

BY-LAWS
OF
**ASSOCIAZIONE CULTURALE
ITALIANA
DI NEW YORK**

Article I: Name

The name of this not-for-profit corporation is
ASSOCIAZIONE CULTURALE ITALIANA DI NEW YORK, INC.
hereinafter referred to as the "Association."

Article II: Purposes and Limitations

Section 1. The Association is hereby organized for the following purposes:

- (i) to provide an association of individuals and organizations having a professional interest in the strategic use of information;
- (ii) to promote and improve the communication, dissemination and use of such information and knowledge for the benefit of its members and the people and organizations they serve;
- (iii) to engage in any other activity permitted to be engaged in by corporations: (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (the "IRC"); (b) contributions to which are deductible under IRC Section 170(c)(2); and (c) formed under the New York Not-for-Profit Corporation Act, as the same may be amended or supplemented (the "Act").

Section 2. The Association is organized exclusively for educational, scientific, and charitable purposes, including, for such purposes, the making of distributions to organizations exempt from federal income tax under IRC Section 501(c)(3).

Section 3. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office (including the publishing or distribution of statements).

Section 4. No part of the property, assets, or net income of the Association shall inure to the benefit of, or be distributable to, its officers, directors, committee members, employees, or other private persons, except that the Association 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 herein.

Section 5. Notwithstanding any other provision of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation: (i) exempt from federal income tax under IRC Section 501(c)(3); (ii) contributions to which are deductible under IRC Section 170(c)(2); and (iii) formed under the Act.

Article III: Offices

The Association shall maintain in the State of New York a registered agent, and may have offices within or without the State of New York as shall be determined by the board of directors of the Association.

Article IV: Membership

Section 1. Members. The Association shall have members in such classes and such numbers, according to policies adopted by the board.

Section 2. Membership Term, Voting Right Classifications, and Qualification. The term, voting rights (if any), characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of members shall be determined by the board. Application for membership in the Association shall be made pursuant to procedures established by the board.

Section 3. Determination of Membership Dues and Obligation to Pay. Membership in the Association carries a definite obligation to pay any membership dues and assessments established by the board. The board shall fix the amount of membership dues and/or assessments (if any) for all membership classes each year.

Section 4. Termination of Membership. Membership in the Association, and/or specific membership rights, may be suspended or terminated if a member does not pay the required membership dues, in full, by the due date established by the board, or according to policies adopted by the board.

Section 5. Annual and Regular Meetings. There shall be an annual meeting of the membership to be held at a time and place designated by the board of directors. There may be other regular meetings of the membership as the board may decide. Notice of such meetings shall be given to all members at least thirty (30) days before the date of the meeting. Notice shall include the date, place, hour of the meeting, and any business known to be brought before the assembly. The Association may provide notice of any regular or annual meeting of the voting membership by any means of electronic delivery that is allowed by the Act at the time the notice is given.

Section 6. Special Meetings. Special meetings of the membership may be held by direction of the board. The board shall fix the time and place for holding any special meeting of the members. Written notice of any special meeting of the voting membership shall be provided to each member either in person or postmarked by first class mail not less than twenty (20) days and not more than thirty (30) days before the time set for such a meeting, and must include the time, date, place, and purpose of such meeting. The Association may provide notice of any special meeting of the voting membership by any means of electronic delivery that is allowed by the Act at the time the notice is given.

Section 7. Quorum. A quorum for the transaction of business shall be **51 PERCENT** of voting members.

Section 8. Manner of Acting. The act of a majority of the voting members present and voting at a duly called meeting of the voting members at which a quorum is present shall be the act of the voting membership, except as otherwise provided by law, by the Association's Certificate of Incorporation, or by these bylaws, or the adopted parliamentary authority. Each voting member shall have one (1) vote on all matters submitted to a vote of the voting members. Voting by proxy shall be allowed as determined by the board.

