



NIDO
(Noi Italiani D' Oggi)

Constitution and By-Laws

INDEX

	<u>Page</u>
Name of Organization, Purpose, Fiscal Year, Membership Meetings and Members	I-II
NIDO and Executive Board Trustees with Responsibilities	III-IV
Officer Nominations and Voting Procedures	V
Executive Board Responsibilities, Meeting Procedures and Quorum	VI
Standing Committees	VII
Finances, Parliamentary Procedures, Dissolution of NIDO and Amendments to the Constitution	VIII

NIDO
(NOI ITALIANI D'OGGI)

ARTICLE 1 – Name of the Organization

The name of this organization (corporation) shall be Noi Italiani D'Oggi hereafter called NIDO.

ARTICLE 2 – Purpose

The Corporation exists as a Type B Not for Profit Corporation under the laws of the State of New York with the following purpose:

To promote the understanding of Italian culture, its literature, arts, traditions, language, heritage and to dispel ethnic myths. These objectives shall be accomplished by gift, bequest, purchase, sale, social, educational, and other unidentified activities within the resources of NIDO.

ARTICLE 3 – Fiscal Administrative Year

The administrative fiscal year of NIDO shall begin July 1, and end the following June 30.

ARTICLE 4 – Membership Meetings

The NIDO general membership meeting shall be held on the first Thursday of each month (except for the months of July-August) beginning at 7:30 PM at the designated meeting place as determined by the Board of Directors. Members will be notified of any change of date or place via newsletter or by the NIDO Secretary.

ARTICLE 5 – Membership

Membership to NIDO shall be available to all persons supporting the NIDO Constitution and the purpose of the organization.

a) The Membership Chairperson is responsible to review and approve all new membership applications. If approved the applicant will become a member upon payment of the annual dues. The Membership Chairperson will have the new member's name included in our monthly newsletter.

b) Membership dues are fixed by the Executive Board and must be approved by a majority vote of all members of good standing at the announced date of the vote. Any change in the membership rate becomes effective September 1 of the following year.

ARTICLE 5 – Membership (cont'd)

c) To be a member in good standing one must have paid the annual dues by September 30. Membership dues for new members accepted after January 1, shall be pro-rated. Only members in good standing shall have full voting powers.

d) Membership is renewed each year with the payment of dues.

e) Types of membership:

1) Family: member, spouse and dependent children (under 18 years of age)

2) Single: individual adult person

3) Honorary: may be conferred by the Executive Board with the concurrence of the general membership upon an individual who has distinguished himself/herself by some outstanding deed or contribution to NIDO. Such a person shall be entitled to enjoy all of the benefits of an active member, and shall be exempt from paying annual dues. Such a proposal shall be submitted by a sponsoring member enumerating significant contributions to the organization.

It shall be a violation of these By-Laws for any member or officer of NIDO to enter on behalf of the organization into any agreement written or oral, without prior approval of the Executive Board or approval from the general membership. Furthermore, NIDO will not be held responsible in any way for a violation of this clause. This infraction by any member or officer will result in immediate dismissal from NIDO.

f) A member who has violated the NIDO By-Laws or has conducted himself or herself in a manner detrimental to the organization, can be dismissed from the Organization by a vote of the Executive Board.

ARTICLE 6 – Officers of NIDO and Executive Board

Except for the President there are no term limits.

The Executive Board will consist of the President, Vice President, four (4) trustees, Secretary, Treasurer and the past President. Its members are the only positions with voting rights. A quorum is required to conduct official business.

President

It shall be the duty of the President to preside at all meetings of NIDO; to appoint Chairpersons of standing committees, except for the nominating committee; to create such other committees as he/she deems advisable to fulfill the constitutional objectives of NIDO. The President is responsible to see that an annual operational budget is prepared for the ensuing year; obtain Executive Board approval for the budget and submit it to the membership for approval at the September meeting.

The President must acquaint the various Standing Committee Chairpersons of their specific duties and responsibilities; set the goals and objective for the year and present them at the September meeting. The term of the office of President shall be limited to two (2) consecutive years.

