



BY LAWS *

**Article I
Name and Offices**

Section 1. The name of this organization shall be the **American Society of the Italian Legion of Merit.**

Section 2. The principal offices of the Society shall be in the City of New York, County of New York, State of New York.

**Article II
Organization and Purposes**

Section 1. The Society is a not-for-profit corporation chartered by the State of New York on April 1, 1965, and operates as such under Section 501 (c)(3) of the Internal Revenue Code for the purpose of bringing together those individuals upon whom the Republic of Italy has conferred a decoration in a chivalric Order.

Section 2. The purposes of the Society are likewise chivalric, diplomatic, charitable and social, and, in these regards, it shall engage in all appropriate activities; the Society shall do everything to maintain the cordial relationship and tending to strengthen the traditional friendship and goodwill existing between the people of the United States and Italy.

**Article III
Governance**

Section 1. In furtherance of its

corporate purposes, the Society shall have all of the general powers enumerated in Section 202 of the Not-for-Profit Corporation Law of New York. Governance of the Society pursuant thereto and as not otherwise provided for herein is vested in the Board of Directors, which shall exercise all corporate powers.

Section 2. The Board of Directors shall carry out the purposes of the Society in accordance with its charter. The Board shall make all necessary rules and regulations for the establishment and operation of the Society; establish the duties, terms and tenures of its officers and directors; serve as the Society's sole electors; confirm appointees; provide for the retention of staff as necessary; and generally adopt such rules, make such arrangements, and enter into such contracts as to provide effectively for the proper management and operation of the Society. The powers of the Board of Directors shall include, without limitation by reason of specification, the solicitation and receipt of **d u e s , d o n a t i o n s ,** subscriptions, bequests and devises, in trust or otherwise, for the benefit of the Society; the standing to appear in all courts in safeguarding the property of the Society; the authority to maintain books, records and all other papers requisite for the management of the Society. The Board shall exercise general

supervision and control over the management and operation of the Society through its officers and appointees, and such standing and *ad hoc* committees as it may, from time to time, appoint.

**Article IV
Membership**

Section 1. By virtue of a decoration in a chivalric Order conferred by the Republic of Italy, individuals so recognized are automatically eligible for membership in the Society. Such membership may be active or inactive as the case may be.

Section 2. The annual meeting of the regular active membership shall be held, upon not less than thirty (30) days written notice, at the offices of the Society, or at such other places as the Board of Directors may from time to time determine, during the month of December in each year. At such meeting, annual reports on the state of the Society shall be rendered.

Section 3. Associate membership in the Society may be granted, in the considered opinion of a majority vote of the Board of Directors, for those, among others, who by virtue of familial relationship or because of accreditation, appointment, commission or conferral are deemed entitled.

Other than at a scheduled meeting, if no overriding objection is received by the Board within fifteen (15) days after the date of receipt of a nomination, the person(s) so nominated shall be admitted to associate membership.

Section 4. Honorary membership in the Society may be granted, in the considered opinion of a majority vote of the Board of Directors, to any person(s) who is deserving of such station. Other than at a scheduled meeting, if no overriding objection is received by the Board within fifteen (15) days after the date of the receipt of a nomination, the person(s) so nominated shall be admitted to membership.

Section 5. All regular and associate members of the Society, in order to remain active, must remit annual fees and dues in such amount as are established, from time to time, by the Board of Directors. Annual dues shall be due thirty (30) days from the date of the invoice. Nevertheless, only regular active members may serve as directors and/or officers of the Society.

Section 6. A member may resign at any time by giving written notice to the Secretary. Membership may also be terminated for cause by the affirmative vote of two-thirds (2/3) of the entire Board of Directors.

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Article V Board of Directors

Section 1. The Board of Directors shall consist of the elected officers of the Society and not more than nine (9) elected Directors all of whom shall be active members. The immediate past president of the Society shall be designated "Honorary Chair of the Board".

Section 2. Each Director shall serve for a staggered term of two years, or until his/her prior resignation or removal.

Section 3. A director may be eligible for re-election to a third or succeeding term of office only following an intervening period of two (2) years, except as otherwise provided for at Article VI, Sec. 1.

Section 4. Whenever a vacancy occurs in any directorship, such interim vacancy shall be filled by election by the Board. The term of such new Director shall be the balance of the term of the director he/she replaces. Such election shall not be considered a term of office for purposes of re-election.

Section 5. Whenever the term of a director, then serving as an officer of the Society expires, that director may continue in office until the completion of his/her directorship.

Section 6. A director may

resign at any time by giving written notice to the Secretary. Unless otherwise specified in the notice, the resignation shall take effect upon receipt of notice thereof, and the acceptance of the resignation shall not be necessary to make it effective.

Section 7. The Board of Directors may at any time remove a member for just cause by the affirmative vote of two-thirds (2/3) of the entire Board.

Article VI Election of Directors and Officers

Section 1. The Board of Directors of the Society shall biennially, at its annual meeting, nominate and elect from their active members the officers and directors of the Society to serve for two (2) years terms. These shall be nominated, on fifteen (15) days prior written notice, by a Nominating Committee consisting of five (5) regular active members, appointed by the President. The Committee shall propose nominees for the office of President, Executive Vice President, Secretary, Treasurer, Counselor, Chief of Protocol and nine (9) additional Director(s), all of whom shall, be active members, and who, upon election by the Board, shall serve for a term of two (2) years and be eligible for re-election to the same office for a total of two consecutive terms of office; unless re-

elected to the same office by acclamation.

