

CONSTITUTION
AND
BY-LAWS
OF
THE CONFERENCE OF PRESIDENTS
OF MAJOR ITALIAN
AMERICAN ORGANIZATIONS, INC.

THE PREAMBLE

Appreciating that we are descended from an old and time-honored civilization that has contributed to the enlightenment of the human spirit; and recognizing that Americans of Italian heritage desire to perpetuate the rich cultural patrimony, traditions and history that uniquely derives from a shared common experience that has guided and distinguished them for three millennia; and further recognizing that numerous entities have been organized throughout the land for the purpose of attaining these goals, contributing immeasurably to the commonwealth through active civic participation; and wishing to provide a spiritual bond among these organizations wherever they are found and whenever they seek to promote expression for concerns deemed of mutual interest and demanding of a united voice, this Constitution and these By-laws are hereby promulgated, established and ordained for a Conference of Presidents of Major Italian American Organizations. Incorporated State of New York 2016.

ARTICLE 1 – NAME

The name of this organization is the Conference of Presidents of Major Italian American Organizations, Inc.

ARTICLE 2 - PURPOSE

The purposes of the Conference are as follows:

- A. To enroll as members in a spiritual bond all Italian American organizations found qualified in accordance with these By-Laws.
- B. To provide a clearinghouse for centralized thinking and guidance on matters duly advanced by constituent member organizations.
- C. To encourage, support and lend coordinative assistance to efforts and activities of common interest and concern.
- D. To support each constituent member organization in advancing its goals, aims and projects.
- E. To create a spirit of national unity among Italian Americans in order to allow all of our organizations to work with one another to address issues of mutual concern.**
- F. To enhance the image of Italian Americans on all levels of society, and to eliminate prejudice, discrimination, and defamation.

G. To advance the Italian culture in America.

H. To promote social justice, moral solidarity, and goodwill among all people.

I. To establish and maintain harmonious relations with non-Italian American organizations having similar goals and objectives.

J. To promote, publish, distribute a common policy established by member organizations on issues regarding the Italian American Community.

ARTICLE 3 - OFFICE

The home office of this organization shall be its birthplace, the City of New York, State of New York. The Executive Office of this organization shall, from time to time, be designated by the President. The Executive Office will also serve as the location of service registered with the Secretary of State, for the State of New York. For purposes of New York State Law, the Chair will also be designated as President of the Conference.

ARTICLE 4 - BOARD OF DIRECTORS

The Conference shall be governed by its Directors, who shall manage, control and direct its affairs. The Directors shall have all powers necessary to carry out its purposes.

ARTICLE 5 – MEMBERSHIP & MEETINGS

A. The Conference may admit any significant Italian American organization it believes seeks to preserve and perpetuate either the cultural, educational, charitable, fraternal, or anti-defamation values of the Italian American community.

B. There shall be two annual meetings of the Conference each year. One of these meetings shall be an in-person meeting held within the first six months of the year at a location determined by the President, in consultation with the Executive Committee. Any Board Members who are unable to attend said meeting in-person may participate via the internet with the same voting rights and privileges as those in physical attendance. The second meeting shall be conducted online, and it shall be held during the last six months of the year. Special meetings may also be called at the discretion of the President.

ARTICLE 6 - MEMBERSHIP REPRESENTATION

Each constituent member organization shall be entitled to participate in the affairs of the Conference. Participation must be by the organization's Chief Executive Officer or a duly named representative.

ARTICLE 7 - OFFICERS

The officers of the Conference, who shall constitute its Executive Committee and serve as Directors are:

- A. The President
- B. 4 Vice Presidents
- C. The Secretary
- D. Treasurer
- E. Social Media Officer**
- F. The Immediate Past President, so long as they are in compliance with Article 10.**
- G. Any Past President, but not more than one, especially designated by the Conference at its annual meeting as president emeritus so long as they are in compliance with Article 10.**

ARTICLE 8 - DUTIES OF OFFICERS

The duties of the officers of the Conference shall be as follows:

- A. President
 - The President is the Chief Executive Officer of the Conference and as such is its representative and spokesperson. His duties and prerogatives are:
 - (i) To preside at all annual or special meetings;
 - (ii) To call meetings of the Executive Committee;
 - (iii) To act as chief spokesperson;
 - (iv) To be an ex-official director of all committees;
 - (v) To appoint a nominating committee, and all other committees deemed necessary and advisable;
 - (vi) To recognize friends and supporters of the Conference in the

U.S.A. and abroad;

(vii) To sign orders, correspondence, minutes, and documents;

(viii) To inform and keep advised the Directors and members of the Executive Committee of policies, programs, and overall operations;

(ix) To present a report at the annual meeting, recording the summary of his tenure and outlining plans and programs which promote further development and expansion;

(x) **To oversee and approve all media communications;**

(xi) **To create other administrative positions as deemed appropriate, including a Development Officer;**

(xii) To do all things which are deemed necessary and advisable to promote the welfare and interest of the Conference;

(xiii) To appoint District Vice-Presidents to assist the President in various sections of the country, and Associate Vice-Presidents to assist the President with specific mission-related issues. Said appointees shall serve at the discretion of the President, and shall be separate from and subordinate to the 4 elected national Vice-Presidents specified in section B hereafter.

B. The Four Vice-Presidents

The four Vice Presidents shall assist the President. If the President will be absent from a meeting, the President shall designate a Vice President who will conduct the meeting. Further, if the President should resign or be unable to fulfill the duties of the office through death or incapacity, the Board of Directors shall elect one of the four Vice Presidents to assume the office of the President.

