

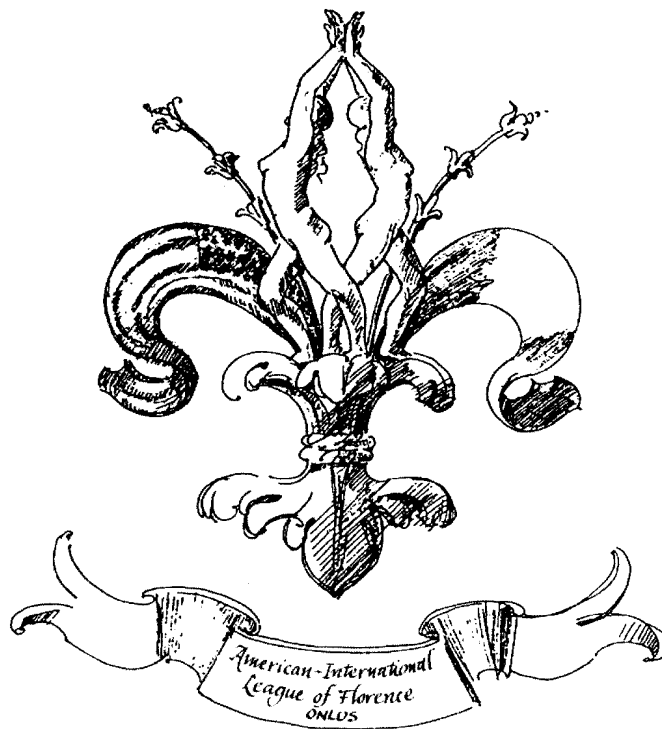
**THE AMERICAN-INTERNATIONAL
LEAGUE OF FLORENCE – ONLUS**

CONSTITUTION

NEW VERSION AS OF 1 APRIL 2008

**American-International League
of Florence - ONLUS**

(A.I.L.O.)



CONSTITUTION

Article 1. Name

In accordance with Article 36 and corresponding Articles of the Italian Civil Code the Association denominated “The American International League of Florence - ONLUS” is hereby established. The term ONLUS (Non-Profit Organization for Social Utility) must be used wherever the title of the Association appears in written form or in any other form presented to the public.

Article 2. Location

The official address of the location shall be the address of the accountant.

Article 3. Purpose

The sole purpose of this non-profit organization shall be to contribute to community well-being through programs of social assistance and fund-raising for charity.

The Association may not carry out activities different from those stated above with the exception of business directly or indirectly connected to the stated purpose of the group.

Article 4. Affiliation

The Association is a member of the Federation of American Women’s Clubs Overseas (FAWCO).

Article 5. Membership

Membership shall be open, subject to acceptance by the Board, to individuals with a good command of the English language who are interested in the goals of the Association, who apply for membership, and who agree to pay the established annual dues.

The term of membership shall be indefinite and may not be limited by the Board to a temporary period.

The categories of membership include Regular and Life members; the latter qualification is awarded by the Board in recognition of exceptional service to the Association.

All members shall receive a monthly newsletter and an annual membership directory, shall be admitted to full participation in the activities of the Association and, if of legal age, shall have the right to vote for the approval and modifications of the Constitution, the election of members to the Board, and the approval of the annual proposed budget and closing financial statement.

All members of legal age are eligible for elective office. The position of Honorary President is offered to the Consul General of the United States of America in Florence or to the spouse of the Consul General. The Honorary President does not pay annual dues and may not vote or hold elective office.

Persons or organizations that support the purposes of the Association through donations may be designated Patrons of the Association.

Transfer members from other FAWCO clubs are eligible for immediate membership without prior approval of the Board.

Membership in the Association is personal and not transferable to other individuals. Membership ceases only with death, resignation, non-payment of dues by the end of the

calendar year, or expulsion of the member. Expulsion is decided upon by a vote of the majority of the Board and put into effect only if the member is deemed to be seriously negligent in adhering to the obligations of the Association.

It is incumbent upon members to keep the appropriate Membership Chair informed of their current address.

Article 6. The Board

The Association is administered by a Board composed of a variable number of members, with a minimum of four, elected by Regular and Life Members at a General Meeting.

The Executive Board is composed of a President, a Vice President, a Treasurer, and a Recording Secretary. The Board is composed of the Executive Board and a delegate for each of the activities that the Membership deems necessary for carrying out the purposes of the Association.

Each Board Member has one vote. No one may hold more than one position at a time on the Board.

