

**Constitution  
&  
By-Laws**

**Christopher Columbus Italian Society  
and  
United Brotherhood of San Antonio, Texas**

*Amended and Adopted  
November 5, 2023*

# Constitution

## ARTICLE I

### Name

**Sec. 1.** The name of this Society shall be: "Christopher Columbus Italian Society and United Brotherhood of San Antonio, Texas".

## ARTICLE II

### Objectives

**Sec. 1.** The mission of the Society is to: (a) Promote and conduct charitable, educational, religious, social welfare, and public relief work, (b) Promote social and intellectual dialogue among its members and their families. (c) Strengthen community relations.

**Sec. 2.** The purpose of this Society is to perpetuate Italian culture and heritage in San Antonio, Texas.

**Sec. 3.** All assets of the Society are dedicated or pledged to the performance of its charitable functions. The Society is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Sec. 4.** Upon the dissolution of the Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**Sec. 5.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 Sec 4 and Sec 5 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or

(b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **ARTICLE III Membership**

**Sec. 1.** Membership shall be limited to persons of good moral character, citizens, or legal residents of the United States eighteen years and older.

**Sec. 2.** There shall be three classes of members in this Society: a. Active; b. Honorary, including Chaplain; c. Inactive.

**Sec. 3.** Honorary membership may be conferred to any person who has distinguished themselves by some special act or has contributed to the moral or material benefit of humanity or to the Society. The election to Honorary membership must be by unanimous vote of those present and voting at the Executive meeting. Honorary members and the Chaplain are neither permitted to vote nor to hold office in the Society. Such members are not entitled to any benefits offered by the Society.

**Sec. 4.** Application for membership to the Society. Any eligible individual desiring membership in the Society will complete the prescribed form. The application along with the admission fee shall be submitted to the Secretary.

### **ARTICLE IV Fees and Dues**

**Sec. 1.** Dues for regular members will be set by the Executive Committee during the Business Meetings.

**Sec. 2.** The Executive Committee will set the cost for a Life Membership.

**Sec. 3.** Annual dues shall be due by December 31st of the current year for the following year.

**Sec. 4.** Those members who have maintained membership, in good standing, in the Society for forty (40) continuous years are exempt from the dues stated herein and will have their membership converted to Life membership at no cost.

**Sec. 5.** Life members will not be required to pay additional dues.

**ARTICLE V**  
**Officers and Administration**

**Sec. 1.** The Officers of this Society shall be a President, Vice-President, a Secretary, a Treasurer, and a Sergeant-at-Arms (Sgt-at-Arms), all of whom shall be elected annually.

**Sec. 2.** The qualification required to serve as an Officer or Board Member is that the nominee must have been a member of the Society for a minimum period of one year immediately prior to their nomination.

**Sec. 3.** No President or Vice President shall be elected to the same office for more than three successive terms. The Secretary, Treasurer or Sgt-at-Arms shall have no term limits.

**Sec. 4.** The Board of Trustees will be composed of seven (7) members. The tenure of office for a member elected to the Board shall be three (3) years.

**Sec. 5.** The Executive Committee shall be comprised of the Board of Trustees, the President and Vice President. Remaining Officers are part of the Executive Committee but non-voting.

**Sec. 6.** No person may serve as a member of the Board/Executive Committee for more than two successive terms.

**ARTICLE VI**  
**Election of Officers and Trustees**

**Sec. 1.** At each regular December meeting of the Society, the Officers and applicable Board of Trustee member(s) will be elected by Active Members.

**Sec. 2.** Society officers and Board members shall be elected by secret ballot.

**Sec. 3.** A simple majority of the eligible members present and voting at the meeting shall constitute a valid election.

