

IASA

Italian American Studies Association

BYLAWS

ARTICLE I. NAME

The name of the organization is the *Italian American Studies Association* (IASA; henceforth known herein as “the Association”).

ARTILCE II. PURPOSE

The Association seeks to advance scholarship and creative expression of the wide-ranging experiences of Italians in the diaspora. The Association is open to scholars, students, teachers, artists, writers, and all who share this interest. The Association is recognized by the IRS as a 501(c) 3 nonprofit organization.

ARTICLE III. GOVERNANCE

SECTION 1. The Association is governed by an Executive Council (EC) constituted to represent the full membership in its diversity as a deliberative and voting body.

SECTION 2. The EC has authority to approve, amend, or dissolve any Association policy, regulation, or procedure by a simple majority vote of its members, except in those areas where binding decisions, enumerated in the By Laws, must be made by a vote of the full membership.

SECTION 3. The EC is composed of 15 members: these include the Officers and eleven other members, plus the immediate past president, *ex-officio*.

SECTION 4. Members are elected to terms on the EC by the full membership, as described in ARTICLE V.

ARTICLE IV. MEMBERSHIP

SECTION 1. Classes of membership and the dues for each class of the Association may be proposed by a majority of the EC and voted on by the membership at the annual meeting of the Association. The EC will give three months notice to the membership of any proposed change of classes and dues.

SECTION 2. The dues of members of the Association will be payable annually in advance on the first day of January.

SECTION 3. The fiscal year will be the calendar year and shall extend and include from the first day of January to the thirty-first day of December.

SECTION 4. Libraries and other organizations may become institutional members with the right to receive the Association's publications but without the right to vote or to participate in deliberations.

SECTION 5. Members of the Association may organize local chapters, bearing the Association's name, subject to such regulations as may be stated in the bylaws.

ARTICLE V. ELECTIONS

SECTION 1. To qualify for office in the Italian American Studies Association

- a. the candidate for an Officer position must have been member in good standing of this Association for at least two years;
- b. the candidate for a position on the EC must have been a member in good standing for at least two years.

SECTION 2. The Officers and the members of the EC will be elected ballot by the membership of the Association. Officers may succeed themselves for one additional term. No member shall hold two elective offices at one time.

SECTION 3. The term for which Officers will be elected is three years. The term for which EC members will be elected is three years or until a successor will have been duly elected and qualified.

SECTION 4. Candidates for office will be selected by a three-member Nominating Committee, which will be appointed by the President with the approval of the EC. No member of the Nominating Committee will be debarred from being a candidate for any office. The members of the Nominating Committee will choose from among themselves a chair. The Nominating Committee will present, when possible, a choice of two candidates for the office of the President, Vice President, Vice President of Communications and Marketing, Secretary, and Treasurer, and at least three candidates for every other two remaining elected positions on the EC.

SECTION 5. The Nominating Committee will prepare a ballot containing its own nominations and nominations made by petition after having solicited nominations from the membership at large.

SECTION 6. Ballots will be prepared for distribution by the Secretary, and/or Nominating Committee, and sent to all members of good standing at least one month before the Annual Election date. All ballots will be returned to the Chair of the Nominating Committee and tallied by the Nominating Committee. Candidates are elected by a plurality of the voting members. The new term of office will start on January 1.

SECTION 7. Vacancies occurring in the term of any officer will be filled for the remainder of said term by a vote of a majority of the EC. However, the Vice President will succeed the President in the event of a vacancy in that office.

ARTICLE VI. DUTIES OF OFFICERS AND STANDING COMMITTEES

SECTION 1.

President

- a. Presides over all EC meetings, the Annual conference, and Annual membership meeting;
- b. Collaborates with the EC, standing committees, and membership to create, implement, and assess effective plans and activities;
- c. Officially represents the Association and its mission, position, and activities to outside parties;
- d. Builds and retains favorable relationships with other organizations and institutions;
- e. Creates opportunities for sustainability and growth with outside partners and by working with standing committees to create effective plans and procedures;
- f. Authenticates all legally binding actions of the Association;
- g. Is responsible for ensuring effectiveness of all governing policies;
- h. Is an *ex-officio* member of all standing committees, except the nominating committee;
- i. Signs checks in the absence of the Treasurer and has sign-off responsibility for financial statements and audits;
- j. Reports on Association activities, status, and developments at least twice annually to the EC and annually to the full membership at the conference; and,
- k. Creates special (*ad-hoc*) committees and appoints their members as needed.

Vice President

- a. Responsible for the effective management of all internal operations, including meetings of the Executive Council, membership, and the work of standing committees;
- b. Works closely with the Treasurer, Secretary, and Vice President of Communications and Marketing to create and implement successful procedures, activities, and plans;
- c. Receives, reviews, and authorizes all reports from Officers intended for the EC or membership, subject to President approval;
- d. Oversees the activities of all standing committees and reviews activities progress with committee chairs and members;
- e. Reviews all reports from standing committees and approves final versions for EC and membership distribution;
- f. Officially represents the Association to outside parties in the absence of or at the request of the President, or as otherwise needed by the President; and,
- g. Stands in as needed for the President at the President's request to at Association meetings and to conduct Association business as required.