Board meetings are established by the Board and convened by the President. A majority of the Board members must be present for a meeting to be valid. Decisions are then valid with a majority vote of those present. Board members are elected for a term of two fiscal years and, upon conclusion of an entire term, may not be re-elected to the Board until at least one full fiscal year has passed. There are two exceptions to this rule. The first is the position of Newsletter Chair if no new candidate can be found. The second is the position of President, for which any Board member, except the current President, can be nominated and elected.

The Board may accept or request the resignation of any Board member at any time. If a Board position becomes vacant the Board should seek a candidate to fill the vacant post. The

new member remains in office until the end of the vacated term. If the vacated term is for a period of not more than one year the member can present herself for re-election for that or any other position.

a. The President is the legal representative of the Association, presides over regular and extra-ordinary General Meetings and Board Meetings, votes at Board meetings only in case of tie vote, has power of signature in financial and bank transactions, assists the Treasurer in preparing annual budget statements, and supervises all committees with the exception of the Nominating Committee.

b. The Vice-President acts as substitute for the President in case of absence or illness, is responsible for planning programs and activities at General Meetings and maintains an annual calendar of projects and events.

c. The Recording Secretary writes the Minutes of the General and Board meetings, is responsible for the distribution and filing of these minutes, prepares a summary of the principal decisions approved by the Board and at General Meetings, and makes these regularly available to the Membership.

d. The Treasurer is responsible for the collection and distribution of the funds of the Association, for all bank operations, for registering all income and payments, for recording all expenses or earnings gathered by Board members in their individual areas of activity, for preparing and distributing periodic financial statements, and for preparing the Annual Budget and closing Financial Statement in cooperation with the President. The Treasurer has signature authority in financial transactions along with co-signature of the President for amounts to be determined by the Board.

Article 7. Calendar and Meetings

The fiscal year of the Association extends from the 1st of July to the 30th of June of the following year.

Dates for General Meetings, open to all members, are set by the Board. A General Meeting must be held at least once per year for approval of the annual Financial Statement within six months of the close of the previous fiscal year.

At the discretion of the Board, General Meetings are held the first Tuesday of the month.

General Meetings are scheduled by the Board and convened by the President by mail, FAX, telephone or other means at least seven days before the meeting except in situations of particular urgency, in which case the period may be reduced to one day.

For a General Meeting to be confirmed it must be attended by a quorum of at least fifteen percent of the Membership. Decisions are then valid by majority vote of those present. Each member has one vote. Voting can be by raised hand, written ballot, or voting card. In the case of voting by written ballot, absentee ballots shall be accepted.

Voting by raised hand and voting cards is not permitted for the following decisions: annual dues, estimated budget, approval of yearly financial statement, Board elections, and amendments to the Constitution.

Proposals on issues requiring a written ballot will be sent to members, along with the ballot and notification of the date of voting, at least fifteen days before the voting. Members must cast the original ballot; photocopies or faxes of the original ballot will not be accepted. Each member must sign-in at the meeting in order to cast a ballot. In the case of an absentee ballot, it must be received by the Recording Secretary in a signed sealed envelope no less than one day prior to voting.

The ballot will be opened and counted along with the other votes on voting day.

Article 8. Elections

At least three months before the General Meeting designated for elections the Board elects a Nominating Committee composed of five members, only two of whom may be part of the Board.

The Newsletter Chair must advise the membership by written notification the vacant Board positions for the following year. After soliciting candidates from the membership, the Committee shall propose at least one candidate for each post to be filled.

Independent nominations may be made with the signatures of fifteen members in good standing and filed with the Recording Secretary at least one month before the election date.

Elections shall take place, ordinarily, in the month of May. Notice of the election meeting and the slate of nominees shall be sent to the General Membership at least fifteen days prior to that meeting.

Results of the election voting shall be announced at the end of the election meeting.

Elected candidates assume office on the first day of July following the election.

Article 9. Assets and Donations

The Assets of the Association are made up of cash on hand, any real estate or goods that may come into the possession of the Association, donations, legacies, bequests, and contributions from public or private persons or entities as

well as operative surpluses. In order to achieve its aims the Association relies on the following income:

- Dues and deposits from Members and third parties
- Income, such as interest, deriving from financial holdings
- Income earned from projects and activities.

All members except Life Members are obligated to pay the annual dues established from year to year by the Board by the end of that calendar year. Contributions to the holdings of the Association may be of any sort and are in all cases un-refundable. In no case are contributions of any kind to the Association refunded, not even in case of the dissolution of the group or the death, resignation, or expulsion of a member.