Vice President

The Vice President shall perform the duties of the President in his/her absence and assist the President in the performance of his/her duties. The Vice President has the additional responsibility of Program Director for establishing the monthly programs of speakers etc. for the monthly membership meetings. In this responsibility he/she has the authority to set up Committees to complete this task.

Secretary

The Secretary shall keep accurate records of minutes; shall record members attendance count; shall make a yearly report of the activities of NIDO; shall sign documents approved by the Executive Board.

Treasurer

The Treasurer shall collect and disperse all funds of NIDO as approved by the Executive Board; shall reconcile the monthly bank statements; shall report the financial status of NIDO at each monthly meeting; shall assist in the preparation of budgets; shall maintain a ledger of accounts; shall make recommendations to the Board of Directors as to how to maintain a healthy financial posture.

The Treasurer shall review the financial books with the Trustees and a financial statement shall be prepared and read at the September meeting by the outgoing Treasurer. Following the reading of the financial statement, any member may request a copy of the report.

Any member of the Executive Board who has a financial responsibility is to be placed under bond protection. Proposed expenditures exceeding approved budgetary expenses must be approved by the Executive Board and presented to the membership for approval.

Treasurer (cont'd)

All outstanding bills with substantiating receipts/vouchers incurred during the current financial year must be submitted to the treasurer for payments no later than June 30 of that fiscal year if at all possible. All financial records shall be turned over to the incoming administration by July 15. At year-end the Trustees will audit the financial books with the assistance of an outside auditor.

Trustees

The Trustees shall ensure that the conduct of the activities of NIDO are in conformity with the rules and regulations set forth in the Constitution and By-Laws; shall advise on matters of primary importance and arbitrate controversial matters; shall conduct financial review of the Treasurer's books and assure its accuracy. Each Trustee will head up a committee or become a Chairperson for any activity at the President's discretion.

Immediate Past President

The immediate past President shall provide continuity between the outgoing and incoming administrations and help the new administration with advice and counsel.

ARTICLE 7 – Officer Nominating and Voting

To fill the posts set forth in the Constitution, the following guidelines are to be followed:

1. Each candidate shall be a member in good standing for at least one year.
2. In the event of vacancy in the Office of President, the Vice-President shall immediately be elevated to fill the Office for the remainder of the unexpired term. Vacancies in the other offices shall be filled for the unexpired term by the President, subject to approval by the Executive Board.
3. Nominations and elections of officers shall take place in the following way: The Executive Board shall elect the nominating Committee Chairperson in late February or early March. The President shall not appoint this committee or be a member of it. Members of the Nominating Committee shall be allowed to become nominees for an office themselves. The Chairperson shall appoint 2 (two) to 4 (four) additional members to the committee. The Nominating Committee shall meet early enough to submit a slate of candidates for each office at the regular April meeting. The slate of nominees with accompanying resumes will also appear in the April Newsletter. This will also be so designed as to provide a “coupon” type absentee ballot for those members who will not be able to attend the regular May meeting for the voting of all officers. Members who plan to attend the May meeting need not send in the absentee ballot.

The absentee ballot will contain spaces for the names of candidates for the different offices plus write in spaces should the member want to vote for someone else. The “coupons” type absentee ballot will contain instructions as to the name and address of the person to whom the ballot is to be sent. The absentee ballot must be postmarked a week (seven days) prior to the date of the May meeting when the actual election will take place.

At the May meeting all members attending, who are in good standing and that have not voted, will cast their secret ballot for all officers. The Nominating Committees shall count the ballots the same evening and the candidates with the most votes from members in good standing will be declared the winner. Duly elected candidates will be installed at the regular meeting in June and will hold office for the term of one year.

ARTICLE 8 – The Executive Board

1. The Board shall consist of all the elected officers and the immediate past President.
2. It shall have the power to direct the policies and programs of NIDO and decisions on all business of the Corporation.
3. The President of NIDO shall serve as the President of the Executive Board and shall report to the general membership any reports and recommendations of the Executive Board meetings.

