

# **SAN FRANCISCO ITALIAN ATHLETIC CLUB BYLAWS**

**S.F.I.A.C. Inc.**

**Restated Bylaws 1997 (With Changes Through November 18, 2008)**

## **PREFACE**

The purposes for which this membership corporation is formed are pleasure, recreation, spirit of friendship, patriotism, as well as promote athletic and recreational events, and other nonprofit purposes.

## **ARTICLE I Offices**

### Section 1. Principal Office

A. The principal office of the corporation is located in the City and County of San Francisco, State of California.

## **ARTICLE II Nonprofit purposes**

### Section 1. IRC Section 501 (c) (7) Purposes

A. This Corporation is organized exclusively for one or more of the purposes as specified in Section 501 (c) (7) of the Internal Revenue Code.

### Section 2. Specified objectives and purposes of this corporation shall be:

A. To promote recreation, friendship and patriotism, as well as promote athletic, cultural, recreational events and any other nonprofit activities for its members. Notwithstanding any other provisions of these Bylaws, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. The name, San Francisco Italian Athletic Club, and its physical location and premises located at 1630-40 Stockton Street shall not be sold nor ownership transferred for consideration to any member, interested party or corporate or organizational entity. *(Change 11/2008)*

## **ARTICLE III Membership**

### Section 1. Membership is divided into six categories:

- Category (A) Regular
- (B) Athletic
- (C) Life
- (D) Honorary – “A” *(Change 11/2004)*

- (E) Honorary – “B” (*Change 11/2004*)  
(F) Associate (*Change 11/2007*)

A. A member of category (A) must be a male of good character who has reached the age of majority (18 years) and must be Italian born or of Italian descent. If the Italian relation is the mother, her heritage can be established by any legal document that indicates she had an Italian maiden name, or by the sworn statement of the sponsoring member of having first hand knowledge of the applicant’s Italian ancestry. He shall have the right to vote in any membership meeting and election. He can run for any office if eligible as hereafter determined. He shall have access to all of the Club facilities and social functions. (*Change 11/2002*)

B. Members of category (B) must be male members of at least one Club sponsored athletic team that is entered in an outside sanctioned competition. They cannot attend meetings, vote or run for office. They are not required to pay an initiation fee or to pay dues, but they may participate in the social affairs of the Club.

C. To become a category (C) member, one must have reached the age of sixty-five (65) years and must have been a category (A) member in good standing for twenty-five (25) continuous years. The only difference will be that category (C) members will no longer be required to pay the annual dues. The year a member becomes eligible for category (C) membership, his dues will be prorated as per the month he joined the Club or the month he reaches his sixty-fifth (65th) year of age.

D. Category (D) membership pertains to Honorary (A) members. The Club can confer this title upon those men who are not members of the Club but who by their contributions to the prestige and social well being of the Italian Community, have rendered themselves worthy of this honor. Honorary members may make use of the Club premises but do not have the right to vote or run for office. (*Change 11/2004*)

E. Category (E) membership pertains to past members in good standing who can no longer participate in Club events or visit the Club due to convalescence. Category (E) members (Honorary [B]) will receive a Club newsletter but will not be able to vote, attend meetings or run for office. Before a member can become a category (E) member the Membership Chairman shall use his discretion to verify the health situation of the member in question. In the event the member’s health improves and becomes able to participate in Club events the Membership chairman may, at his discretion, require the Category (E) member return to his past classification. All category (E) members will be listed on the membership board under ‘Honorary Members.’ (*Change 11/2004*)

F. A Category (F) member must meet all qualifications of a Category (A) member but resides 300 miles or more from San Francisco. He has all rights of a Category (A) member except that he is not a legal shareholder, nor can he vote or be elected to an SFIAC office. Category (F) members must be

sponsored by a current Category (A) member and must provide legal documentation of distance residence to the Membership Chairman. Category (F) members shall pay the normal initiation fee but membership dues will not exceed one-third the amount of Category (A) members. Category (F) members must convert their membership status to Category (A) should they move within a 300-mile radius of San Francisco. *(Change 11/2007)*

#### **ARTICLE IV Admission to Membership**

##### Section 1. Admission to category (A)

A. A request for a category (A) admission must be presented by a category (A) or (C) member, in good standing on our standard application form. The applicant shall be required to pay his initial fees at the time of his initiation. The sponsor of the applicant should know the person in order to insure his good character. The name of the applicant and sponsor must be posted in a conspicuous place in the Club premises at least two weeks prior to the consideration of the applicant for membership. It is the responsibility of the Membership Committee to interview and screen all applicants before presenting the applicant's names to the Board of Directors for their final approval. The membership committee is a committee appointed by the President for this specific purpose.