Article 10. Annual Budget

The President and the Treasurer draw up the annual Proposed Budget and final Financial Statement of the Association for the current fiscal year. These must be sent to all members at least fifteen days before the meeting at which they are to be approved. The Board, by a majority of those present, may authorize unbudgeted expenditures within the limit stipulated by the Bylaws. Unexpected expenditures above the stipulated amount must be specifically approved by the Membership.

As long as the Association is in existence it is forbidden to distribute, directly or indirectly, funds or surpluses among members or in other ways not related to the stated purpose of the Association unless the distribution is imposed by law or is in favor of a similarly structured ONLUS.

The Association is obligated to apply any surpluses toward activities directly connected to its stated purposes.

Article 11. Charity

Disbursement of funds earned for charitable projects is determined by the Membership based upon recommendations from the Board.

The Association may not make charitable donations outside the Province of Florence with the exception of those destined for FAWCO programs.

Article 12. Audit and Inspection

The membership or the Board may decide to submit financial records and books to an outside audit by an authorized public agent.

Prior to the installation of a new President or a new Treasurer, a check of the Association's financial records shall be made jointly by the outgoing President and/or Treasurer and the incoming President and/or Treasurer.

Article 13. Constitutional Modifications

In order to modify this Constitution, it is necessary to convoke an extraordinary General Meeting of which the Membership has been informed by written notification postmarked at least fifteen days before the meeting.

The written notification must state the modifications proposed, which must then be approved by two-thirds of the members present at a meeting at which there is a quorum of the Membership.

Constitutional amendments may be proposed by the Board as well as by the Membership. Amendments proposed by the Membership must be signed by at least fifteen members and filed with the Recording Secretary, who shall submit such

proposals to the Board for immediate action at the first subsequent Board Meeting.

Article 14. Dissolution

To dissolve the Association, a specific extraordinary General Meeting must be called by means of written notification to the Membership postmarked at least twenty-one days before the meeting and containing the reasons for the dissolution. At the extraordinary meeting, the Membership must also choose one or more persons to liquidate the financial resources of the Association and determine what the duties and powers of the liquidator(s) shall be.

Approval of dissolution shall require a two-thirds majority vote of those present, provided that there is a quorum.

Upon dissolution, for whatever reason, the assets and activities of the Association, if any, must be transferred to one or more similar Non-Profit Organizations for Social Utility or Public welfare, in accordance with Article 3, Section 190 of the Law 23/12/96 No. 662, unless other destinations are imposed by law.

BY-LAWS AND STANDING RULES

BY-LAWS

Bylaws are adopted, rescinded, or amended by a majority vote of members present at a General Meeting, provided that there is a quorum. Prior written notification to Members is necessary. The Association shall be referred to in these Bylaws as “the League.”

Article 1. Procedures

Section 1. Parliamentary Procedure. Where not otherwise prescribed herein, all League and Committee business shall be conducted according to *Robert’s Rules of Order*.

Section 2. General. These Bylaws shall not be in conflict with the Constitution. The League stands against any public and/or private discrimination based upon race, age, color, creed, national origin, religion, ethnic identity, sexual orientation, economic status, philosophical persuasion, or physical disability. The League stands against any use of its name by members for personal or professional gain.

Article 2. Membership

Section 1. Sponsorship. Applicants for Membership must have their application signed by two members.

Section 2. Transfer Members from other FAWCO Clubs. Transfer Members from other FAWCO Clubs shall be automatically accepted to Membership upon presentation of a

membership application and are exempt from the sponsorship requirement.

Section 3. Readmission. Former members who resigned and would like to rejoin the League shall be required to complete a membership application, although they shall be exempt from the sponsorship requirement. Former members whose membership lapsed because of non-payment of dues or other debts must follow the same admission procedure required of first-time applicants. The Board shall determine if unpaid fees or other debts must be paid to the League prior to their readmittance.

Section 4. Out-Of-Country Members. A member who leaves Italy may maintain membership by paying annual dues.

Article 3. The Board

Section 1. Additional Duty of the President. Upon completion of the term of office the President becomes a Counselor.

Section 2. Additional Duty of the Recording Secretary. The Recording Secretary shall receive and record floor nominations from the Membership, collect and record absentee ballots cast at General Meetings where voting by ballot takes place, shall carry on official League correspondence upon request by the President or the Board, and shall prepare a year end summary of policy decisions and changes for the June Newsletter.

