

**BYLAWS
OF
THE ITALIAN AMERICAN ALLIANCE**

ARTICLE I – Name

The name of this organization is The Italian American Alliance, Inc., a voluntary, non-profit social welfare organization.

ARTICLE II – Purpose

The primary purpose of The Italian American Alliance (IAA) is to promote mutual cooperation among its members, reinforce social welfare ideals with community involvement, and preserve the historical significance and achievements of Italian Americans.

The IAA’s secondary purpose is to serve as a lobbying and advocacy group to local, state, or federal authorities and the private sector on matters of interest to Italian Americans. It may organize educational and cultural programs.

ARTICLE III – Offices and Registered Agent

Section 1. The Principal Office. The Principal Office of the IAA is at 157 Old Upton Road, Grafton, MA 01519.

Section 2. Registered Office. The IAA shall continuously maintain a registered office within the Commonwealth of Massachusetts.

Section 3. Registered Agent. The IAA shall continuously maintain a registered agent within the Commonwealth of Massachusetts.

ARTICLE IV—Members

Section 1. Membership. The IAA may have Members who stand in agreement with the ideals of the IAA. Membership is granted after completion and receipt of a membership application with annual dues. All memberships shall be granted upon a majority vote of the IAA Board of Directors.

Section 2. Non-Discrimination. Membership in the IAA is open to all without regard to gender, age, ethnicity, race, sexual orientation or political preference.

Section 3. Dues. Membership will be subject to annual dues as determined.

Section 4. Dismissal. Any Member who demonstrates hostility to the aims of the IAA can be removed from the membership by a majority of the IAA Board voting in the affirmative. In no case, however, may a Member be dismissed from the IAA without an opportunity to appear before the IAA Board to state his/her case before such a vote is taken.

Section 5. Rights. Members have the right to attend General Meetings, Board Meetings, Special Events, and the Annual Meeting of the IAA.

ARTICLE V – Board of Directors

Section 1. General Powers, Duties, and Procedures. The Governing body of the IAA is the Board of Directors (BOD). The BOD shall possess, and exercise, any and all powers granted to the IAA under the laws of the Commonwealth of Massachusetts and the IAA's Articles of Incorporation.

The Chairman of the BOD will call and preside over the Annual Meeting and all other meetings. In advance of the Annual Meeting, the Chairman of the IAA BOD will select a Nominating Committee of 5 IAA Members. At the IAA Annual Meeting, the Nominating Committee will present nominations for IAA BOD positions for Membership voting. The results of the Membership voting will be distributed to the IAA Membership.

Section 2. Number. The number of IAA BOD Members shall not be fewer than 3 and more than 20.

Section 3. Qualifications. Each Member of the IAA BOD shall be a member of the IAA whose membership dues are paid in full.

Section 4. Conflict of Interest. Whenever an IAA Officer or Director has a financial or personal interest in any matter coming before the IAA BOD, the affected person shall: a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested IAA BOD Members determine that it is in the best interest of the IAA to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Section 5. Election: Terms. BOD Members shall serve a three-year term and can be re-elected. A BOD Member may resign at any time.

Section 6. Quorum Voting. Those present at any IAA Meeting shall constitute a quorum for the transaction of any IAA business.

Section 7. Meetings. Regular meetings of the IAA BOD, along with a time place, shall be set by the IAA Chairman of the Board and/or the IAA President. IAA BOD Members may also teleconference into the meetings.

Section 8. Meeting Notice. At least ten (10) days' notice shall be given to each IAA BOD Member for a regular IAA BOD Meeting, and the IAA should also publish a single notice of all scheduled regular IAA BOD Meetings for that year. A special IAA BOD Meeting may be held on notice of two (2) days only.

Section 9. Compensation. No IAA BOD Member shall be compensated for his/her service to the IAA. IAA BOD Members may be reimbursed for authorized expenses incurred on behalf of the IAA.

ARTICLE VI – Officers

Section 1. Officers. The Officers of the IAA shall consist of a Chairman of the Board, a President, a Treasurer, a Secretary, and such other Officers as designated by Chairman of the IAA BOD and/or the President.

Section 2. Qualifications. Any two or more Offices/IAA BOD positions may be held by the same person.

Section 3. Powers and Duties. The duties and powers of Offices/IAA BOD positions shall be as provided in these Bylaws or shall be those customarily exercised by specific position titles.

Section 4. Chairman of the Board. The IAA Chairman of the Board shall open and close all meetings of the IAA BOD and shall serve as chief executive in the absence of the President. He/ she shall serve as the Communications Officer for the IAA.

The IAA Chairman of the Board shall be responsible for establishing a protocol which will serve as the Rules of Order on the policy and procedures which are not detailed in these Bylaws. Any action to remove a IAA BOD Member for cause, should be brought first to the IAA Chairman of the Board who, after review, may present a recommendation to the IAA BOD for action.

Section 5. President. The IAA President is the chief executive of the IAA. He/she shall supervise all IAA affairs and manage the IAA BOD.

Section 6. Secretary. The Secretary shall record, prepare, and disseminate minutes for all IAA meetings. When designated, he/she shall give notice of all upcoming IAA meetings.

Section 7. Treasurer. The Treasurer shall keep full and accurate accounts of the receipts and disbursements of the IAA, and shall deposit all IAA funds. He/she shall disburse IAA funds as directed. The Treasurer is responsible for all IAA accounting and required filings.

ARTICLE VII – Fiscal and Administrative Year

The fiscal and administrative year of the IAA shall begin on January 1 and end on December 31.

ARTICLE VIII – Amendments

Changes to these Bylaws may be proposed by an IAA Member, and presented to the IAA BOD for review and approval.

Adopted on the 20th day of February, 2017