

AMERICAN-ITALIAN FEDERATION

OF THE SOUTHEAST

CONSTITUTION AND BYLAWS

PREAMBLE

Affirming our pledge of allegiance to the United State of America, which we serve at all times with undivided devotion, the individual members, through their respective officers of the undersigned member organization of the American-Italian Federation of the Southeast, unite and pledge accordingly: That they believe in God; that they are proud and conscious of being a representative element of an old civilization which has contributed so greatly to the enlightenment of the human spirit. That through our activities, institutions, and customs, we may enrich, broaden, and preserve the pattern of the American Way OF Life; that through ethnic identity and pride we can develop group unity and action which will best meet our aims and more meaningfully and effectively achieve contributions to the well-being of our United States of America; that through an intelligent and constant exercise of civil duties and rights, and obedience to the CONSTITUTION of the United States, we uphold and strengthen this republic; and that to make known our objectives and ensure their attainment through the harmonious functioning of all the parts of our organization, the said American-Italian Federation of the Southeast does hereby ORDAIN and ESTABLISH the following as our CONSTITUTION and BYLAWS.

ARTICLE I

FORMATION AND SCOPE

- A. To enroll in its membership all organizations made up of persons of Italian decent, birth, also individuals married to people of Italian descent, individuals adopted and friends of individuals of Italian descent. There shall be no concern regarding religious faith or political affiliation of members who believe in the fundamental concept based upon the Constitution of the Unites States of America resting upon the proposition, written by Philippe Mazzei, "that all men are created equal."
- B. To organize its member organizations into a federation bonded by free will, and obligated to participate in any program to provide central leadership, guidance and initiative, provided that it is the Will of the majority of the member organizations and duly voted upon by its delegates.
- C. To encourage, support, and coordinate all efforts and activities of common interest, thereby making each member organization more effective in achieving its goals and those of the Federation.
- D. To promote unity so that the American-Italian Community may contribute more effectively and meaningfully as a group to its welfare and to that of our State and Nation.
- E. To encourage, initiate and support formation of local American-Italian organizations and the strengthening of those already existing.
- F. To invite American-Italian organizations to become affiliated with the Federation.

ARTICLE II

AIMS OF THE FEDERATION

- A. To promote the following interests:
 - 1. Advancement of education;
 - 2. Preservation of morale, patriotic and religious values;
 - 3. Erection of monuments and Public service Facilities;
 - 4. Advancement of art, music and culture;
 - 5. Community involvement;
 - 6. Elimination of prejudice and discrimination;
 - 7. Defense of human and civil rights;
 - 8. Harmony among member organization;
 - 9. Affiliation with charity groups; and
 - 10. Fellowship with other Italian-American organizations.
- B. To conduct its affairs which include the power to purchase, acquire, maintain and manage real estate holdings, which the Federation is, empowered to finance or lease for its proper and advantageous use.
- C. To Establish procedures and advisors
 - 1. The rules and bylaws under which it will function.
 - 2. Advisory Board
 - i) An Advisory Board made up of not more than fifteen (15) outstanding individuals who have achieved recognition for their endeavors in business, professions, science or labor movements, and have shown by deed, over a long period of time, their concerned interest

- for American-Italian activities. The members of the Advisory Board shall serve for two (2) years. That the term shall begin at the end of the biennial convention.
- ii) Each regional Vice President shall recommend up to three (3) area coordinators in their respective regions. These recommendations shall be made to the President who in turn can approve or veto their appointment. The appointment will be for a two (2) year period and will coincide with the term of that administration. Each approved regional coordinator shall automatically become a member of the Advisory Board and function through the direction of the President and the Executive committee, however, they shall report directly to their regional Vice President.
3. The Immediate past president of the Federation shall serve a two-year term as a member of the Advisory Board and shall serve as the Chairman of the Advisory Board for such term.

ARTICLE III

BIENNIAL CONVENTION

A. Time and Place for Convention

The place and time of the American-Italian Federation biennial convention shall be decided by the majority vote of the delegates.