C. The Secretary

(i) To keep the records of the Conference;

(ii) To send notices of regular and special meetings to the Directors and the Executive Committee, specifying the date, place and time of the meeting and the agenda therefore;

(iii) To take minutes of the regular and special meetings of the Directors and the Executive Committee and make them of record following their approval;

(iv) To make a summary of the minutes of the annual meeting and forward a copy of such summary to all Directors by the next scheduled meeting;

(v) To care for and answer all correspondence relating to routine administrative affairs and to refer and submit to the President such correspondence that may require special attention;

(vi) To act as the Clerk at all meetings of the Directors and Executive Committee;

(vii) To keep up to date the following:

(a) The roll of constituent member organizations, including the names and addresses of the Chief Executive Officer and/or a duly named representative;

(b) The list of all the committees appointed by the President including the names and addresses of the members of said committees;

(viii) To record and file all incoming and outgoing correspondence and institute a filing system by which correspondence may be protected and preserved;

(ix) To give a statistical report to the annual meeting relating to current membership;

(x) To perform such other and additional duties, in matters pertaining to the office, which the Directors or the President may impose.

D. The Treasurer/C.F.O.

(i) To act as the depository of all funds and custodian of all instruments evidencing title or claim to real and personal property owned or possessed. Within five (5) days of receipt deposit funds in savings or checking accounts, in a bank or institution of their choice, with appropriate approval.

(ii) To keep and maintain a cash book of the monies received and disbursed for the Conference;

(iii) To make payments by check, credit, or debit card;

(iv) To give a summarized financial statement at all meetings;

(v) To perform such other in matters pertaining to the office, which the Directors or the President may require.

E. Social Media Officer

- (i) To manage the organization’s website and other social media outlets;**
- (ii) To prepare and disseminate news releases as directed by the President;**
- (iii) To provide advice to member organizations concerning the creation and development of social media outlets.**

ARTICLE 9 - TERMS OF OFFICE

- A. The term of office for all officers of the Conference shall be two years, terminating in an even numbered year at the annual meeting thereof.
- B. The term of office of appointed members of committees shall be for the same period as the appointing authority.
- C. There shall be no term limitations for officers.**
- D. No elected Executive Committee member shall continue to serve if their group leaves or is removed from the Conference. Board members may be a representative of one group while serving as a board member.**
- E. For purposes of a quorum to conduct business, there must be one-third plus one member of the membership in good standing.**

ARTICLE 10 - FORFEITURE OF OFFICE

Officers shall forfeit their office when, without justifiable cause, they fail to attend any two meetings of Directors and/or of the Executive Committee.

ARTICLE 11 – ELECTIONS

- A. The President shall appoint a nominating committee consisting of three (3) directors; no more than one (1) director shall be a member of the same constituent organization, thirty (30) days prior to the date of the annual meeting in each even numbered year. The nominating committee shall meet for the purpose of selecting nominees for office. The nominating committee shall announce nominees for office at the annual meeting.

B. Nominations for any office, other than the nominees of the nominating committee, may be made from the floor of said annual meeting.

C. The President shall select a Director who is not a candidate for any office to conduct the election.

D. Voting shall be conducted by voice vote, however any candidate may at the conclusion of the voice vote make a request for a roll call.

ARTICLE 12 - VOTING

A. Each of the Directors shall have one vote.

B. Officers of the Conference and the Chief Executive Officer or a duly named representative of each constituent member organization shall be entitled to vote at all regular and special meetings.

C. All organizations whose presidents are seeking an executive board office during an election or voting in an election, must be in good standing.

ARTICLE 13 - EXECUTIVE COMMITTEE

A. The Executive Committee shall meet at the call of the President, and shall at all times act in lieu of the Directors between regular or special meetings and may exercise all of the voting powers and prerogatives of the Directors except the authority to:

(i) Revise or amend the Constitution or By-Laws;

(ii) Impose dues, assessments or other charges upon the member organizations;

(iii) Expend monies for any purpose in excess of \$5,000. unless said expenditure is related to an annual or special membership meeting.

B. Special meetings may be called by the President at any time or upon the written request of three directors of the Executive Committee.

C. Except as otherwise provided herein, meetings of the Executive Committee shall be upon three (3) days written notice.

ARTICLE 14 - AUDIT COMMITTEE

The Executive Committee shall also serve as the Audit Committee to assist the Conference in overseeing compliance with legal and regulatory requirements, the overall integrity of the Conference's financial statements, and achieving the stated goals of the Conference.

ARTICLE 15 - STANDING COMMITTEES

The President may create committees as required or requested by the Conference and appoint their respective Chairs.

ARTICLE 16 – DUES

Annual dues of the Conference shall be determined from time to time at its annual meeting.

ARTICLE 17 – DEFAULT

A constituent member organization shall be in default if it has failed to pay annual dues or assessments imposed after the expiration of ninety (90) days from the date said dues or assessments are due.

Whenever a constituent member organization is in default, the Secretary/Treasurer shall send written notice of said default to the Chief Executive Officer and/or a duly named representative of said member organization. The notice shall contain a statement of the amount due and the time within which payment is to be made before the constituent member organization may be suspended.

ARTICLE 18 - EFFECT OF DEFAULT

A constituent member organization which has failed to adjust its state of default within ninety (90) days from the date borne by the communication of default, shall be declared suspended at the next regular or special meeting.

ARTICLE 19 - AMENDMENTS
(To By-laws)

The foregoing Constitution and By-Laws must be amended, whenever a proposal is made and due notice is given at the annual meeting and approved by two-thirds (2/3) vote of those present at said meeting or at a special meeting called for said purpose by the President or the Executive Committee.

Proposals to amend the By-Laws must be submitted by the Executive Committee or by any constituent member organization. All proposals to be considered must be in writing and must be forwarded to the Secretary not less sixty (60) days prior to the date of the annual meeting. The Secretary shall forward a copy of the proposed by-law changes to the Directors seven (7) days prior to the annual meeting.