Section 3. Composition of the Board. In addition to the President, Vice President, Recording Secretary, and Treasurer, the Board shall be composed of the Chairs of the Standing Committees and a Parliamentarian. The Standing Committees shall be Community Service, Computer Operations, Cultural Program, Donation Research, FAWCO, Fund Raising,

Membership, Newsletter, Night Owl, Social Activities, and Neighborhoods.

Section 4. Duties of Chairs of Standing Committees.

Each Chair shall be responsible for the work of a Standing Committee and may appoint a Vice-Chair.

a. The Community Service Chair shall organize activities at institutions in the local community and shall coordinate members' participation in special programs.

b. The Computer Operations Chair shall receive and record computer-ready information, shall provide for its storage on hard discs, shall provide copies of computer-stored information to other Board Members as requested, shall update computer information on a regular basis, shall maintain the League website, and shall be responsible for league internet and email policy with approval from the Board.

c. The Cultural Program Chair shall be responsible for developing and directing the League's cultural activities. These activities shall include lectures, sight-seeing trips, visits, and tours and are offered to League Members at cost.

d. The Donation Research Chair shall be responsible for distributing donation research application forms to the General membership by the end of the fiscal year. A member may nominate one charity in any given year. The deadline for submitting applications shall be established by the Committee. Projects must come from within the Province of Florence and have a detailed request for a

specific amount of money and for a specific project. The Committee shall verify the applicants' requests with an on-site visit and shall develop and distribute a voting slate whereby the General Membership shall vote to allocate proceeds from the Annual Bazaar. The General Meeting prior to the Bazaar should be dedicated to the verbal presentation of *each* donation request with justification of all those accepted or rejected. Voting shall take place by the Membership at the first meeting following the Christmas Bazaar. Monies shall be distributed to successful applicants upon presentation of a valid receipt by each charity.

e. The FAWCO Representative shall work as a liaison between the League and FAWCO headquarters and other FAWCO-member clubs and shall work to inform League Members of the value and benefits of FAWCO affiliation. The Representative shall organize fundraising events for the benefit of FAWCO projects.

f. The Fund-Raising Chair shall organize fund-raising activities on behalf of the League and shall oversee programs such as theme dinners, raffles, and other fundraisers. The money collected by fund-raising activities goes to the League and helps to cover general expenses.

g. The Membership Chair shall organize annual membership renewal, process membership applications, inform new members of their acceptance, prepare new members' packets, prepare and replace badges for new and current members, keep an accurate list of members with complete and up-to-date directory information, collect

dues, provide the Neighborhood Chair and Newsletter Chair with pertinent information about new members or current members who have reported information changes, and produce and distribute the annual Membership Directory to all League Members. The Chair should organize at least two new member events per year.

h. The Newsletter Chair (Editor), with the assistance of the Newsletter team, shall produce the Newsletter for each month that the League holds a General Meeting or as determined by the Board and shall be responsible for its distribution. The Newsletter shall communicate League activities, organizational policy, and members' news.

i. The Night Owl Chair shall organize meetings and activities for members who are not usually able to attend regular General Meetings. The Chair is responsible for keeping members informed of Club decisions and announcements, organizing the Night Owl events, including speaker, venue and catering.

j. The Social Activities Chair shall organize social events, including after-meeting luncheons, evening events and holiday celebrations. These activities are open to League Members and, in some instances, to their spouses and guests for a fee.

k. The Neighborhood Chair shall organize geographical zoning of the members, prepare the neighborhood list for inclusion in the Annual Membership Directory, appoint Neighborhood Hostesses, coordinate neighborhood activities and schedule All-Neighborhood lunches.

1. The Parliamentarian shall advise on matters of parliamentary procedure in order to help maintain order and fairness during the League's General Meetings and Board Meetings. The Parliamentarian must have a working knowledge of parliamentary procedures and *Robert's Rules of Order* or have an interest in developing the expertise required. The Parliamentarian's purpose is to maintain adherence to and observance of parliamentary procedures at official meetings.

Section 4. Limitation of Liability for Board Members. Individual Board Members shall not be liable for any financial obligations incurred by the League.

Article 4. Meetings

Section 1. English Language. All General Meetings and Board Meetings shall be conducted in English, and **speakers** shall be expected to address the Membership in English.

Section 2. General meetings. General meetings shall be held from October through June.

Section 3. Board Meetings. Board Meetings shall be held at least once a month prior to the General Meetings and once prior to the end of the fiscal year.