**Sec. 4.** Refer to Article V. Sec. 3.

**Sec. 5.** Refer to Article V. Sec. 6.

**ARTICLE VII**  
**Committees**

**Sec. 1.** All committee chairs shall be appointed by the President at the first regular meeting following his election to office. Standing committees will consist of the following: (a) Membership Committee (b) Finance Committee (c) Constitution and By-Laws Committee, (d) Social & Cultural Committee

**Sec. 2.** In addition to the Standing Committees, the President may appoint a special committee or Chaplain at any time to perform certain specific functions. Such special committees may be dissolved by the President at the completion of their duties.

## **ARTICLE VIII**

### **Meetings**

**Sec. 1.** The purpose of the Society Meetings is to execute the mission.

**Sec. 2.** There will be no less than six (6) Society Events and ten (10) Executive Committee meetings per year. There will be a mandatory meeting scheduled for the first Sunday of January and December annually. A proposed annual calendar of Meetings/Events will be presented at the January meeting.

**Sec. 3.** Executive Committee meetings will consist of a minimum of five (5) Voting Committee members present. Meeting notices will be sent to the membership for the December meeting and when necessary to advise the membership of rescheduled or canceled meetings.

**Sec. 4.** Special meetings may be called by the President at any time they deem it necessary, without advance notice.

**Sec. 5.** Special meetings may be called by written request, signed by a minimum of ten members. This request will state;

- a. The object of the meeting and the necessity thereof.
- b. A minimum of seven days will elapse from the approval of the request to the meeting itself.
- c. The membership will be notified at least three days in advance of any special meeting called at a member's request.

**Sec. 6.** The order of business for the January Society meeting will include, though not exclusively, the following:

- a. Annual reports of officers and committees for the preceding year.
- b. The newly installed President will name their committee Chairmen and notify the Society of appointments made.

**Sec. 7.** A quarterly report of the financial status of the Society will be made by the Treasurer, to the Executive Committee reflecting the financial status of the Society.

**Sec. 8.** The nomination and election of Officers and Board member(s) for the succeeding year shall be held in December. All other actions at this meeting may be postponed. Voting shall be conducted per Article X, Sec 1.

**Sec. 9.** Any expenditure or obligation of funds more than \$20,000 must be presented to the membership for a vote in a manner prescribed by the Executive Committee. Discussion of expenditure must be included in the agenda sent to the membership and a vote will be required by membership present.

**Sec. 10.** Any disposition of the organization's Building or Land will require a vote at a Special Meeting of the Society called for this purpose. A quorum of at least 10% of Active members who are qualified to vote but no lower than twenty (20) members must be present at this meeting. Disposition of the organization's Building or Land will require the approval of three-fourths (3/4) of eligible voting members present at the meeting. Notification of this Special Meeting must be sent to the entire membership at least one (1) week prior to the meeting.



**ARTICLE IX**  
**Quorum**

**Sec. 1.** Each January, the Secretary will inform the President, at the Executive Committee meeting, the total number of voting members. The quorum will be set at 10% of the total number of Active memberships who are qualified to vote but no lower than twenty (20) members.

**ARTICLE X**  
**Rules for Meeting**

**Sec. 1.** Robert's Rules of Order shall govern all meetings of this Society where procedure is not otherwise provided herein and/or the By-Laws.

**Sec. 2.** At any meeting of the Executive Committee, no member is allowed the floor more than twice on the same subject. A member must direct their remarks to the chair and not to an individual. It is expressly prohibited for a member to express themselves in an offensive or personal matter.

**Sec. 3.** No member may leave the meeting while a vote is being taken without the permission of the chair.

**ARTICLE XI**  
**Amendments**

**Sec. 1.** Any proposed amendment or revision to the Constitution shall be submitted in writing at a Business Meeting and shall be signed by a minimum of ten (10) members who are qualified to vote. Said proposal will be read at two consecutive meetings of the Executive Committee.

**Sec. 2.** After the first reading, an email will be sent to all Active members of the Society within 72 hours. Members will have the opportunity to reply with comments, questions, and concerns on the proposed amendment(s).

