



**CONSTITUTION**

**OF THE**

**ITALIAN-AMERICAN CLUB**

**OF LIVONIA**

Including All Amendments  
Adopted At  
ITALIAN-AMERICAN CLUB  
39200 Five Mile Road Livonia,  
Michigan 48154

As of  
JULY 29, 2009

The following pages contain the living law of our Italian-American Club of Livonia.

As our membership grows, we will strengthen our Constitution from time to time, by the democratic action taken at our general membership meetings. Through that process of gradual change, we will shape the body of our laws to meet new times and needs of our membership.

Between general membership meetings, this constitution is our basic guide. It serves as our standard for sound procedure and keeps us from actions which would undermine our unity and weaken our cause.

The Italian-American Club will continue to grow and this basic law will continue to reflect the needs of our membership.

Through wise use of our constitution, we demonstrate that people of Italian heritage can govern themselves as citizens of the community at all levels of society.

## **ARTICLE I**

### *TITLE*

SECTION 1 The name of this Organization is to be the ITALIAN-AMERICAN CLUB OF LIVONIA.

## **ARTICLE II**

### *PURPOSE*

SECTION 1 The purpose for which the corporation is organized is as follows:

To promote and infuse among its members and the community at large through education, civic, social and/or charitable endeavors, the continued interest and knowledge of the Italian language, culture and traditions.

## **ARTICLE III**

### *MEMBERSHIP*

SECTION 1 Membership in the Club shall be open to all families who have Italian ancestry by blood from either their maternal or paternal side and any person who is married to a person of Italian ancestry and who is basically in accord with the purposes above described.

SECTION 2 There shall be two types of memberships: Lifetime Memberships and Regular Memberships. Lifetime Memberships shall expire upon the death of the member, subject to conditions, exceptions and restrictions contained in this Constitution. Regular Memberships are renewable on a yearly basis. Both Memberships are not transferable except as specifically provided for herein.

SECTION 3 One interested in becoming a member of the Club must be sponsored by a member in good standing and apply with the Corresponding Secretary. Within thirty (30) days from filing and after proper investigation the Membership Committee shall make a report to the Board of Directors for the acceptance of the new member(s). Acceptance of any member is in the sole discretion of the Board of Directors.

SECTION 4 In the event of the death of a Lifetime member and the spouse is not an Italian; he/she may remain a member of the Club until he/she remarries. If the remaining spouse marries an Italian, he/she must reapply for Lifetime membership status at 50% of the current Lifetime membership fee.

In the event of a divorce of a Lifetime member: If the former spouse of the member is not an Italian, then the former spouse shall have no rights or membership privileges whatsoever including the right to remain or to become a member of the Club or use the Club facilities effective as of the date of the divorce decree. If, however, the former spouse is also an Italian, both shall retain Lifetime membership status, as of the date of the divorce decree, until one or the other remarries in which case the remarried spouse may apply for his/her own Lifetime membership status at 50% of the current Lifetime membership fee.

SECTION 5 An "Honorary Member" is a person who has been granted this privilege by the Board of Directors as a person who has made a substantial contribution to the Italian American Club of Livonia. This person shall have all of the rights enjoyed by a regular member, but shall not be required to pay any dues and is not entitled to vote.

SECTION 6 All members accepted by the Board of Directors and who have paid dues as established in Article IV shall be eligible to vote in the general assembly, to participate in all functions sponsored by the Club and to hold any position as Officer or Director. However, each family unit shall be limited to one (1) vote per family and, further; there shall be only one (1) member of a family, either as a candidate for election or service, on the Board of Directors as either an Officer or Director, at the same time. For purposes of the Constitution and By-Laws, family consists of a member and his or her spouse and all dependent children of said member under 21 years of age.

SECTION 7 All members and their spouses shall be prohibited from being employed by the Club in a full time management position.

#### **DUTIES OF A MEMBER**

SECTION 8 In order for a member to remain in "good standing" the member shall comply with all the regulations, duties and obligations set out in the Constitution, By-Laws and Regulations as in place from time to time.

It is the duty of all members to behave in a socially acceptable fashion when on the Club premises and be responsible for their guests to do the same. While the right of free expression and the right to disagree are fundamental to the democratic process, it is recognized that disorder and deliberate obstruction cannot be tolerated at any Club meeting, function, or other event, etc. If a member, or his or her guest, creates a disturbance or is deliberately obstructive he/she will be removed from the premises of the Club by a representative of the Board of Directors or by management.