Section 9. Action by Written Ballot. Pursuant to the Association's Certificate of Incorporation and the Act, any action that may be taken at a meeting of the voting members may be taken without a meeting if the action is approved in writing by voting members holding a majority of the voting power of the members voting on such action, presuming that the number of votes

approving such action is equal to at least a quorum; provided, however, if the Act or these bylaws specifically require approval by a higher proportion to take a certain action, then such proportion shall be required to take such action by written consent. The action must be evidenced by one (1) or more written consents describing the action taken, signed by those members representing at least a majority of the voting power of the members responding to the Association's written request to vote on such action, delivered to the Association for inclusion in the minutes or filing with the corporate records, and otherwise carried out pursuant to the requirements of the Act. The written ballot required under this Section may be delivered in any manner or format allowed by the Act at the time the ballot is to be taken.

Article V: Board of Directors

Section 1. There shall be a board of directors, also referred to as the "board," that shall have power and authority to manage the Association's property and to regulate and govern its affairs. The board shall determine policies of the Association, and shall take such actions as it considers necessary to carry out the objectives of the Association. Regardless of title, all members of the board of directors shall be considered as "directors" throughout this document, unless otherwise specified.

Section 2. The board shall consist of: All Gold Charter Members. In addition the board can elect add'l members to serve on the board. At the first regular meeting held after an election, the board shall elect a director to serve as secretary.

Section 3. Annual and Regular Meetings. An annual meeting of the board shall be held at such time and place, either within or without the State of New York, as designated by resolution of the board without notice required other than these bylaws and such resolution. The board may provide by resolution the time and place, either within or without the State of New York, for the holding of additional regular meetings of the board without notice required other than these bylaws and such resolution. Meetings of the board, except executive sessions, shall be open to members of the Association and by invitation of the president to nonmembers.

Section 4. Special Meetings. Special meetings of the board may be called by or at the request of the president or any three (3) directors. The Chairman shall fix the time and place of such meetings.

Section 5. Notice. Notice of any special meeting of the board shall be provided to each director in writing not less than two (2) weeks before the time set for such a meeting, and must include the time, date, place, and purpose of such meeting. Any director may waive notice of any meeting before, at or after such meeting. The attendance of any director at a special meeting without protesting prior to the conclusion of the meeting the lack of notice of such meeting shall constitute a waiver of notice by such director.

Section 6. Quorum. A majority of the voting directors in office shall constitute a quorum for the transaction of business at any meeting of the board.

Section 7. Manner of Acting. The act of a majority of the voting directors present at a duly called meeting of the board at which a quorum is present shall be the act of the board, except as otherwise provided by law, by the Association's Articles of Incorporation, these bylaws, or the parliamentary authority. No proxy voting shall be permitted.

Section 8. Teleconferencing. Any director participating in a meeting of the board may participate by means of telephone conference call or by any means of communication by which all persons participating in the meeting are able to hear one another and otherwise fully

participate in the meeting. Any director participating in a meeting of the board may participate by any other electronic means allowed by the Act at the time the meeting takes place. Such participation shall constitute presence in person at the meeting.

Section 9. Action by Unanimous Written Consent. Any action that may be taken at a meeting of the board may be taken without a meeting if all of the directors entitled to vote thereon consent thereto in writing.

Section 10. Minutes. Minutes of each meeting of the board shall be recorded by the secretary, or, in the absence of the secretary at such meeting, another person designated by the board.

Section 11. Removal or Resignation of Directors. Any director may be removed for cause from the board at any time by the affirmative vote of a majority of the voting directors then in office.

Section 12. Vacancies.

(a) In the event of disability or withdrawal of the president, the title and all duties and obligations shall be assumed by the president-elect for the remainder of the term. If this partial term is less than half of a term, the president-elect shall thereafter serve a full term as President.

(b) Should further succession beyond that of president-elect to the office of president become necessary, the title, duties, and obligations shall be assumed by the most recent past president. A vacancy in the board created by such succession shall be filled as a director for the remainder of the term.

(c) Any other vacancy occurring on the board may be filled for the remainder of the term by the vote of a majority of the directors then in office.