B. Priority into category (A) will be given to sons of current members and sons of deceased members.

##### Section 2.

A. A request for admission into category (B) must be presented by the Sports Director to the Board of Directors for their approval. The request must be accompanied by an agreement by the applicant that the Club shall not be held responsible for any injury sustained by said athletic member while participating in a Club sponsored sporting event.

B. A category (B) member may transfer to category (A) if so qualified by Section 1. A. hereof and if he has participated as a member of a Club team for at least one full year and by paying the Initiation Fee and Dues then in effect. A written request for the transfer must be presented to the Board of Directors for their approval.

#### **ARTICLE V Termination or Suspension of Membership**

##### Section 1. Failure to pay Annual Dues

A. Dues notices shall be mailed and postmarked at least thirty (30) days prior to due date. Thirty (30) days after the due date, all delinquent members shall be terminated without further notice. Terminated members can only be readmitted upon application filled in the manner provided in

Article IV or through written petition to the Board of Directors. *(Change 11/2002)*

B. Delinquency notices shall be mailed and postmarked within one week after the due date. *(Change 11/2002)*

C. A member in good standing who intends to be absent from the Bay Area (beyond a 100-miles radius from the Club) for a period of at least twelve (12) months but not more than twenty-four (24) months can be exempted from payment of dues during said absence provided he notifies the Club Secretary in writing of the length of time he will be absent from the Bay Area. Should a member be absent from the Bay Area for a period greater than 24 months he shall be dropped from the membership and will be readmitted only in the manner provided in Article IV.

D. Members who are called to temporary active duty in the Military shall be exempted from having to pay dues while they are on active duty provided they notify the Club Secretary in writing as to their status.

## Section 2. Activities detrimental to the best interests of the Club

A. Any member may be expelled from the Club indefinitely or suspended from the Club for a period not to exceed one year if the Board of Directors, by a majority vote, deems said member's activities are detrimental to the best interests of the Club. *(Change 11/1999)*

B. Before a member can be expelled from the Club or suspended as described above, a Grievance Committee consisting of five (5) members, three members of the Board and two non-Board members, will be appointed by the President to review the situation and make a special written report to the Board. The member in question will be informed of the accusations against him and given thirty (30) days to respond to the charges. The Board will make its final judgment after the thirty days have expired.

C. Grievance Committee. A Grievance is defined as a wrong or injustice to a member or to the Club. In addition to "B" above a member may request a grievance-action by writing to the Board of Directors explaining the grievance; who committed it, the date it was committed and witnesses, if any. The Club office will maintain a grievance file in which will be filed the original copy of the charges and a copy of the decision of the Grievance Committee as approved or changed by the Board of Directors. *(Change 11/2001)*

## **ARTICLE VI Elections for the Board of Directors and Club Officers**

### Section 1. Nominations

A. The President shall appoint a committee to screen all nominees eligible for the offices to which they are being nominated. All nominees for Club Officer positions must have attended at least four (4) General Meetings in the year prior to being nominated. All nominees for the Board of Directors must have demonstrated an active interest and/or participation in Club events and activities in the year prior to being nominated and have been members

for one year prior to election or appointment to the Board of Directors.)  
(Change 01/2007)

B. Nominations for all offices, Board of Directors, Board of Trustees and Club Officers, shall be open to the general membership at a Special meeting on the first and second Tuesday in January. Nominees must be present to accept or decline their nomination.

C. The candidates for office will be given the opportunity to speak on behalf of their candidacy at the Special Meeting on the second Tuesday of January. The candidates in any contested election shall also be allowed to write a brief, one-page, typed summary on behalf of their candidacy that the Club will reproduce and mail to all Club members. (Change 11/2006)

D. Candidates may only run for one office in any one year.

E. The Election Ballots shall be mailed to all members in good standing. This mailing will take place during the week following the second Special meeting in January. (Note) Only members who have paid their annual dues are considered members in good standing. In those years when New Year's Day falls on the first Tuesday in January, then the election process will advance by one week.