B. Number of Delegates and Votes

The total number of delegates each member organization may send and the total number of votes it will be eligible to cast shall be determined by the following: If the organization has at least ten (10) but less than fifty (50) members, it shall have (1) vote. If the organization has more than fifty (50) members or majority fraction thereof up to a maximum of five (5) votes. Any delegate may cast the full vote for his organization, if that delegate is in possession of a proper proxy. The number of votes allotted to each organization in accordance with the above formula shall be on the basis of the membership as shown to be in good standing as of January 1st of each year and no delegate shall vote unless a membership report is filed with the Secretary of the Federation on or before March r of each year. Newly admitted organizations shall automatically have delegate representation based on the membership report submitted with application to join the Federation. Any delegate whose organization is two (2) years in arrears for pro-rata charges shall not be permitted to vote.

C. Appointment of Committees and Their Duties

The President of the American-Italian Federation shall appoint the following committees to consist of not less than five (5) members each. A committee appointee must be a member in good standing of a member organization but not necessarily a designated delegate to the Assembly.

D. Committees and Functions

1. Committee on Constitution and Law, Amendments and Rules This committee shall take charge of and consider all Amendments and reports, which propose to change, alter or revise the American-Italian Constitution, report to the convention such amendments referred to it with its recommendations, and to recommend to the convention rules for conducting the convention
2. Committee on Credentials, Officer Reports and Official Publications This committee shall examine and report upon the credentials of all delegates to the convention and shall have the power to expel any unauthorized person or persons from the convention should they find their credentials to be unsatisfactory. This committee shall examine all officer reports to the convention and make such recommendations to the convention as in its judgment may be to the best interest of the American-Italian Federation. This committee shall also make recommendations to the conventions regarding official publications as in its judgment may be to the best interest of the American-Italian Federation.
3. Committee On Finance
This committee has the authority to examine and approve for payment expenses involved with convention costs. Authority to contract and obligate the Federation and to approve disbursements of Federation funds for other than convention costs is as follows:
 1. CONTRACTS:
 - a. Contracts of this Federation must be signed by the President and Secretary.
 - b. Contracts producing expenses or revenue to the Federation of \$1,000 or less may be approved by the President provided the term of the contract does not exceed one year.

- c. Contracts producing expenses or revenues to the Federation in excess of \$1,000 but not to exceed \$5,000 must be approved in writing by a majority of the four area Vice-Presidents provided the terms of the contract does not exceed five years.
 - d. Contracts producing expenses over revenues to the Federation, actual or estimated, in excess of \$5,000 or which are in excess of five years duration must be approved by a majority of the delegates in assembly as provided in Article III of the Constitution.
2. Disbursement of Federation funds, other than convention costs, is authorized as follows:
- a. By the President and treasurer, without prior approval, for any sums not exceeding \$500
 - b. By the President and Treasurer, with prior approval of the four area Vice-Presidents for any sums not exceeding \$5,000
 - c. By the President and Treasurer with prior approval of a majority of the delegates in assembly as provided in Article III of the Constitution for all sums in excess of \$5,000.

E. Submission of amendments, Resolutions and Motions

1. The secretary of the American-Italian Federation shall notify each organization to submit to his office all proposed amendments to the American-Italian Federation Constitution, in duplicate, not later than thirty (30) days prior to the opening of the convention. All resolutions having to do with the establishment of or declaration of policy of the American-Italian Federation shall be submitted to Secretary's office, in duplicate, at least ten (10) days prior to the opening of the convention. All Amendments and resolutions to the President who, in turn, will refer them to the appropriate committee, which committee may take such action on such proposal as it sees

fit. Nothing in the foregoing shall operate to abridge the right of a delegate to propose an amendment to any pending matter before the convention.

2. Motions

Motions oral or written are to be submitted by delegate in good standing having the right to vote.

- a. The vote upon which duly made and seconded may either be by raising hands, by roll call, or by division of the Assembly; however, the vote by roll call shall be mandatory whenever no less than five (5) members of the Assembly request it.
- b. Motions, which affect a particular member of the Assembly, are to be voted on by secret ballot.
- c. Approval of any other motion requires a simple majority of the quorum or $2/3$ of all delegates present in the Assembly

F. Constitution Supreme Law

This constitution constitutes the supreme law of the American-Italian Federation and supersedes any provision in the bylaws or member organizations, which is inconsistent with it.

G. Advisory Board Approval

Proposed amendments to the constitution may be submitted to the Advisory Board. The Advisory Board's recommendation on the proposed amendments shall be submitted to the delegates at the convention.

