



## BYLAWS

### OF

## THE AMERICAN ITALIAN HERITAGE ASSOCIATION AND MUSEUM

1227 Central Avenue, Albany NY 12205

518-435-1979

### ARTICLE I

#### Name and Nonprofit Policy

**Section 1. Name.** This corporation is and shall be known as the **American Italian Heritage Association and Museum**, hereinafter referred to as the "Museum."

**Section 2. Nonprofit Policy.** The Museum shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its constitution, as the same may from time to time be amended.

### ARTICLE II

#### Purposes

**Section 1. Purposes.** The purposes of the Museum as set forth in its constitution are exclusively educational in nature, to wit:

- a. To establish and maintain a history museum open to the public relating to the culture, traditions, history and contributions of the Italians and Italian-Americans to the United States.
- b. To encourage, promote and disseminate greater public knowledge of Italian immigrant history and the contributions of Italians and Italian Americans to the culture and the social, religious and political fabric of the United States.
- c. To collect, own, hold, maintain, preserve and make available to the public a collection of Italian and Italian American historical and cultural objects, papers and artifacts.
- d. To arrange, create, maintain and promote appropriate historical exhibits and displays.
- e. To establish and maintain a historical research collection and archives concerning Italians and Italian Americans in the United States.
- f. To bring together people interested in Italian and Italian-American history and to promote and support historical research and scholarship as well as to sponsor and organize historical and cultural activities, programs and events for the public concerning Italians and Italian-Americans, and to issue publications regarding the same.

## ARTICLE III

### Board of Trustees

**Section 1. Election and Powers.** The Board of Trustees shall have custody and oversight of the Museum, its collections, property and other assets. Trustees shall be elected by majority vote at each Annual Meeting of the Board by those members present and/or by absentee ballot mailed to each member in advance of said meeting. Each Trustee shall serve until his or her successor is elected and qualified, unless his or her Trusteeship is vacated by resignation, death, removal, or otherwise. Each member is entitled to one vote.

**Section 2. Number.** The number of Trustees constituting the entire Board of Trustees shall be not less than five (5) or more than twenty-five (25), and shall be fixed by resolution of the Board of Trustees. The Board of Trustees, by a two-thirds (2/3) vote of all members of the Board, may resolve to increase or decrease the number of Trustees to the extent permitted in the Charter of the Museum, provided that no decrease shall shorten the term of any incumbent Trustee.

**Section 3. Classes.** Each Trustee shall serve a term of three (3) years, except as provided hereafter in this Article. For the purpose of staggering their terms of office, the Trustees may be divided into three (3) classes, as nearly equal in numbers as may be, and the term of office of one class shall expire each year in regular rotation. In case the number of Trustees in any class becomes unequal to the other classes, the Board of Trustees may elect one or more Trustees to terms of one or two years, as may be deemed most practical, and when that term or terms expire(s) the position(s) shall be subject to election at the Annual Meeting of the Board.

**Section 4. Vacancies.** In case of any vacancy in the Board of Trustees, the President may appoint a successor to fill the unexpired term, and to serve until his or her successor shall have been duly elected and qualified. In the event of increase in the number of Trustees, additional Trustees may be elected to terms of one or two years as may be necessary to maintain equality in numbers among the classes of Trustees. Additional Trustees so elected shall serve until their successors shall have been duly elected and qualified.

**Section 5. Absences.** If any Trustee shall fail to attend two (2) meetings per year of the Board of Trustees without excuse accepted as satisfactory by the Board, such Trustee shall be deemed to have resigned and the vacancy shall be filled. Likewise failure to respond to correspondence requiring action and resolution as described in Section 10 below, within the time frame established, shall be construed as an absence. Time frame shall be established at time of correspondence, as appropriate. The subject line of said correspondence must specify that a "response is required".

**Section 6. Removal.** At any meeting of the Board of Trustees duly called, any Trustee may, by vote of two-thirds (2/3) of the entire Board, be removed from office and another may be appointed as specified in Section 4.

**Section 7. Meetings.** The Annual Meeting of the Board of Trustees shall be held in either February or March of each year on such date and at such time and place as may be fixed by the Board of Trustees and

named in the notice. Regular Meetings of the Board of Trustees shall be held at such times as the Board may, from time to time, determine. Special Meetings of the Board of Trustees shall be held at any time, on call by the President of the Board, or by the Secretary on the request in writing of any three (3) members of the Board.

**Section 8. Agenda for Regular Meetings.** The agenda or order of business for each Regular meeting shall include but not limited to the following:

- (a) Call to order
- (b) Roll Call
- (c) Approval of Minutes
- (d) Financial report
- (e) Reports of Regular Committees
- (f) Reports of any other Committees
- (g) Report of the Director
- (h) Old business
- (i) New business
- (j) Adjournment

At any meeting, by approval of the Board, the above agenda can be waived for more expedited discussion of the issues.