**Sec. 3.** Voting on the proposal shall be accomplished at the following business meeting and immediately following the second reading of the proposal. A two-thirds majority of those eligible active members are present, and voting shall constitute the acceptance or rejection of the proposal.

# BY-LAWS

## ARTICLE I Duties of Officers

**Sec. 1. PRESIDENT.** The President is head of the Society and ex-officio Chairman of all regular committees.

Citations in general or legal proceedings must be directed to the President. They name all Committee Chairs, who in turn select their respective committee participants with the President. The President has no vote in committees, except in cases of a tie, when the President casts the deciding vote; they open and preside at all meetings, and it is their duty to see that all rules and regulations are enforced. The President must sign all documents, vouchers, reports and correspondence. The President cannot make a motion; neither can the President discuss a motion without first turning over the Chair to the Vice-President. The President must be bonded for an amount determined by the Board of Trustees. **The President will be a voting member of the Executive Committee.**

**Sec. 2. VICE-PRESIDENT** - The Vice-President shall act as aid to the President and perform the duties of the President in the absence of that officer. The Vice-President shall coordinate and be responsible for the activities of all Committees. **The Vice-President will be a voting member of the Executive Committee.**

**Sec. 3. SECRETARY** - The Secretary shall be present at all meetings of the Society and Executive Committee, keeping accurate minutes of those meetings. The Secretary shall maintain the membership dues and roster of the Society. The Secretary shall prepare and maintain the correspondence for the Society. The Secretary shall sign all vouchers with the President, keep all accounts, and submit all books for inspection as directed by the Executive Committee.

The Secretary shall, at the expiration of term of office, shall turn over and deliver to the successor or any person whom the Board of Trustees may designate all books and records maintained during their tenure of office.

**Sec. 4. TREASURER** - The Treasurer shall be the authorized custodian of the Society's funds. The Treasurer shall receive all monies from the Secretary and Board of Trustees. The Treasurer shall pay all vouchers properly drawn and signed by the President and the Secretary.

The Treasurer shall make all deposits, transfers, and withdrawals of funds as

directed by the Executive Committee. The Treasurer shall coordinate all financial activities with the authorized accounting firm including pick-up and delivery of financial reports. The Treasurer shall maintain (deposit and payment of) funds for all liabilities provided for with the designated financial institution. The Treasurer must keep an exact account of all monies received and all monies disbursed.

The Treasurer shall, at the expiration of the term of office, turn over and deliver to their successor or to any person whom the Executive Committee may designate, all funds, books, records and all other property of the Society then in their custody or under their control.

**Sec.5. SGT-AT-ARMS** - The Sgt-at-Arms shall maintain order at all meetings and enforce the orders of the meeting chair.

**ARTICLE II**  
**Duties of the Board of Trustees/Executive Council**

**Sec. 1.** The Executive Committee will be made up of the (7) elected members and the elected President and Vice President. The Board of Trustees/Executive Committee shall elect their own Chairperson, who shall also oversee all Executive Committee meetings, each year immediately following swearing-in. The chairperson will be selected from the pool of the (7) board members.

**Sec. 2.** The Board of Trustees/Executive Committee shall perform all duties as are prescribed by law governing its functions.

**Sec. 2.1.** The Board of Trustees/Executive Committee will hold monthly meetings to discuss all financial liabilities and general business for the organization. Meetings will be open to the membership and the Board Chair will send the meeting agenda to the membership (1) week prior to the meeting.

**Sec. 3.** The Board of Trustees/Executive Council shall review and approve all financial transactions of the Society, other than known re-occurring expenses. They shall check and approve all monthly, quarterly, and annual reports of the Society before and after auditing of all financial reports. Approval of these reports shall be by endorsement of a majority of the voting members of the Executive Committee.

**Sec. 4.** All expenditures of the Society shall be managed by the Board of Trustees and notification will be made to the Society. Emergency repairs or services required to maintain normal operations of the Hall and its equipment may be authorized by the majority of the Executive Committee.

