attended function and introduce them to other members in an effort to make them feel welcome.

OPERATING PROCEDURES

Article 6

6.1 Donations

- A. Businesses contributing door prizes or services to the Club may be acknowledged for their donations.
- B. No club funds shall be used for charitable donations, other than costs involved with club events.

6.2 Solicitation

- A. No member or representative of a political, religious, service club, non-profit, or business organization shall be allowed to address the membership solely for the purpose of solicitation.

6.3 Contracts

- A. No member of the club may enter into any contract or incur any liability on behalf of the club, unless so authorized by the Board.

6.4. Use of Club Funds

- A. Members shall not use the club for personal or financial gain.

PARLIAMENTARY AUTHORITY

Article 7

7.1 Parliamentary Procedures

- A. Robert's Rules of Order shall govern the Italian Club in all parliamentary procedures. The Board shall review the Bylaws and Policies annually. The Board shall approve proposed amendments to the LHIC Bylaws before they are presented to the membership. Approval by a majority of the membership voting is required for acceptance of the proposed amendments.
- B. Changes to the Board's duties, enumerated in the Board Policies, do not require an amendment to the Bylaws.

| | |
|-------------------|--|
| 09/04/2024 | Approved by Board of Directors |
| 10/04/2023 | Approved by the membership at Annual General Membership meeting |
| 09/06/2023 | Approved by Board of Directors |
| 10/07/2020 | Approved by the membership at Annual General Membership meeting |
| 08/05/2020 | Approved by Board of Directors |