Article VI: Officers

Section 1. The president shall be the chief elected officer of the Association and, subject to the board, shall have general supervision and control over its affairs; shall serve as chair of the board and shall preside at all meetings of the Association and the board; and shall recommend to the board such measures as are considered desirable to further the objectives and broaden the effectiveness of the Association. At the annual business meeting the president shall report for the board on the general state of the Association and shall present for information or consideration any matters of policy or program that the president or the board desire to bring to the attention of the members. The president shall be a member ex officio, without vote, of all Association committees except the nominating committee.

Section 2. The treasurer shall perform the usual duties of the office and those assigned by the board, and at the annual business meeting, shall report to the members on the financial status of the Association.

Section 3. The secretary shall perform the usual duties of the office and those assigned by the board.

Section 4. The terms of office of president, president-elect and past president of the Association, secretary, chair, chair-elect and past chair of the chapter cabinet, chair, chair-elect and past chair of the division cabinet shall be one year or until a successor is elected and assumes office. The terms of office of treasurer and director shall be three years or until a successor is elected and assumes office.

Article VII: Nomination and Election

Section 1. The board shall elect a nominating committee to nominate candidates for each election. The nominating committee shall be comprised of five members, including the chair, none of whom shall be a member of the board. The nominating committee shall elect its own chair-elect. It shall be the duty of the committee to recommend the time lines and procedures for the nomination and election process prior to the call for nominations (the "Nominating Committee Guidelines"). The Nominating Committee Guidelines shall be subject to the approval of the board. For each election, the board shall set the date on which newly elected directors and officers shall assume office.

Section 2. The Nominating Committee shall present nominations for the office(s) to be filled.

Section 3. Nominations other than the nominations made by the nominating committee may be made by a petition entered by twenty-five percent of the voting members. Such petition must be filed with the Association staff officer prior to the nominations deadline set by the board and must be accompanied by written acceptance of the nominee.

Section 4. Election of officers and directors shall be by secret ballot sent to each voting member. A plurality shall elect" or as designated by the majority of the board.

Article VIII: Chapter Cabinet

Section 1. There can be a chapter cabinet whose major areas of interest and functions shall be assigned by the board. The cabinet may request and receive reports from its members, shall advise the board on matters pertaining to its assigned interests and may initiate proposals for consideration by the board. It shall consider matters referred to it by the board, the president, or the administrator of the Association office.

Section 2. The chapter cabinet shall consist of each chapter president and president-elect. If either is unable to attend a meeting of the cabinet, the chapter president shall designate an eligible member of the chapter to represent the chapter cabinet member unable to attend.

Section 3. The chapter cabinet shall convene at least once a year.

Article IX: Division Cabinet

Section 1. There can be a division cabinet whose major areas of interest and functions shall be assigned by the board. The cabinet may request and receive reports from its members, shall advise the board on matters pertaining to its assigned interests and may initiate proposals for consideration by the board. It shall consider matters referred to it by the board, the president, or the administrator of the Association office.

Section 2. The division cabinet shall consist of each division chair and chair-elect. If either is unable to attend a meeting of the cabinet, the division chair shall designate an eligible member of the division to represent the division cabinet member unable to attend.

Section 3. The division cabinet shall convene at least once a year.

Article X: Conflict of Interest.

Section 1. All persons either elected or appointed to an Association office (including but not limited to any Board, Committee, Section, Council, Society, or Chapter), prior to acceptance and during tenure of that position, shall consider each item of business, where they have a vote or decision authority, to determine if a real or perceived conflict exists with the interests of the IEEE. A conflict of interest is defined as any situation in which a member's decisions or votes could substantially and directly affect the member's professional, personal, financial or business interests. In the event that a person nominated for or holding an IEEE office finds himself or herself in such a position, he or she shall promptly disclose the conflict of interest to the person in charge of the activity (or the next higher authority if the member is in charge) and to the governing body of the unit of the IEEE in which he or she holds office and recuse himself or herself at any Board, Committee, Section, Council, Society, Chapter, or other meeting from any deliberations or vote on the matter giving rise to the conflict of interest. A copy of the disclosure statement shall be reviewed by the Audit Committee.