**Section 9. Quorum.** A majority of the Trustees present at a meeting shall constitute a quorum at any meeting of the Board, and except as otherwise provided by law or herein, a majority in number of such quorum shall decide any question that may come before the meeting. All officers, including the President shall have a vote and constitute part of the quorum.

**Section 10. Action Without a Meeting.** Any action required or permitted to be taken by the Board of Trustees or any committee thereof at a duly held meeting may be taken without a meeting if a majority of the members of the Board of Trustees or the committee consent by any means of communication available to the adoption of a resolution authorizing the action. Such resolution shall be filed with the minutes of the proceedings of the Board of Trustees or the committee.

**Section 11. Personal Attendance by Conference Communication Equipment.** Any one or more members of the Board of Trustees or any committee thereof may participate in a meeting of such Board or committee, with the consent of all the members of such Board or committee present in person at such meeting, by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

**Section 12. Executive Committee.** The Board of Trustees shall, by an affirmative vote of a majority of the entire Board, appoint an Executive Committee, to consist of 4 to 6 Trustees, including the President, Vice-President, Secretary, Treasurer, and other members of the Board of as the Board shall determine upon recommendation by the President. The President shall be the Chairman of the Executive Committee. The Executive Committee shall have and may exercise between the meetings of the Board of Trustees all the authority of the Board of Trustees, except that the Executive Committee shall have no authority as to those matters proscribed under any provision of applicable law. The Executive Committee shall review, at least annually, the performance and effectiveness of the Director, and shall recommend the compensation and benefits of the Director. The Executive Committee shall report all its actions to the next meeting of

the Board. Any reference in these Bylaws to the Board of Trustees shall include the Executive Committee unless the context or express provision otherwise provides.

**Section 13. Regular Committees.** As soon as practicable each year following the Annual Meeting of the Board of Trustees and upon the recommendation of the President, the Board shall appoint the following, but not limited to the following regular committees each of which shall consist of at least (2) members and shall have the authority to carry out its purposes as set forth in this Section 15. In making these appointments, the Board shall designate the Chairperson of each committee other than the Finance Committee.

**(a) Collections Committee.** There shall be a Collections Committee which shall recommend policy for acquisitions to the collections, either by purchase or gift, and shall carry out a continuing review of all acquisition programs. This Committee shall also be responsible to the Board for policies relating to preservation, deaccessioning and other disposition of the collections. The Museum curator chairs the collections committee.

**(b) Community Relations Committee.** There shall be a Community Relations Committee which shall recommend policy for the community relations, public relations, membership programs, and development activities of the Museum.

**(c) Finance Committee.** There shall be a Finance Committee which shall recommend policy and be responsible for the supervision and direction of the care and custody of all assets of the Museum. The Finance Committee shall advise the Director in the preparation of the budget for the calendar year which shall be presented annually to the Board of Trustees for adoption. The Finance Committee shall review with the Director and the independent public accountants then serving the Museum audit policies and the proposed annual audit report to be submitted to the Board. The Treasurer shall serve as Chairman of the Finance Committee.

**(d) Nominating Committee.** There shall be a Nominating Committee which shall recommend candidates for election to the Board of Trustees. Nominations can be made by any member of the Museum to the nominating Committee. The Nominating Committee shall review and coordinate all nominations and submit these to each member of the Board 15 days prior to the Annual Meeting of the Board. Nominations from the floor will also be accepted at the annual meeting. The Nominating Committee and or the President shall also recommend to the Board persons to fill vacancies as soon as practicable after they may occur. The Nominating Committee may also propose to the Board persons for elections as Honorary Trustees.

**(e) Personnel Committee.** There shall be a Personnel Committee which shall recommend policies relating to the recruitment, compensation, benefits, and retention of Museum employees, other than the Director, and all employee policies and programs. This committee shall also recommend policies relating to the recruitment, training, benefits and retention of Museum volunteers.

**(f) House and Grounds Committee.** There shall be a House and Grounds Committee which shall recommend policies for the maintenance, repair, and occupancy of the physical facilities and grounds of the Museum.

**(h) Fundraising Committee:** The Fundraising Committee is responsible for overseeing the organization's overall fundraising by working with the Trustees, President and staff to incorporate special fundraising

programs such as, but not limited to special events, direct mail, product sales, dinner/dances, and other fundraising events as thought of and implemented.

**Section 16. Other Committees and Groups.** The President with the approval of the Board of Trustees, may designate additional committees, and may include other persons who need not be Trustees. Each such committee shall have such authority and shall serve for such time as provided in the resolution designating the committee, except that such authority shall not exceed the authority conferred on the Executive Committee by Section 12 or on any regular Committee by Section 13 of this Article.