ARTICLE 9 – Meetings and Quorum

Regularly scheduled meetings of NIDO shall take place on the first Thursday of each month except for the months July-August, as previously set forth. A quorum consists of at least twenty-five percent of all the members of the organization in good standing. Provided a quorum is present, all motions and proposals are to be decided by a simple majority of the members in good standing present and voting. If a quorum is not present, the issue will be tabled till the next meeting for resolution.

The order of business shall follow this general format provided the following items are covered:

1. The President shall open the meeting.
2. The Secretary will read the minutes of the previous meeting and have it accepted.
3. Treasurer's report shall be read by the Treasurer.
4. Old Business
5. New Business
6. Evening Program

ARTICLE 10 – Standing Committees

The following committees shall be activated each year to assist the officers in carrying out business and objectives of NIDO. All standing Committee Chairpersons are appointed by the President and the programs and activities shall be subject to the Executive Board approval.

1. Educational Committee: shall direct, promote and administer Italian language programs in NIDO. Shall encourage and support the need and desirability of introducing the Italian language in local schools.
2. Scholarship and Grants Committee: a subcommittee shall recommend to the Executive Board the granting of monetary awards to schools, or institutions that provide Italian language and/culture studies that further the knowledge of Italian culture.
3. Cultural Committee: shall organize, supervise, execute and direct cultural activities for NIDO with the approval of the Executive Board.
4. Social Committee: shall be responsible for recommending, organizing, and promoting the social activities of NIDO subject to the approval of the Executive Board.
5. Membership Committee: (see pages I-II for membership requirements); shall collect annual dues, and other funds received and transfer them to the Treasurer who shall update the membership list annually for distribution to all members who request it; shall issue membership application forms to prospective members and submit these completed forms for approval of the Executive Board.
6. By-Laws Committee: shall periodically review all proposed changes to the existing By-Laws and upon approval of the majority of the Executive Board the recommended changes shall be presented to the general membership for approval or rejection.
7. Nominating Committee: shall perform its duties as previously set forth.
8. Newsletter Committee: shall create and publish the monthly newsletter “La Voce di NIDO” to be sent to all members in good standing as well as paid advertisers. The newsletter is to contain articles in English and Italian on topics of current and historical interest in Italian culture and civilization.
9. Sunshine Committee: shall extend comfort in the form of cards, special notices, flowers and visits to members who have suffered sickness, death in the family or other hardship.
10. Opera Committee: in keeping with NIDO’s long involvement and history of encouraging the enjoyment of Italian music, this standing committee is especially dedicated to the promotion and knowledge of Italian opera and classical Italian music.

ARTICLE 11 – Finance

All funds will be collected and disbursed by the Treasurer under the direction of the President and the Executive Board. NIDO funds will be maintained in checking/savings accounts at local banks. All disbursements will be made from the checking account following bank signature procedure. Check signatures will be required of any two of the following officers: President, Vice President, Secretary and Treasurer.

ARTICLE 12 – Parliamentary Procedure

The rules contained in the current edition of Robert’s Rules of Order shall govern NIDO in all cases unless they are inconsistent with NIDO By-Laws and special rules of order that NIDO may adopt.

ARTICLE 13 – Dissolution

In the event of dissolution of NIDO the remaining assets of the Corporation after having satisfied all obligations shall be distributed according to the rules of the IRS in conformance with the “Not for Profit Corporation” requirements.

ARTICLE 14 – Amendments

Any proposed changes to the Constitution and By-Laws must be submitted in writing to the By-Laws Committee Chairperson, who will present them to the Executive Board for discussions and recommendations. The proposed changes must be presented to the membership at least one meeting before the scheduled vote. The proposal must pass by a simple majority of the members present and voting, provided a quorum is present. (See Article VI of the By-Laws for definition).

The time span between periodic review and/or revision of the By-Laws shall not exceed two years.