H. Proposal To Amend

Proposals to amend this constitution must be submitted by any organization as provided above. The President, Executive Committee, or the Committee on Constitution and Law may submit proposals to amend the constitution at any time up to but not including the last day of convention.

I. Effective Date of Amendments and Resolutions

Any amendment or resolution approved at a convention shall become effective upon final adjournment of that convention unless otherwise provided by the amendment. Amendments shall not be retroactive.

J. Correction to Amendments

The Executive Committee shall have the authority to make such corrections, typographical, grammatical, punctuational or otherwise, including titling, the supplying or remedying or inadvertent omissions or errors as are necessary to carry out the spirit and intent of any approved amendment.

K. Certification of Member Organizations

1. Newly admitted organizations must submit a certification signed by its President and Secretary of the number of members of such organization as of the last day of the preceding calendar year.
2. All Organizations shall submit a certificate signed by its President and Secretary of the number of members as of the end of the year within ninety (90) days after close of each calendar year.

L. Proxy Vote

Votes can be cast at any time by proxy if the proxy is presented in writing to the President or Secretary prior to the commencement of the meeting.

ARTICLE IV

EXECUTIVE COMMITTEE, ASSEMBLY, AND ADVISORY BOARD

The Federation shall consist of the Executive Committee, the Assembly and the Advisory Board.

A. Executive Committee

The Executive Committee shall be elected at the biennial convention and shall serve for a period of two years. The members of the Executive Committee are the President, Executive Vice-President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, 4th Vice-President, Secretary, and Treasurer.

The Chairman of the Advisory Board shall be and ex-officer member. The responsibilities of the Executive Committee are as follows:

1. To act on behalf of the Federation as its designed representative in matters;
2. To initiate programs and actions to achieve the aims of the Federation;
3. To formulate and prepare all changes to this constitution bylaws and/or deliberations of the Federation which it shall submit to the Assembly for approval and adoption;
4. To audit the books of the Secretary and Treasurer and any and all documents of correspondence to the Federation;
5. To act as custodian of any and all documents and records deemed valuable and belonging to the Federation;
6. To schedule and conduct any and all meetings of the Federation, or it's appointed committees;
and
7. To act on any and all matters it deems necessary to further the purposes as set out in this constitution.

B. Assembly

The Assembly shall act as a legislative body of the Federation and shall consist of all the duly-appointed delegates of all the member organizations to the Federation. The Executive Committee shall have the power to request a replacement of any delegate to the Assembly. The appointment however, shall be made by the member organization and, should the Executive Committee reject a representative, the member organization shall have the right to substitute.

1. A delegate shall continue as long as the member organization continues the appointment, and the delegate presents proper credentials to the Secretary of the Federation.
2. The Assembly shall have the sole right and power to act upon the expulsion of any member organization, such action requiring a 2/3rd vote of the entire Assembly.
3. The Executive Committee can request replacement of any delegate for the following reasons:
 - a. Frequent absence from scheduled meetings;
 - b. Failure to report information to the member organization; and
 - c. Any misconduct of the delegate as determined by the member organization.

C. Advisory Board

The Advisory Board shall act as the judicial body of the federation and shall consist of the designated persons appointed by the Executive Committee and approved by the Assembly with the advice and consent of the president. Appointed persons, members in good standing of any member organization.

1. The Advisory Board shall arbitrate any and all controversies and disagreements arising between any member organization, between the Executive Committee and the Assembly or any other conflicts which the President deems important for the continuation of the Federation activities.

2. The members of the Advisory Board shall act in an advisory capacity only without the right of vote or veto, and shall only be replaced by concurrent vote of the Executive Committee and the Assembly.

ARTICLE V

DUTIES OF OFFICERS

A. PRESIDENT

1. Appoints the Electoral Committee, convention committees and all other committees and commissions, and acts as ex-officio member thereof.
2. Sign orders, correspondence, minutes, documents and checks.
3. Gives rulings and interpretations.
4. Gives reports.
5. Appoints a chaplain and all special chairmen.
6. Determines the length of any discussion or presentation.
7. Directs implementation of the aims of the Federation.
8. Prepares an agenda for each meeting.

D. EXECUTIVE VICE-PRESIDENT-ADMINISTRATION

1. Acts in the absence of the president and in that capacity shall exercise all the duties, responsibilities and authority of the President.
2. Oversees the efficient administration of the Federation.
3. Accepts specific assignments given by the President.