## **ARTICLE IV**

### *INITIATION FEES AND DUES*

- SECTION 1 Annual and Lifetime dues shall be approved by a majority of the Board of Directors. Such amounts and terms of said dues and fees shall be contained in the minutes of the meeting prior to the increase and they shall prevail until otherwise changed. Any special assessments shall be approved by a majority of the general membership. Such amounts and terms of said assessments shall be contained in the minutes of the meeting prior to the increase and they shall prevail until otherwise changed.
- SECTION 2 A member who has not paid his/her dues by March 1 of the calendar year shall be considered to be a member not in good standing. A member not in good standing shall not enjoy the membership rights or privileges of any kind and will be removed from the membership roster. A member may re-apply as a new member in good standing provided he/she pays all arrears, current dues and assessments as determined by the Board of Directors.
- SECTION 3 A regular member may apply to the Board of Directors for a free membership upon becoming permanently disabled, provided that he/she has been a member in good standing for the previous ten years prior to the permanent disability. The determination to provide a free membership shall be at the sole and absolute discretion of the Board of Directors.

## **ARTICLE V**

### *OFFICERS AND BOARD OF DIRECTORS*

#### **ADMINISTRATIVE OFFICERS AND BOARD OF DIRECTORS**

- SECTION 1 (a) The affairs of Italian American Club of Livonia, Inc. shall be conducted by the Board of Directors, which shall be composed of 6 Officers elected by the general assembly to the Executive Committee, the immediate Past President and 5 Directors elected by the general assembly and 5 Directors appointed by the Executive Committee to serve a term of office for a period of two (2) years.
- (b) A Quorum shall be defined as a majority (50% plus one) of currently active, voting Officers and Directors.
- (c) The Officers of the Italian American Club of Livonia shall be know as the Executive Committee and are as follows:
- President
  - Vice-President
  - Recording Secretary
  - Corresponding Secretary
  - Treasurer
  - Sergeant-at-Arms
  - Past President

- SECTION 2 The President shall preside at all general and Board of Directors meetings of the Club. It shall be his/her duty to carry out the will of the membership as expressed at the regular and special meetings of the Board of Directors and general membership, and, in general, to conduct the affairs of the Club in the manner consistent with the authority and responsibility pertaining to his/her office. The President shall not serve as an Officer of the Italian American Banquet Center or the Italian American Club of Livonia Charitable Foundation.
- SECTION 3 In the absence of the President, the Vice-President shall discharge the duties of the President. The Vice-President shall also assist the President in accordance with his/her direction. In the event that the President should resign or be removed from office, the Vice-President shall assume the office of the President. The office of the Vice-President with its associated board position shall be filled by the Board of Directors. In the event the President and Vice-President's offices become vacant, a special election by the membership will be required to fill these offices. If a vacancy occurs in any other office then the Board of Directors shall fill the vacancy. If any director position becomes vacant the Executive Officers shall appoint the replacement.
- SECTION 4 The Treasurer shall keep account of all monies received by and expended for the use of the Club. In the temporary absence of the Treasurer, the Board of Directors will authorize one of the remaining officers to perform such duties of the Treasurer as may be necessary.
- a) Funds – All monies of the Club shall be deposited in a bank approved by the Board of Directors. An Audit Committee shall audit the Treasurer's account annually or at any other time prescribed by the majority vote of the Board of Directors.
  - b) Authorized signers shall be the President, the Vice President, the Treasurer and two (2) Directors designated by the Board of Directors.
  - c) It shall be the duty of the Treasurer to prepare and file all forms, reports, etc. which may be required by law, by State, Federal or other Governmental Agency.
- SECTION 5 The Recording Secretary shall attend all general membership and Board of Directors meetings and keep a true and accurate record of the proceedings. He/she shall prepare notices of all regular and general membership meetings of the Club at least five (5) days in advance of the date of the meeting. He/she shall complete a list of all Board of Directors and the respective committees. He/she should be computer literate.
- SECTION 6 In the absence of the recording Secretary, the Corresponding Secretary shall attend the general assembly and Board of Directors meetings and keep a true and accurate record of the proceedings. He/she shall handle the correspondence of the Club and perform such other duties as instructed by the Board of Directors or by the President. He/she shall assist in keeping a complete list of all members and their addresses in regard to membership, issuing Membership Cards and billing members for their yearly dues.

SECTION 7 It shall be the duty of the Board of Directors to care for the property and interests of the Club and to determine policies for the conduct of its affairs. The Board shall have the power to expend funds to promote the welfare of the Club and to employ all such means not in conflict with this Constitution and By-Laws or with the laws of this State, as it may deem proper and expedient to secure the objectives for which the club is organized. The Board of Directors may arrange for the Treasurer to be bonded for an amount to be determined by them through an accredited bonding company.

## ARTICLE VI

### *ELECTION AND TERM OFFICES*

SECTION 1 The election of officers shall be held on the same day as the October General Membership meeting, which starts at 7:00 p.m., and they shall assume office on January 1<sup>st</sup>.