Section 2. Candidates other than those nominated by the Nominating Committee may be proposed by any regular active member by letter to the Secretary, on fifteen (15) days prior written notice, containing the name of the nominee and his/her sponsor, the office for which the nominee seeks election, the nominee's biographical data, and the signatures of seven (7) members of the Board of Directors or thirty (30) regular active members as seconding.

Section 3. Whenever a vacancy occurs in any officership, such interim vacancy shall be filled by majority vote of the Board of Directors. The term of such new officer shall be the balance of the term of the officer he/she replaces. Such election shall not be considered a term of office for purposes of re-election.

Section 4. The duly accredited and serving Ambassador of the Republic of Italy to the United States, the duly accredited and serving Permanent Representative of the Republic of Italy to the United Nations in New York, and, in representative capacity of the Italian consular service throughout the United States, the then serving Consul General of Italy in New York, shall be *ex-officio* non-voting Honorary members of the Board of Directors.

Section 5. In keeping with the chivalric traditions inherent in the Society's composition, the President shall, from time to time, appoint, and in its considered opinion the Board of Directors shall confirm, *pro tanto* no more than six (6) additional non-voting members of the Board, among others, an Ecclesiastical Chaplain, a Chancellor and such other high stations deemed necessary or appropriate to fulfill the duties historically associated with such offices in orders of chivalry or chivalric societies.

Section 6. From time to time the President may appoint up to seven (7) Regional Vice Presidents who will assist the President in dealing with local matters relating to the Society, including membership issues and event planning. The Regional Vice Presidents shall remain in charge for the term of office of the President and may be re-appointed for a second term. The Regional Vice Presidents must remit annual fees and dues equal to the annual fees and dues remitted by the Board members, and shall be *ex officio* non-voting Honorary members of the Board of Directors.

Article VII Duties of Officers

Section 1. The President shall be the Chief Executive Officer of the Society and shall have the general management of its affairs. He/She shall preside

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as Chair at all meetings of the membership and of the Board of Directors. He/She shall see that all orders and resolutions of the Board are carried into effect. He/She shall appoint and convene an executive committee. He/She shall appoint standing and *ad hoc* committees and their respective chairs and members, and shall serve as *ex officio* member thereof (except for the Nominating Committee). He/She shall appoint deputies and Regional Vice Presidents; assign tasks and responsibilities on consultation with the Board on all matters affecting the welfare of the Society and in furtherance of purposes.

Section 2. The Executive Vice President, in the absence or disability of the President, shall have all of the powers and functions of the President, and shall exercise the same for a period not to exceed six months, or until the end of the term of office of the President, whichever is sooner, at which time a vacancy in office shall be filled by election of the Board of Directors either for the balance of the term or for a new term, as the case may be. In the former instance, such election shall not be considered a term of office for the purpose of re-election. The Executive Vice President shall otherwise assist the President as required, including supervision of the Regional Vice Presidents.

Section 3 The Secretary shall be responsible for

maintaining the Society's membership rolls, for the keeping of the official minutes of all meetings, whether of the general membership or of the Board of Directors. He/She shall have custody of the Society's charter, its official certificates and seals, affixing the latter to such documents as the Board shall direct or authorize. He / She shall maintain the Society's business office and be the official agent of the Society for purposes of notice or process. He/She shall certify vacancies in office, candidates for office and for those elected as officers or directors of the Society.

Section 4. The Treasurer shall have the care and custody of all the funds and securities of the Society, and shall deposit such funds in the name of the Society in such banks or trust companies as the Board of Directors may direct or authorize. He/She shall collect all dues and assessments duly authorized. All checks, drafts, notes and orders for the payment of money, which have been duly authorized, shall require the signature of the President and the Treasurer. He/She shall supervise the Society's accountants, file all required reports with governmental and regulatory agencies, shall propose annual budgets as well as furnish periodic status advisories to the Board on a quarterly basis.

Section 5. The Regional Vice President(s) shall assist the

President and/or the Executive Vice President as required.

**Article VIII
Meetings of Directors**

Section 1. Meetings of the Board of Directors shall be held, upon not less than thirty (30) days written notice, at the offices of the Society, or at such other place as the Board may from time to time determine, during the month of December in each year; and may be called thereat at any time by the President on his own initiative or upon the written request of seven (7) Directors.

Section 2. The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of any and all business. Proxies shall not be permitted.

Section 3. The vote of a majority of the Directors present, in person, if a quorum has been declared, and except as otherwise provided for in these by-laws, shall be the act of the Board. Each Director present shall have one vote. In the event of a tie vote, the President, as Chairman, shall have the casting vote.

**Article IX
Board Committees**

Section 1. The Board of Directors may otherwise constitute such standing and *ad hoc* committees and

their respective Chairmen and members as it shall, from time to time, deem necessary or appropriate. All such committees shall serve at the pleasure of the Board. The President shall be *ex officio* member of all such committees.

**Article X
Amendments to the
By-Laws**

Section 1. These By-Laws may be amended upon the affirmative vote of two thirds (2/3) of the Board of Directors at a duly convened meeting at which a quorum is present upon thirty (30) days written notice for that purpose, and provided that the notice of such meeting sets forth the proposed amendment in full. Amendments may be proposed to the Board on thirty (30) days prior written notice by the President, or by seven (7) members of the Board or by thirty (30) regular active members.

**Article XI
Fiscal Year**

Section 1. The Fiscal Year of the Society shall begin on the first day of January in each year and end on December 31st of that year.



* Amended in April 2012 