Section 4. Special Meetings. Special Meetings may be called by the President or by the Board. Written notice of Special Meetings shall be sent to the Membership and, except in cases otherwise specified in the Constitution and these Bylaws, shall be postmarked at least fifteen days prior to the General Meeting.

Article 5. Dues, Fees, and Payments

Section 1. Dues. Payment of annual dues constitutes renewal of membership.

Annual dues shall be set by the Board.

Section 2. Exemptions. The Honorary President and Life Members shall be exempt from payment of annual dues.

Section 3. Penalties. Late payment of annual dues may be penalized by payment of a late fee. Members whose dues or other League debts are in arrears may be excluded from the annual Membership Roster.

Section 4. Fees. All activities which require a fee not destined for charity projects must be self-sustained without financial assistance from the League. When fees are applicable for League activities, all members may participate at the same rate of payment. For League functions where there is a charge, guests may be charged a higher fee than that charged to League members. Any such additional fees shall be set by the Board. The Board may invite, at League expense, a limited number of guests to League functions where costs are incurred. applicable.

Section 5. Members' Financial Liability. League members shall be held financially responsible for all reservations they make, whether for themselves, for other members, or for guests. Committee Chairs may require payment in advance for attendance at League functions. A deadline date for reservations, payments, and cancellations shall be announced. Money may or may not be refunded for cancellations made after the announced deadline. For League functions where the organizing Chair does not request payment in advance, League members shall be billed for cancellations made after the announced deadline and for any no-shows.

Section 6. Unbudgeted Expenditures. The special disbursement of unbudgeted funds up to, but not exceeding, Euro 500,00 may be authorized by a majority of the Board Members present at a valid Board Meeting. Any unbudgeted expenditure in excess of Euro 500,00 for a single project shall not require prior notification, but shall require prior approval, at a regularly scheduled General Meeting, provided that there is a quorum, by a simple majority vote.

Section 7. Reimbursement policy. Reimbursements shall be made for the following Board, Standing Committee, and Special Committee expenses: postage, telephone and fax expenses, office supplies, and expenses directly involved in the discharge of League activities.

Section 8. Allocation of Christmas Bazaar Profits for Operating Expenses. A maximum of fifteen percent of each year's gross Bazaar profits shall be retained against League operating expenses. The Board reserves the right in any given year to release that fifteen percent, or any part thereof, to charity.

STANDING RULES

Standing Rules are adopted, rescinded, or amended by a majority vote of members present at a General Meeting provided that there is a quorum. No prior notification of members is necessary.

1. General. These standing rules shall not be in conflict with the Constitution or Bylaws of the League

2. Penalty for Late Payment of Annual Dues. The last day for payment of dues without incurrance of a late fee shall be the 15th of October. The penalty for late payment of dues shall be 20% of the annual dues.

3. Prorating of Transfer Members' Annual Dues. The first year's dues of individuals who transfer from other FAWCO affiliated clubs shall be prorated by dividing by the number of months in which the General Meetings are held and multiplying the result by the number of General meetings remaining in that League year.

4. Prorating of New Members' Annual Dues. The first year's dues of new members shall be prorated as follows:

- a. Members admitted before 1st January shall be assessed the full annual membership fee.
- b. Members admitted between 1st January and before 1st April shall be assessed two-thirds of the annual membership fee.
- c. Members admitted on or after 1st April shall be assessed one-third of the annual membership fee.

5. Reimbursement of Expenses. Expenses incurred by Board Members shall be submitted with a valid receipt to the Treasurer for reimbursement according to the procedures established by the incumbent Treasurer. Expenses incurred by members who are not on the Board shall be submitted to the responsible Committee Chair for reimbursement.

6. Bank Reserve. At the end of the fiscal year, and after all outstanding debts are paid, a minimum of EURO 10,000 shall be left in reserve in a bank account in addition to any dues or donations given in advance for the following year. The purpose of this fund is to cover any sudden deficit or increase in operating costs.

7. Attendance at FAWCO conference. The FAWCO representative shall attend the annual FAWCO conference at the League's expense. The Board will determine what percentage of League funds may be allocated to cover presidential expenses for the conference before the approval of the estimated budget each year.

8. Procedure for Grievances. Any member with a perceived legitimate grievance may submit a letter to a member of the Executive Board or the Parliamentarian for consideration and discussion. The member will be informed in writing of the outcome. If the member is not satisfied with the outcome, said member, may present the grievance to the full Board for subsequent action.

Raffaella Vittoria e Alessandro Danti
Sponsors

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