The polls will be open from 11:30 a.m. to 7:00 p.m. supervised by an outside uninterested party, who will report the results at the General Membership meeting, which immediately follows.

The ballot listing all the candidates for all the offices will be printed prior to the election. ONLY ONE BALLOT PER FAMILY. THE VOTING MEMBER MUST PRESENT VALID IDENTIFICATION TO RECEIVE A BALLOT. Voting by proxy is not permitted.

THERE SHALL BE NO CAMPAIGNING AT THE POLLS.

SECTION 2 All officers shall hold their respective offices for the term of two (2) years following their election and until their successors take office. There are no term limits except – The office of President shall be limited to four (4) consecutive terms for a total of eight (8) years, although he or she may run again at a later date.

SECTION 3 The Directors' term of office shall be two (2) years. There shall be no limit to the number of terms a Director may be appointed or elected. To be eligible to be a Director, a candidate must have been a member in good standing for at least two (2) calendar years prior to the date of the appointment or election.

SECTION 4 (a) There shall be elected or appointed from the membership at large 10 directors, 5 directors shall be appointed by the Executive Committee and 5 directors shall be elected by the general assembly. The 5 members on the ballot for directors who receive the highest number of votes shall each be elected. In the event a member who is elected a director shall be serving on the Board of Directors in another capacity, said member shall forego the director position and the member receiving the next highest number of votes shall be elected a director. If there are not enough candidates to fill the elected director positions, the Executive Committee shall appoint any vacancies.

- SECTION 5 (a) Regular monthly meetings. There shall be a minimum of 6 (six) regular scheduled meetings of the Board of Directors per year.
- (b) Special Meetings. Special meetings of the Board of Directors may be called by the President, Vice-President and one (1) additional Officer or any three (3) members of the Board of Directors by written notice to the Directors setting forth the time, place and purpose(s) of such meeting, mailed, e-mailed or faxed or personally delivered at least (5) business days before the time of such proposed meeting. All special meetings of the Board of Directors shall be held at the Club unless announced on the notice of the meetings.

## **ARTICLE VII**

### *REMOVALS AND VACANCIES*

- SECTION 1 Except for removal as an officer or director for attendance purposes as set forth and in accordance in Section 3, the Club upon recommendation of the Board of Directors and approval of two-thirds (2/3) of the voting general assembly, shall remove from office any officer or director when in its judgment the welfare of the club requires such removal. A vacancy occurring in the Board shall be filled within forty (40) days by a majority vote of the Executive Committee.
- SECTION 2 The Board of Directors shall have the authority to warn, restrict privileges or suspend any member whenever in the Board of Directors' judgment, the welfare of the Club requires such action.
- SECTION 3 All elected and appointed directors and officers are required to attend all regular meetings of the Board of Directors. If any director or officer has two consecutive and unexcused absences, a review by the remaining Board members will be held to determine whether the absences warrant removal as determined by a majority of the remaining Board members, in their sole and absolute discretion.

## **ARTICLE VIII**

### *MEETING OF MEMBERS*

- SECTION 1 A notice of every meeting, stating the time, place and object there of, shall be given to the members of the Club at least five (5) days prior to such meeting.
- SECTION 2 At least one (1) meeting of the membership shall be held in each year. The meeting must occur in October for the election of officers every two years and any proposed changes to the Constitution every year. The fiscal year begins on January 1<sup>st</sup> and ends on December 31<sup>st</sup>. At the annual meeting reports of the Officers shall be presented and such other business transacted as shall properly come before the meeting.

## ARTICLE IX

### *ELECTION OF OFFICERS AND DIRECTORS*

**In recognition of the necessity for the Club to conduct its business operations without interruption and with due decorum and taste, there shall be no posting of campaign fliers, posters, promotional materials or any other materials of any nature whatsoever at, on, near or by the Club or its premises either before, during or after any Club election.**

SECTION 1 There shall be a Nominating Committee composed of the President, the Vice President and two (2) other Directors appointed by the Board of Directors. If a member of the Nominating Committee is seeking elected office, then the Board of Directors shall appoint a director to fill the position. The nominating Committee shall present the candidates who have been nominated to the membership for election at an October meeting of the membership. Nominations to positions shall be closed forty-five (45) days prior to the election date.

No member shall be eligible to hold any office unless he or she is a member in good standing for two years immediately prior to the election at which he or she is a candidate.

SECTION 2 The right to vote shall be restricted to only Lifetime and Regular Members who are in good standing.