F. In the event that none of the offices up for election are contested (only one member nominated for a particular position) the election for that office shall not be held and the nominee for that office shall be declared elected. This action must be approved (on an office-by-office basis) by those members present at the Special Nomination meeting on the second Tuesday of January. The requirement for a quorum is waived at this meeting. (Change 11/2004)

## Section 2. Elections

A. The election of Officers, Directors and Trustees shall take place on the fourth Tuesday of January. Ballots must be cast at the Club premises between the hours of 1:30 p.m. and 9:00 p.m. (Change 11/2001)

## Section 3. Voting

A. No candidate for any office shall solicit votes in writing and any candidate so doing shall be disqualified and his name removed from the ballot. Any and all candidates for all offices may solicit for votes prior to Election Day. No candidate may solicit votes on the day of the election on or within 100 feet of the premises. Any candidate found violating this article will automatically be disqualified from the election. (Change 11/2005)

B. Absentee voters will be allowed to vote by mail. (Change 11/2005)

## Section 4. Vote Tabulation

A. An election committee shall be appointed by the President from the general membership except a member who is a candidate for any office,

Board of Directors or Board of Trustees. Said committee shall conduct the election. All ballots shall be numbered prior to their distribution. The committee shall control the exact number of ballots issued. Ballots may only be distributed to general members who are deemed to be in good standing by the Election Committee. All member dues and/or indebtedness to the Club must be paid prior to voting. The committee shall count the votes and announce the election results within 24 hours of the final vote. All election results will be posted in writing in a conspicuous area of the Club. Only a candidate may request a recount. Recounts must be requested in writing to the President within 48 hours after the results are posted. The acting Board of Directors shall determine the recount procedure. *(Change 11/2000)*

#### Section 5. Installations

A. The installation of Officers, Directors and Trustees shall take place as soon as possible after the elections.

### **ARTICLE VII     Directors**

#### Section 1. Number and Qualifications

A. The Corporation shall have fifteen (15) directors and collectively they shall be known as the Board of Directors. The Board of Directors shall manage the affairs of the Club.

#### Section 2. Qualifications

- A. Directors shall be of the age of majority (18 years) in this state.
- B. A director must have been a category (A) or (C) member in good standing for at least one year.
- C. An employee of the Club cannot run for a position on the Board of Directors.
- D. A Director cannot simultaneously be a Director of the Italian Athletic Building Association. *(Change 11/1999)*

#### Section 3. Powers

A. Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

#### Section 4. Duties of the Directors

A. To perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.

B. To appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of this corporation.

C. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.

D. Meet at such times and places as required by these Bylaws

E. Register their addresses with the Secretary of the corporation, and notices of any meeting mailed to them at such address shall be valid notices thereof.

F. To approve the budgets of the Chief Financial Officer/Treasurer, Appointed Officers and Committee Chairmen. *(Change 11/2008)*

#### Section 5. Term of office

A. The elected members of the Board of Directors shall serve for a period of two (2) years.

B. Starting with the year 2003, the newly elected Board will be divided into two parts. Those eight Directors receiving the highest number of votes *(in the 2002 election)* will serve for two years. The remaining seven will serve for one year. Thereafter, all members elected during the yearly *elections* will serve for two full years. *(This procedure was initiated in order to stagger the terms of the Board of Directors so the entire Board is not replaced every year.) (Change 11/2004)*

C. A Director may serve two (2) consecutive terms only. Subsequently, he shall not be eligible for nomination for two years thereafter. *(Change 11/2002)*

#### Section 6. Quorum

A. A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board. If less than a majority of the Directors are present at any said meeting, a majority of those present may adjourn the meeting without further notice.

B. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

#### Section 7. Vacancies

A. Any vacancy occurring on the Board shall be filled by the member who had the highest number of votes among the unsuccessful candidates at the preceding election. Lacking an eligible candidate, the President may appoint a new member to the Board of Directors from the general membership.

*(Change 11/2006)*

## Section 8. Compensation

A. Directors shall not receive any salaries or other compensation for their services except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

## Section 9. Removal from the Board or Resignation

A. A Director who is absent from three (3) consecutive regular meetings of the Board without good cause accepted by the Board, shall be removed from office. A Director who is absent from six (6) consecutive Board meetings shall be removed from office regardless of excuses. A Director must communicate his cause to any officer or fellow member of the Board. It is the duty of the Board of Directors to notify said Director if his absence excuse is not acceptable. *(Change 11/2002)*

B. Any Director who resigns his position during the tenure of office relinquishes his right to run for elected office for the subsequent two (2) years, except when vacating the position to fill a vacancy in an elected officer's position as directed by the Board of Directors. *(Change 11/2004)*

## Section 10. Non liability of Directors

A. The Directors shall not be held liable for the debts, liabilities, or obligations of the Corporation.

## Section 11. Indemnification

A. The Directors of this Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

## Section 12. Insurance for Corporate Agents

A. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provision of Law.