**Sec. 5.** The Board of Trustees shall have complete charge and supervision of the Hall and all its properties. They must keep an inventory of all furniture, fixtures, and any other property the Society may own; said inventory taken annually and made available to the Society for review. Budgets for special events need to be submitted to the Executive Committee for review and approval prior to the event.

**ARTICLE III**  
**Duties of the Committees**

**Sec. 1.** The Membership Committee shall be composed of at least three members. The committee will develop proper organization to secure new members, renew former memberships, and provide new members with education and assistance.

**Sec. 2.** The Social and Cultural Committee shall be composed of at least three members and in charge of said activities. They will be responsible for program arrangements, for providing entertainment, for securing accommodations and arranging visits for guest speakers, and any other matter pertaining to social programs. The Society will commemorate Columbus Day.

**Sec. 3.** The Constitution and By-Laws Committee shall be composed of at least three members. The committee shall maintain, and keep up-to-date, the Constitution and By-Laws of the Society; and shall advise the President and the Board of Trustees regarding adherence to the Constitution and By-Laws. They shall review all proposed changes and/or amendments to the Constitution and By-Laws.

**Sec. 4.** The Financial Committee shall be comprised of at least three members and advise the Executive Committee on fiduciary matters.

**Sec.5.** The Chaplain shall perform ministerial duties as requested by the President.

**ARTICLE IV**  
**Removal of Officers or Trustees**

**Sec. 1.** Any officer or trustee may be removed from their duties by a three-fourths majority vote of the eligible members present at a Special Meeting. The voting shall be by secret ballot.

**Sec. 2.** An inexcusable absence from three consecutive Executive meetings will constitute proper cause for the removal of any Officer or Trustee from their office. The validity of excusable absences from these meetings will be determined by a simple majority of the Officers and Trustees present when such matters are acted upon. Prior to any vote by the Officers and Trustees relative to this matter, said person will be provided the opportunity to present facts in their behalf.

**ARTICLE V**  
**Expulsion of a Member**

**Sec. 1.** A member, whose conduct and/or general reputation becomes detrimental to the welfare of this Society, may be expelled by a three-fourths vote of the eligible members present and voting at any meeting. The voting shall be by secret ballot.

**ARTICLE VI**  
**Amendments**

**Sec. 1.** Any proposed amendment or revision to the By-Laws shall be submitted in writing, at a regular Executive Committee meeting and shall be signed by a minimum of 10 members who are qualified to vote. Said proposal will be read at two consecutive Executive Meetings.

Voting on the proposal shall be accomplished at the same meeting and immediately following the second reading of the proposal. A two-thirds majority of those eligible members present and voting shall constitute the acceptance or rejection of the proposal.

**Sec. 2.** In the event that any provision, section, or part of section of the Constitution or By-Laws should be declared invalid or inoperative by a court of competent jurisdiction, such declaration shall not affect the validity of the remaining provisions, sections, or parts of sections, and the remainder shall be given effect as if such invalid or inoperative provision, section, or part of section had not been declared invalid or inoperative.

## **Ceremonial Items**

### **Sec. 1. New Members Pledge:**

“Having been admitted to membership to this honorable Society, I (state your name) solemnly promise to observe and obey all its laws and regulations. I further promise to do all in my power for the moral good of the Society and all its members and promise to obey the laws of this country....SO HELP ME GOD”.

### **Sec. 2. Oath of Office**

"Having been elected (or appointed) to office in this honorable Society, I (state your name) solemnly promise to fulfill my duties as (state your office). I further promise to observe and abide by all rules and regulations stated in the Constitution and By-Laws of this Society. I further promise to do all in my power for the moral good of the Society and all its members and promise to obey the laws of this country." SO HELP ME GOD.

### **Sec. 3. Opening Prayer**

O God, the Father of us all, we humbly beg your most gracious assistance in all our undertakings.

Aid us in our purpose of mutual help and create a warmer feeling of respect between us.

This we ask through your Son, Jesus Christ, our Lord. Amen.