**Section 17. Other** - The Board of Trustees may appoint an Honorary Board, an Advisory Board, or a Friends Committee and/or other advisory groups. Each group shall serve at the pleasure of the Board, for a period designated by the Board and shall have only such authority or obligations as the Board of Directors may from time to time determine. No advisor shall receive compensation for services rendered except for payment of reasonable expenses in accordance with policies established by the Board of Directors, unless such compensation is authorized by a majority of the Board members then in office.

**Section 18. Honorary Life Trustees** - The Board of Trustees may appoint Honorary Life Trustees in acknowledgement of distinguished contributions to the mission of the American Italian Heritage Association and Museum. Honorary Life Trustees shall be non-voting Trustees, and shall be welcome guests at Board of Trustees' meetings and all sponsored events.

## ARTICLE IV

### Officers

**Section 1. Election of Officers.** The Board of Trustees shall elect a Chief Executive Officer/President, a Vice-President, a Secretary, a Treasurer, and a Corresponding Secretary of the Museum. Each such officer shall be elected from among the Trustees and the members present at the Annual Meeting of the Board for a term of one year. Any vacancy in the above offices shall be filled by the Board of Trustees as soon as practicable.

**Section 2. Removal.** At any meeting of the Board of Trustees duly called, any Officer of the Museum may, by a vote of two-thirds (2/3) of the entire Board, be removed from office and another may be elected by the board in the place of the Officer so removed, to serve until the next Annual Meeting of the Board.

**Section 3. CEO/President.** The CEO/President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operations of the Museum. He or she shall act as Chairperson of and preside at all meetings of the Board and of the Executive Committee. He or she shall serve on all Regular and other committees. In addition to the appointed members, the President shall have such other powers and duties as may be designated by the Board.

**Section 4. Vice-President.** At the request of the President or in his or her absence or during his or her disability, the Vice-President shall perform the duties and exercise the functions of the President. The Vice-President shall have such other powers and duties as may be designated by the Board of Trustees or the President.

**Section 5. Secretary.** The Recording Secretary shall be responsible for the keeping of Minutes of all meetings of the board of Trustees. He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law. The Secretary shall be responsible for the custody of the records and of the seal or seals of the Museum. The Secretary shall have such other powers and duties as may be designated by the Board or the President.

**Section 6. Treasurer.** The Treasurer shall have supervision over the financial records of the Museum. The Treasurer shall provide the Board of Trustees at each of its regular meetings with a statement of the financial condition of the Museum. He or she shall serve as Chairman of the Finance Committee and shall have such other powers and duties as may be designated by the Board.

**Section 7. Corresponding Secretary.** The Corresponding Secretary shall read all correspondence and answer all correspondence as directed by the President and/or by the Board of Trustees.

## **ARTICLE V**

### **Membership**

**Section 1. Purpose and Authorization.** In order to provide a means of attracting interest in and support for the activities of the Museum, the Board of Trustees may establish one or more classes of membership as it deems fit, on such terms and conditions as the Board by resolution shall determine.

## **ARTICLE VI**

### **Director**

**Section 1. Director.** The Board of Trustees may appoint and employ a chief administrator of the Museum, designated as Director. The Director shall serve at the pleasure of the Board.

**Section 2. Duties of the Director.** The Board of Trustees may delegate to the Executive Director the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board. The Director shall be the chief officer of the staff of the Museum, and shall appoint, supervise and, when necessary, discharge individuals who occupy staff positions authorized by the Board. The Director shall have additional powers and duties as may be designated by the Board.

## **ARTICLE VII**

### **Amendments and Other Provisions**

**Section 1. Amendments.** These Bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority in number of the entire Board of Trustees, provided that at least (5) days before the meeting at which any amendment shall be voted upon, written notice of the proposed amendment shall be mailed or emailed to each member of the Board, together with a concise statement of the changes proposed to be made.

**Section 2. Conduct of Meetings.** Except as otherwise provided in these Bylaws, by applicable law or by resolution of the Board of Trustees, all meetings of the Board or of any committee designated by the

Board shall be conducted in conformity with Robert's Rules of Order, Revised, as amended from time to time, unless a waiver is approved by a majority of the Trustees present at the start of the meeting.

**Section 3. Financial Reporting.** For financial reporting purposes the Museum shall report from January 1 to December 31st of each year.

**Section 4. Indemnification.** The Museum shall indemnify (a) any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person is or was a Trustee or Officer of the Museum and (b) any Trustee or Officer of the Museum who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the Museum, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of New York, as amended from time to time; and the Museum may, in the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

**Section 5. Interested Trustees and Officers.** Each Trustee and Officer of the Museum shall disclose in writing to the Board of Trustees any conflict of interest which he believes may arise in connection with his service as a Trustee or an Officer of the Museum. No contract or other transaction between the Museum and any other corporation, firm, association, or other entity in which one or more of its Trustees or Officers are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such Trustee or Trustees or Officer or such common directorship, officership, financial or other interest are disclosed in good faith or known to the Board or committee, and if the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Trustee or Officer.