## **ARTICLE VIII Meetings of the Board of Directors**

### Section 1. Place and time of meetings

A. All meetings shall be held at the principal location of the corporation unless otherwise provided by the Board or at such other place as may be designated from time to time by resolution of the Board.

B. Regular meetings of the Board shall be held at 1900 hours (7:00 PM) on the second and fourth Tuesdays of the month. *(Change 11/2001)*

## Section 2. Special meetings

A. Special meetings of the Board of Directors may be called by the President, the First Vice President, the Second Vice President, the Chief Financial Officer/Treasurer, by any three Directors, or, if different, by the person specifically authorized under the laws of this State to call Special meetings of the Board. Such meeting shall be held at the principal office of the corporation.

B. At least one week Prior Notice will be given by the Chief Financial Officer/Treasurer to each Director for each Special meeting of the Board. Notices may be oral or written, they may be personally transmitted, by telephone or by first class mail and shall state the place, date and time of the meeting and the matters proposed to be acted upon at said meeting.

## Section 3. Conduct of Meetings

A. Meetings of the Board of Directors shall be presided over by the President, or in his absence, by the First Vice President, or by the Second Vice President. In the absence of all of these persons, a chairperson chosen by a majority of the Directors present at the meeting shall preside. The Recording Secretary shall act as secretary at all meetings of the Board. In his absence the presiding officer shall appoint another person to act as Recording Secretary.

B. All meetings shall be governed by Roberts' Rules of Order, in so far as they pertain to the order and procedures of the meeting. Such rules cannot be in conflict with the Articles of Incorporation, these Bylaws or with provisions of Law.

## Section 4. Expense limitation

A. Any expenditure of capital importance, for a specific project in excess of \$12,000 will not be authorized unless approved by the general membership at a Special or regular general meeting.

# **ARTICLE IX      Trustees**

## Section 1. Board of Trustees

A. There shall be three (3) members of the Board of Trustees who shall be elected by the general membership and they shall remain in office

one (1) year, hold a meeting every six months and shall verify all the books of the Club and submit a written report of all the results thereof at a meeting of the Board of Directors.

## **ARTICLE X        Officers**

### Section 1. Designation of Officers

A. The elective officers of this organization shall be President, First Vice President, Second Vice President and Recording Secretary. *(Change 11/2008)*

B. Appointed by the President are the Membership Director, Sergeant at Arms and the Sports Director. *(Change 11/2002)*

C. Appointed by the Board of Directors is the Chief Financial Officer/Treasurer. This salaried position serves at the discretion of the Board of Directors on an at-will basis and can be terminated by the Board of Directors at their discretion. *(Change 11/2008)*

### Section 2. Qualifications

A. Any Club member in good standing with two years prior Board experience may serve as an Officer of this corporation. No paid employee of the Club can serve on the Board of Directors or as an Officer in an elective office except the Chief Financial Officer/Treasurer and the Recording Secretary. *(Change 11/2008)*

B. Candidates for the offices of President, First Vice President and Second Vice President must have attended at least half of the general meetings in the year prior to the date at which he takes office.

C. The Sports Director and the Sergeant at Arms are not required to have served on the Board.

D. The Sports Director must have been a Club member for one year. *(Change 11/2004)*

### Section 3. Term of office

A. Officers shall be elected by the general membership and each officer shall hold office for one (1) year until his successor is elected and qualified or until he resigns or is otherwise disqualified.

B. The President, First Vice President and Second Vice President can only serve in the same capacity for two (2) consecutive years.

### Section 4. Removal and Resignation

A. An Officer may be removed from office only with cause. An officer, except a member of the Board of Trustees, who is absent from three

(3) consecutive regular meetings of the Board of Directors without good cause accepted by the Board of Directors shall be removed from office without further notice. An Officer must communicate his reason for not attending to another Officer or to a member of the Board. Should the excuse not be accepted, it is the duty of the Board of Directors to notify said Officer that his excuse was not accepted.

B. Any Officer who is removed from office or who resigns his position during his tenure of office relinquishes his right to run for office for the subsequent two (2) years.

#### Section 5. Vacancies

A. Any vacancy caused by the death, resignation, removal, disqualification or otherwise, of any Officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy.