E. 1st VICE-PRESIDENT EXPANSION

1. Acts in the absence of the President in the event the President and the Executive Vice-President are not present.
2. Chairs the Federation Expansion Program.
3. Accepts specific assignments given by the Presidents.

F. 2nd VICE-PRESIDENT-EDUCATION

1. Acts in the absence of the President in the event the President, Executive Vice-President, and the la Vice-President are not present.
2. Chairs the Federation Education Program.
3. Accepts specific assignments given by the President.

G. 3rd VICE-PRESIDENT-SOCIAL

1. Acts in the absence of the President in the event the President, Executive Vice-President, 1 a Vice-President, and President arc not present.
2. Chairs Federation social functions.
3. Accepts specific assignments given by the President.

F. 4th VICE-PRESIDENT

1. Acts in the absence of the President in the event the President, Executive Vice-President, 1st Vice-President, 2nd Vice-President, and 3rd Vice-President are not present.
2. Chairs Federation District Coordination.
3. Communication with liaison with Advisory Board.
4. Accepts specific assignments given by the President.

G. SECRETARY

1. Takes minutes and furnishes President with a certified copy.
2. Takes care of miscellaneous correspondence.
3. Maintains a roll of member organizations and their memberships.

4. Acts as clerk at all meetings.
5. Attests to all amendments adopted.

H. TREASURER

1. Maintains financial records showing recipients and disbursements.
2. Receive and deposit receipts.
3. Advises on the financial needs and looks after the financial well-being of the Federation.
4. Acts as custodian of all instruments evidencing title or claims to personal property and other possessions of the Federation.
5. Gives Financial Reports.
6. Draws vouchers signed by himself and one delegates for submission for payment by the President and Treasurer.
7. Performs as a member of Committee on Finance.

ARTICLE VI

ELECTIONS

- A. The President, Executive Vice-President, Vice-Presidents, Secretary, and Treasurer are elected by the delegates in Assembly at the biennial convention.
- B. Member of delegates per organization shall be in accordance with Article III, Section B, which establishes the voting rights of each member organization. Any member organization shall be authorized to designate an alternate delegate; however, such designation must be in writing and submitted to the President.
- C. The Electoral Committee is appointed by the President and shall meet two months before elections are held to select a slate of officers. A copy of this list shall be mailed to all delegates in the Assembly and to the Executive Committee members at least twenty (20) days before elections are held. Nominations from the floor are to be accepted for any office.
- D. Elections shall require a simple majority vote of the Assembly present. In case of resignation, or other permanent absence of any elected officer, new elections shall be held for that office for the balance of the term if the balance is longer than six (6) months.

ARTICLE VII

ADMISSION AND EXPULSION OF MEMBER ORGANIZATIONS

- A. The President shall select a committee of admission and expulsion of member organizations. This committee is responsible as follows:
1. Study of any organization, which expresses a desire to become a member of the Federation in order to determine if such organization qualifies according to their aims of the Federation.
 2. Study rules for removal of any officer in dereliction of his/her duties.
 3. In both the above situations the committee will make recommendations to the Executive Committee and any action that will be taken must meet the 2/3 majority of the vote.

ARTICLE VIII

FINANCIAL ACCOUNTING

- A. There shall be no mandatory dues or assessments for any reason unless approved by a simple majority or the delegates of the member organizations. If the activities to be undertaken by the Federation require the expenditures of money, the Federation shall plan and implement a fund-raising program designed to meet all of its expenses and be solvent at all times. The selection of fund-raising activities shall be at the discretion of the Executive Committee to serve the interests and aims of the Federation.
- B. All monies or property received by the Federation shall be recorded, and monies shall be deposited into a bank account and shall be used first solely for the purpose of paying all expenses and costs incurred in the promotion and execution or its activities.

- C. The Treasurer shall keep all books in order and make a record of all contributions, income, costs, and expenses for the purpose of accounting and information to the Executive Committee, The Treasurer shall also file necessary reports with the Internal Revenue Service as required.
- D. The purpose and activities of raising funds and their expenditure or distribution shall be of such a nature as will not jeopardize the tax exemption status of the Federation under Section 501© or 170©2 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as it may apply.