## ARTICLE X

### *STANDING COMMITTEE DUTIES AND FUNCTIONS*

SECTION 1 The Club will have five (5) Standing Committees. The president will name a Director a chairman of one of the Standing Committees of the Club for a two (2) year period. The President will also have the power, with a majority vote of the Board of Directors, to appoint a general member as chairperson of a Standing Committee.

Each Standing Committee shall provide a budget to the Finance Committee. Expenditures greater than \$500 dollars, not presented in the budget, require authorization of the Board of Directors. A Profit and Loss Statement shall be submitted for each event with supporting documentation to the Treasurer within fourteen (14) days after the event.

SECTION 2 The following are the Standing Committees of the Club:

- (A) The Building Committee
- (B) The Finance Committee
- (C) The Membership Committee
- (D) The Cultural Committee
- (E) The Good and Welfare Committee

Special committees may be added from time to time upon recommendation of 2/3 vote of the Board of Directors. Special committees shall automatically expire after one (1) year.

The Chairperson of each Standing Committee can appoint members and sub-committees to effectively manage the responsibilities of his/her committee.

**(1) SCOPE OF ACTIVITIES OF THE BUILDING COMMITTEE:**

To make recommendations concerning the construction, alteration, addition, modernization, and maintenance of the Club's main building. Upon receiving approval from the Board of Directors it causes the preparation of all tender documentation, provides recommendations on the contractor and upon receiving final approval from the Board of Directors will ensure the work is completed to specifications.

**(2) SCOPE OF ACTIVITIES OF THE FINANCE COMMITTEE:**

To make recommendations concerning the financial requirements of the Club, to work with the Standing Committees and the Board of Directors to develop a yearly budget. To compare the monthly operating performance to budget and provide a report to the Board of Directors. To act as liaison with the Board of Directors and provide assistance into the areas that they are auditing. Also, the committee will meet, as needed, to review their findings and report to the Board of Directors.

**(3) SCOPE OF ACTIVITIES OF THE MEMBERSHIP COMMITTEE:**

To seek out prospective new members and process application for membership. The membership committee shall review all applicants for membership in the Club and shall report to the Board on its recommendations.

**4) SCOPE OF ACTIVITIES OF THE CULTURAL COMMITTEE:**

To perform functions required to organize social activities. To organize events which promote the cultural mission of the Club and at the times organize sub-committees to assist with implementation of various functions.

**5) SCOPE OF ACTIVITIES OF THE GOOD AND WELFARE COMMITTEE:**

Attempt to visit all sick members in the hospital and attend the funerals of deceased members. The committee will present a token from the Club at the funeral home including placement and removal of IACL flag, when appropriate. The committee will be responsible for organizing the Memorial Mass.

**ARTICLE XI**

*PARLIAMENTARY AUTHORITY*

**SECTION 1** The rules – provisions contained in Roberts Rule of Order (revised) shall govern the Club and the proceedings there under and all instances to which they are applicable subject to and/or not inconsistent with the expressed provisions herein set out in either the Constitution and By-Laws and/or other rules and provisions made by the Club.

**ARTICLE XII**

*AMENDMENTS*

SECTION 1 Amendments to the Constitution and/or By-Laws of the Club shall be made only on the recommendation of the Board of Directors and the approval of two-thirds of the members present at a meeting of the general membership

SECTION 2 Amendments to the Constitution and/or By-Laws must be submitted to the Board of Directors at least 30 days prior to the meeting of the general assembly.

**ARTICLE XIII**

*INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES*

SECTION 1 Each person who is or has been a director or officer of this Club and each employee of the Club acting in a managerial capacity shall be indemnified by the Club against expense necessarily incurred by such person in connection with the defense or settlement of any action, suit or proceeding to which he/she is a party alone or together with others, by reason of his/her being or having been a director, officer or employee acting in a managerial capacity of this Club.

Each such person shall also be reimbursed by the Club for any amounts paid by such person in satisfaction of any judgment or settlement in connection with any such action, suit or proceeding unless the amount of such judgment or settlement is payable to the Club itself or unless such person shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of his/her duties to this Club.

**ARTICLE XIV**

*POLITICAL ENDORSEMENTS*

SECTION 1 The Club shall not formally endorse any candidate for political office.

## NOTES

## **OFFICERS**

**President. . . . . Mary Galasso**  
**Vice President. . . . . Dante Cerroni**  
**Second Vice President . . . . .Pete Soave**  
**Treasurer . . . . . Frank Luscri**  
**Recording Secretary . . . . . Tod Truxell**  
**Corresponding Secretary . . . . . Clara DeLuca**  
**Sergeant-at-Arms. . . . . David Ciavaglia**  
**Past President . . . . .Erich D'Andrea**  
**Legal Consul . . . . . Robert Ficano**

**(Effective until 12-31-2009)**