### **ARTICLE XI      Duties of the Officers**

#### Section 1. President

A. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws. He shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instrument which may from time to time be authorized by the Board of Directors.

B. He shall preside over all meetings of the Board of Directors, general membership meetings and Special meetings.

C. He shall have the power to appoint from the Board of Directors and or general membership, chairmen of the various committees that from time to time he may so designate. The President is ex-officio member of all committees.

D. The President is Chairman of the Board of Directors and may vote at the meetings only in the case of a tie vote.

#### Section 2. First Vice President

A. In the absence or inability of the President, the First Vice President shall perform all the duties of that office.

B. He shall be responsible for maintaining the integrity of the Bylaws as well as other powers as may be prescribed by the Board of Directors.

### Section 3. Second Vice President

A. In the absence of the First Vice President, or in the event of his inability or refusal to act, the Second Vice President shall perform all of the duties of the First Vice President, and when so acting, shall have all of the powers of, and be subject all the restriction on the First Vice President. The Second Vice President will be responsible for the establishing and maintaining the Policies and Procedures Manual of the corporation and shall have other powers and perform other duties as may be prescribed by the Board of Directors.

### Section 4. Recording Secretary

A. The Recording Secretary shall record and keep full and complete records of all meetings and the Minutes Book of all meetings. Said book shall be kept in the principal office of the corporation.

### Section 5. Chief Financial Officer/Treasurer

A. The Chief Financial Officer/Treasurer is responsible for the overall management of the corporation including, but not limited to, all employees, as well as the financial accounting records of the corporation. (*Change 11/2008*)

B. He will receive, and give receipt for monies due and payable to the corporation from any source whatever.

C. He will disburse the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

D. He shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

E. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation.

F. He shall render to the President and Directors, whenever requested, an account of all of his transactions as Chief Financial Officer/Treasurer and of the financial condition of the corporation.

G. He is the custodian of the corporate seal and responsible for affixing the corporate seal to duly executed documents of the corporation.

H. He shall give notice of meetings whenever and as often as may be required by these By-laws or votes of the members of the Club.

I. He shall keep a full and complete list of all members and their addresses. Said list shall not be made available except to further the purposes of the Club and without the approval of a majority of the Board of Directors

J. He shall be responsible for enforcing, without exception, the provisions of Article V Section 1 of these Bylaws.

K. Financial Report. At every General Membership Meeting a Financial Report shall be presented and read to the membership in attendance at the meeting. The Financial Report shall contain profit and loss statements

on all Club events, including a separate statement for “In House Events” and Non-Club Events.” *(Change 11/2003)*

L. He shall deliver in writing to the Board of Directors a monthly operating budget for the following three (3) month within thirty (30) days from the beginning of each fiscal quarter. In the event a budget is not delivered, he shall be unable to disburse funds of the corporation.

*(Change 11/2002)*

M. Any withdrawal or transfer of the corporation’s funds, from one account to another, either bank, savings and loan or investment bank, must have a minimum of three (3) signatures. One of the signatures must be that of the President or in his absence the First Vice President. *(Change 11/2008)*

#### Section 7. Sergeant at Arms

A. The Sergeant at Arms will be appointed by the President each year. He must be present at all regular and Special meetings and at all other functions that the President may deem necessary.

B. His duties include maintaining order at the meetings and upon the President’s orders, expel any member for disorderly conduct.

C. He is responsible for the display of the American and Italian flags at the meetings and at special activities and functions. He is also responsible for the safe keeping of the flags.

#### Section 8. Sports Director

A. The Sports Director shall be in charge of all sports activities of the Club, including any and all Club sanctioned sports teams and the Statuto Race. He shall report on such activities at all the meetings, or appoint a designated speaker. He shall prepare and submit a sports budget for the approval of the Board of Directors. *(Change 11/2002)*

#### Section 9. Compensation

A. No officer, except the Chief Financial Officer/Treasurer and Recording Secretary, may be compensated for their services. The compensation of each office will be responsibility of the Board of Directors to establish and maintain.