Article XI: Gold Charter Members

The following shall be recognized as Gold Charter Members in recognition for their financial contribution at the founding of the association: Frank Alesci, Filippo Barone, Luigi Caliendo, Salvatore Campisi, Cav. Tony Di Piazza, Gino Fazio, Angelo Luparello, Cav. Joseph Meccariello, Joseph Rapisardi, Luciano Saladino, Salvatore Ventimiglia.

Article XII: Charter Members

The following shall be recognized as Gold Charter Members in recognition for their financial contribution at the founding of the association: Luigi Moccia, Victor Celli.

Article XIII: Committees

Section 1. Standing committees and special committees of the Association and special committees of the board shall be established by the board. These committees shall be responsible to the board, which will delegate such powers and functions to them as the board finds desirable for the conduct of its business and for carrying out the objectives of the Association.

Section 2. The president shall appoint the members and designate the chair of all committees except the nominating committee. Appointments to standing committees shall be made to provide continuity of membership. No member may serve on any one committee more than six consecutive years.

Section 3. Each committee shall submit to the board a written annual report of its activities that shall contain any recommendations considered necessary or advisable. Additional reports may be submitted at the option of a committee or as requested by the board or the President.

Section 4. Funds for committee expenses shall be authorized by the board through an annual allotment or upon submission of an estimated budget.

Section 5. Standing committees and special committees may establish subcommittees to assist in their work. Subcommittees may include nonmembers of the Association.

Article XIV: Finances

Section 1. Fiscal Year. The fiscal year of the Association shall be determined by the board of directors.

Section 2. Contracts. The board may authorize any officer or agent of the Association, in addition to the officers so authorized by these bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

Section 3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers or such agent or agents of the Association and in such manner as shall be determined by the board. In the absence of such determination by the board, such instruments shall be signed by the president or by the treasurer of the Association.

Section 4. Deposits. All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the board may select.

Section 5. Annual Report. The board shall present at the annual meeting of members a written report, verified by the president and treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the board, as required by law.

Article XV: Books and Records

The Association shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the board, committees having any of the authority of the board, and the membership.

Article XVI: Limitation of Liability and Indemnification

Section 1. Limitation of Liability. The personal liability of the officers, directors, committee members, and employees of the Association is hereby eliminated to the fullest extent permitted by the Act and the IRC.

Section 2. Indemnification. The Association shall, to the fullest extent permitted by the Act and the IRC, indemnify and hold harmless each officer, director, committee member, and employee of the Association from and against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any legal action or proceeding to which he or she may be a party by reason of his or her being or having been an officer, director, committee member, or employee of the Association, or by reason of any action alleged to have been taken or omitted by him or her in such capacity. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any, agreement, vote of disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in any other capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be an officer, director, committee member, or employee of the

Association, and shall inure to the benefit of the heirs, executors, administrators, beneficiaries, and other successors in interest or obligation of such person. The Association shall be authorized but not required to purchase insurance for the purpose of the indemnification provided for herein; provided, however, that such indemnification shall not be limited by the scope or extent of such insurance.

Article XVII: Duration and Dissolution

The duration of the Association shall be perpetual, except that it may be dissolved in the manner provided by the Act. Upon the dissolution of the Association, and after paying or making provision for the payment of all of the liabilities of the Association, all assets of the Association shall be distributed for one (1) or more of the Association's exempt purposes within the meaning of IRC Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the board shall determine.

Article XVIII: Parliamentary Authority

The rules contained in the tenth edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Article XIX: Amendments

Section 1. Amendments may be proposed by the board, the bylaws committee, or any 25 voting members of the Association. Proposals shall be submitted to the bylaws committee and reviewed by the board. All proposals submitted shall be presented to the membership and may contain board and bylaws committee recommendations.

Section 2. Amendments can only be considered at the annual business meeting. Notice containing the text of any proposed amendment shall be sent to each voting member at least 30 days before the meeting at which it is to be discussed.

Cav. Tony Di Piazza, Chairman

Cav, Joseph Meccariello, Vice-Chair

Tony Mule', President

Frank Alesci, Vice-President

Giuseppe Nastasi, Secretary

Jack Caliendo, Treasurer

Dated – New York, February 16th, 2009