Vice President of Communications and Marketing

- a. Is chiefly responsible for advancing the Association through effective communications, marketing, and membership-building strategies and activities.
- b. Manages all aspects of the Associations internal and external communication—from e-mail programs to social media, publicity, advertising, and web site—assessing suitability, value, and effectiveness;
- c. Creates, budgets for, implements, and evaluates an annual internal communication and development plan designed to strengthen the Association's value as a professional resource to its members;
- d. Hires, subject to approval of the EC, a digital/media specialist to manage and regularly improve all aspects of this communication system;
- e. Prepares and/or disseminates press releases and other official announcements and notice;,
- f. Manages the annual IASA Book Award with appropriate committee members;
- g. Manages the publication of the IASA Annual, appointing/hiring editor(s) to create and produce each year's volume; and,
- h. Prepares an Annual Report for the fall EC meeting on annual goals, outcomes, opportunities, challenges, and prospects for expanding the Association's presence, growing revenue, and building membership.

Treasurer

- a. Is chief financial officer of the Association;
- b. Prepares, maintains, reviews, and submits all annual budgets according to generally accepted accounting/budgetary standards;
- c. Maintains current, accessible data on income and expenses, reviewable by the President and Vice President whenever necessary;
- d. Manages Association income from membership and all other sources and expenses through debit/credit card, Paypal, checking and other instruments.
- e. Authorized to make payments for expenses up to \$250.00; payments exceeding that amount require the signature of the President or his or her designated officer;
- f. Manages Association assets for optimal return on investment;
- g. Approves all expense requests, except those requiring the approval of the President or the Executive Council;
- h. Distributes bi-annual financial data with commentary available to the President, Vice President, and other officers or EC members as requested;
- i. Creates an annual budget of income and expenses for the next Fiscal Year (FY) and presents it to the EC for approval at the fall EC meeting,
- j. Prepares an Annual Report for the annual meeting on the financial state of the Association and its environment, identifying opportunities, problem areas, and possible solutions;
- k. Analyzes budget items and expenses to identify potential savings and enhance efficiencies; and,
- l. Prepares financial analyses of revenue streams and proposes, as requested or needed, changes in budgeting and revenue –producing policies.

Secretary

- a. Is responsible for the creation, authorization, and dissemination of all official records (e.g. Minutes) pertaining to Association activities;
- b. Takes minutes of all EC meetings and other meetings as needed or requested;
- c. Distributes meeting agendas, minutes, and notes, created with the President and Vice Presidents;
- d. Maintains accurate, complete, accessible, and secure files
- e. Records of all meeting minutes and of all other official Association documents—reports, budgets, and memoranda; and,
- f. Facilitates telephonic or other communications necessary for EC meetings,
- g. Manages the work of an Association curator, establishing goals, policies, and procedures for creating and maintaining a full, active, and sustainable Association archive.

SECTION 2. Standing Committees. The standing committees of the Association will be as follows:

- a. Conference & Educational Programs
- b. Scholarships & Awards
- c. Communication & Social Media
- d. Elections
- e. Membership
- f. Fundraising

Ad Hoc Committees as needed such as for archives and revision of the bylaws.

SECTION 3. The immediate past president of the Association will serve on executive council for three years.

SECTION 4. All EC members must attend at least one face-to-face EC meeting per year for US based EC members. Non-US based EC members are encouraged to attend the annual conference. The EC will decide on the consequences of two consecutive absences.

SECTION 6. All EC members must serve on a minimum of one standing committee.

ARTICLE VII. MEETINGS

SECTION 1. No fewer than four meetings will be held each fiscal year with at least one face-to-face. Notice will be sent to each member of the EC at least two months in advance thereof.

SECTION 2. Special meetings of the EC will be called by the President or upon the formal request of at least three members thereof.

SECTION 3. Eight members of the EC will constitute a quorum to transact business, but approval by a majority of the full Association membership of ballots cast will be required to implement any changes in the bylaws. The voting will be completed within one month after the EC meeting.

ARTICLE VIII. REGIONAL CHAPTERS

SECTION 1. Regional chapters of the Italian American Studies Association may be established upon:

- a. application by members in good standing;
- b. the recommendation of the Regional Chapter Committee;
- c. the approval of the EC, which must approve the chapter constitution and verify the chapter election procedure.

SECTION 2. Each chapter must submit an annual report of its activities and the yearly financial statement to the Secretary of the one month before the Fall EC meeting. All election reports, change of officers, and changes of chapter constitutions must be reported to the national President of IASA.

SECTION 3. Regional chapters are required to adhere to the goals, objectives, and policies of the national Association and to the procedures of both the national constitution and the regional chapter constitution. Chapter activities detrimental to the Association including the failure to abide by these constitutional rules may result in:

- a. the assumption the EC of direct control of the chapter or;
- b. the revocation of the chapter's charter and the dissolution of the chapter's charter by the EC.

ARTICLE IX. AMENDMENTS

SECTION 1. Amendments to these may be proposed by the EC or by the full membership at the Annual Meeting.

SECTION 2. Proposed amendments that are approved by the majority vote of the EC or by a majority vote at the fall Business Meeting will be submitted for final approval to the members of the Association.

SECTION 3. Amendments supported by a majority of the full membership of ballots cast will be declared adopted.

SECTION 4. Ballots for amendments to the bylaws will be sent to all members in good standing by the Secretary at least 30 days prior to the due date for their return. Returned ballots will be counted by a committee appointed by the President.