#### Section 10. Conflict of Interest

A. No employee of the SFIAC for services rendered shall be permitted to be an officer, or a chairman of any committee. This eliminates any chance of “conflict of interest.” *(Change 11/2003)*

#### Section 11. Membership Director

A. The Membership Director shall be responsible for maintaining and building membership. He shall prepare and submit an annual membership plan to the Board of Directors and general members within sixty (60) days of appointment. He shall report on membership activities at all meetings, or appoint a designated speaker. He shall prepare and submit a membership budget for the approval of the Board of Directors. *(Change 11/2002)*

#### Section 12. Committee Budgets

A. All appointed Committee Chairmen shall submit quarterly budgets for the following three (3) months within thirty (30) days from the beginning of each fiscal quarter, to the Chief Financial Officer/Treasurer. Budgets shall include all foreseeable and reasonable revenues, operating expenses and profits, if any, by month and event, along with expected new members to be recruited at each event. The failure of any Committee Chairman to submit a budget shall be cause for dismissal from the Committee Chairmanship. *(Change 11/2008)*

### **ARTICLE XII      General and Special Membership Meetings**

#### Section 1.

A. The regular meeting of the members of the Club shall be held at the Club premises, without other notice than this Bylaw, at 7:00 PM on the third Tuesday of the month. At these meetings the President and the Board of Directors shall advise the membership on the affairs of the Club and shall receive and act upon proposals made by the members. The Chief Financial Officer/Treasurer shall give a financial report. *(Change 11/1999)*

B. The general membership may reverse any decision of the Board of Directors by a two-thirds (2/3) majority vote of the members in attendance at any general meeting.

#### Section 2.

A. Special meetings of the membership may be called by the President, the Board of Directors or not less than 5% of the member having voting rights.

B. Written Notice of Special Meetings, stating the place, day, hour and purpose or purposes of the Special Meeting, shall be delivered either personally or by mail to all members entitled to vote at such meetings, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President or the Secretary, or the Officers or persons calling the meeting. If mailed, the notice of the meeting shall be deemed delivered when deposited in the U. S. Post office addressed to the member at his address as it appears on the Clubs records with postage thereon.

#### Section 3. Quorum

A. Fifty (50) members having voting rights shall constitute a quorum at any General or Special meeting. The act of a majority of such members present at such meeting at which a quorum is present shall be the act of the membership, unless the act of a greater number is required by law or by these Bylaws

#### Section 4. Matters discussed at Special Meetings

A. At Special Meetings only the matter or matters shall be discussed and acted upon for which the meeting was called.

#### Section 5. Rules of Order

- A. All meetings shall be governed by Roberts' Rules of Order, in so far as they pertain to the order and procedures of meetings. Such rules cannot be in conflict with the Article of Incorporation, these Bylaws or with provisions of Law.
- B. A member, upon election to the office of President, shall be provided with a copy of "Roberts Rules of Order" and shall become familiar with the concepts of order and procedure as described therein.

### **ARTICLE XIII Amendments to these Bylaws**

#### Section 1. Amendment

A. These Bylaws may be altered, amended, or repealed and new bylaws may be adopted only by a two-thirds (2/3) vote of the membership present at the Special Bylaws meeting expressly convened once each year in the month of November. Bylaws may not be changed at any other time.

B. A Bylaw that has been amended, repealed, restated or adopted by the general membership will be changed and accepted as new Club policy on January 1<sup>st</sup> of the year following the Special Bylaws meeting. *(Change 11/2002)*

C. In the event that a quorum (fifty [50] members) is not present at a Special Bylaws Meeting, changes to these Bylaws are not possible at that meeting. The Board of Directors shall then decide all proposals for changes to the Bylaws. Changes to the Bylaws can be made by the Board of Directors only when the following circumstances have been met:

- 1.) All members of the Board of Directors must be present at a regularly scheduled Board of Directors meeting before a Bylaws change can be voted upon.
- 2.) A minimum of 80% of the Board of Directors must vote for a Bylaw change for the change to be valid.
- 3.) The Board of Directors may vote upon each proposed Bylaw change only once under this section. *(Change 11/2003)*

**ARTICLE XIV    Dissolution Procedures**

Section 1.

A. Upon dissolution of the San Francisco Italian Athletic Club all category (A) and (C) member will share, pro rata, in the distribution of the assets of the Corporation.

**ARTICLE XV    Construction and Terms**

Section 1.

A. If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this Corporation the provisions of the Articles of Incorporation shall govern.

B. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reasons, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

C. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this Corporation filed with an office of this State and used to establish the legal existence of this Corporation.

D. All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

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*These Bylaws were updated November 20, 2008 with changes passed by the membership in 2008. All changes made become effective on November 20, 2008. NO OTHER CHANGES WERE MADE.*

*Steve Landi, President*

*Craig DeMello, Chairman, Bylaws Committee*