PROPOSED AMENDMENTS TO CONSTITUTION AND BY-LAWS

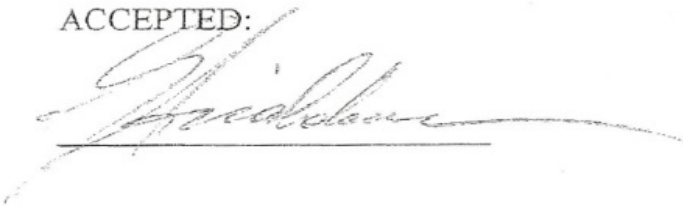
Authorized Party submitting Amendments SALVATORE PANZECA

The Amendment to the By-Laws are effective as of the 20th
day of May, 2001

Date: 5-19-2001

Generoso P. Harris
SECRETARY

ACCEPTED:



BYLAWS

ARTICLE I

Each member organization will maintain its name, constitution, and membership without interference by the Federation with its identity or its activities or leadership.

ARTICLE II

Any member organization in disagreement with a position taken by the Federation where there is no right of veto, may abstain from participation in that activity but will not issue public criticism of the Federation.

ARTICLE III

All political involvement shall strictly prohibit and excluded from the proceedings of the American-Italian Federation.

ARTICLE IV

Robert Rules of Order shall apply as parliamentary procedures in the conduction of the meetings of this Federation.

ARTICLE V

In its endeavor to implement the aims of the Federation, the officers and the Assembly shall have the sole discretion of the program to follow unless otherwise provided herein.

ARTICLE VI

- a. All activities of this Federation shall be carried on in an orderly, lawful, and decorous manner.
- b. Members of the Federation will not receive compensation or gain for their services.

ARTICLE VII

The Federation shall seek the cooperation of all civic, fraternal, labor, business, professional, social, welfare, public and private organizations and individuals and local governmental bodies and their departments.

ARTICLE VIII

The Federation may, at its discretion, cooperate and participate with organizations, groups, or individuals in activities or common interest, including fund-raising activities.

ARTICLE IX

The Federation shall endeavor to correct any injustice to or deficiency of the American-Italian Community and to promote its advancement not by the cry of discrimination but more so by constructive programs.

ARTICLE X

No person or member organization shall make statements representing or reflecting upon the Federation without the approval of the President. All official statements shall be issued by the President.

ARTICLE XI

The Federation letterhead shall not be used by any other member of the Federation unless approved by the President or directed by the Executive Committee.

ARTICLE XII

A card of identification uniform in size and design as prescribed by the Executive Committee shall be furnished to each member of the Assembly and Executive Committee.

ARTICLE XIII

Since conflict of interests and subjection to outside pressure might compromise the effectiveness of the administration or aims of the Federation, the following shall govern:

- A. Any person who is an officer in a member organization, upon being elected President of the Federation, must resign his office in member Organization.

- B. Persons aspiring to or holding high elected or appointed political office, shall not be officers of the Federation, and must resign upon entering a political campaign for high office or accepting high political office or attending a high office in a political party.
- C. Persons who do substantial business with political entities, individually or through or for a corporation on a negotiate basis, shall not be officers of the Federation and shall resign if this condition occurs during a term in office.

ARTICLE XIV

Notice for meetings shall be in writing to all delegates. No meeting shall be held without written notice to the Executive Committee.

ARTICLE XV

Repealed NIACA no longer exists.

ARTICLE XVI

Section 1

Annual Meeting.

An annual meeting of the members shall be held in the month of September in each year, beginning with the year 1980, for the purpose of transaction of such business as may come before the meeting. The Board of Directors, or the President, shall designate the date, hour and place of the meeting.

Section 2

Special Meetings.

Special meetings of the members may be called by the President, the Advisory Board, or the members on such date or dates as shall be permitted by law.

Section 3

Notice of Meeting.

Written notice stating place, day and hour of any meeting of the members shall be delivered, either personally, or by mail, to each member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting.

Section 4

Voting.

Absentee voting or voting by proxy shall be allowed.

Section 5

Quorum.

A quorum shall consist of 25% of the entire Assembly of appointed delegates. No business may be validity transacted unless a quorum is present.

These Amended and Restated Bylaws are effective as of the 20th day of May, 2001.

DATE: 5-19-2001

SECRETARY Geneveve P. Harris

ACCEPTED: Gino Scialdone