

BYLAWS
OF
LE DONNE D'ITALIA

A CALIFORNIA NONPROFIT CORPORATION

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OF
LE DONNE D'ITALIA**

ARTICLE I

NAME AND PURPOSE

1.1 Name. The name of this Club is Le Donne D'Italia

1.2 General Purpose. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law of the State of California. The purpose of the corporation is to engage in any lawful act or activity, other than a credit union business, for which a corporation may be organized under such law.

1.3 Specific Purpose. The specific purpose for which the club is formed is to promote the preservation of Italian culture and the preservation of the Italian female heritage, to promote understanding and appreciation for Italian culture, to promote friendship and patriotism, as well as to promote cultural and recreational events and other nonprofit activities for its members, or to do anything reasonably related to the above purposes.

ARTICLE II

PRINCIPAL OFFICE

2.1 Principal Office. The address of the Club's principal office is 2857A Union Street San Francisco, CA 94123, or at such location as the Board of Directors ("Board") may from time to time determine.

**ARTICLE III
MEMBERSHIP**

3.1 Categories of Membership. The Club will have three categories of membership: Italian Members, Honorary Italian Members and Junior Members.

3.1.1 Italian Members of the Club will be those women of majority age (21) who are Italian born or of Italian descent.

3.1.2 Honorary Italian Members of the Club will be those women of majority age (21) who have a demonstrated interest in preserving and promoting Italian culture.

3.1.3 Junior members of the Club will be those female members between the ages of 16 and 21 and who are either Italian born, of Italian descent or have a demonstrated interest in Italian culture.

3.2 Admission to Membership.

3.2.1 **Volunteer Hours.** As a prerequisite for membership each member must be willing to donate at least twenty (20) hours of volunteer time to the Club annually. Volunteer time includes, but is not limited to, attendance at regular and annual member meetings; time serving on the Board or a committee of the Board; administrative time spent preparing, arranging, coordinating or organizing any Club function.

3.3 Membership Fee. Each member will pay the applicable membership fee, periodic dues and assessments, as may be determined by the Board from time to time.

3.4 Good Standing. Any member who fails to pay any installment of membership fees, periodic dues or assessments for more than thirty (30) days after notice of such delinquent payments will not be in good standing and shall not be entitled to vote as a member. Any member who fails to satisfy the minimum volunteer hour requirement for more than thirty (30) days after notice of such failure will not be in good standing and shall not be entitled to vote as a member.

3.5 Termination of Membership. The Board may terminate or suspend a membership or expel or suspend a member for nonpayment of membership fees, periodic dues or assessments or for conduct which the Board deems detrimental to the best interests of the Club. A suspended member will not be entitled to exercise any of the voting rights set forth in Section 3.7 during the period of suspension. An expelled or terminated member will cease to be a member on the effective date of expulsion or termination.

3.6 Transfer of Membership. No membership or right arising from membership may be transferred or assigned.

3.7 Membership Meetings. Monthly meetings of the members will be held on a date and time fixed by the Board. Annual meetings will be held at the principal office of the Club or at any other location fixed by the Board.

3.7.1 **Special Meetings.** Special meetings of the members may be called for any lawful purpose at any time by either the Board, the President, or by at least five percent (5%) of the membership.

3.7.2 **Quorum.** A majority of the voting power shall constitute a quorum at any meeting of the members. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote on any matter, will be the act of the members, unless the vote of a greater number or voting by category is required by law, by the Articles or by these Bylaws.

3.7.3 **Adjourned Meetings.** The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the votes represented at the meeting but in the absence of a quorum no other business may be transacted at the meeting. No meeting may be adjourned for more than 45 days.

3.8 Notice of Annual and Special Meetings. All notices of meetings of the members will be sent, or otherwise given in accordance with Section 4.14 below, not less than fifteen nor more than ninety days before the date of the meeting. The notice will specify the place, date, and hour of the meeting and the general nature of the business to be transacted at such meeting. No other business than that specified in the notice will be considered or transacted at such meeting.

3.8.1 Record Date. The Board may fix, in advance, a record date for the determination of the members entitled to notice of any meeting of the members or entitled to exercise any rights in respect of any lawful action.

3.9 Voting Rights. Subject to the provisions of Section 7612 of the California Nonprofit Mutual Benefit Club Law , and Sections 3.3 and 3.4 of this Article, all voting shall proceed in the following manner:

3.9.1 Voting. The members entitled to notice of any meeting or to vote at any meeting will be only those members in good standing whose name appears on the records of the Club as of the record date for notice. Elections need not be by ballot, provided, however, that an election of directors must be by ballot upon demand made by a member at the meeting and before the voting begins. In all cases, voting will be subject to the provisions of Chapter 6 of the California Nonprofit Mutual Benefit Club Law.

3.9.2 Manner of Voting. Member voting may be effected in person, electronically (voting by email), by written consent or by any other manner permitted by applicable law.

3.9.3 Action without Meeting. Subject to Section 7513 of the California Nonprofit Mutual Benefit Club Law, any action except election of directors, which may be taken at any regular or special meeting of members, may be taken without a meeting if the written ballot of every member is solicited, if the required number of signed approvals in writing, setting forth the action so taken, is received, and if the number of ballots cast within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. Unless a record date for voting purposes be fixed as provided in Section 15 of this Article III, the record date for determining members entitled to cast written ballots pursuant to this Section 17, when no prior action by the Board has been taken, will be the day on which the first written ballot is mailed or solicited, whichever is first.

ARTICLE IV BOARD OF DIRECTORS

4.1 Responsibility. Subject to the California Nonprofit Mutual Benefit Club Law and except as otherwise provided in the articles of the Club or these bylaws, the Club's activities and affairs will be managed by and all corporate powers will be exercised by or under the direction of, the Board.

4.2 Number and Qualifications of Directors. The Board will consist of five (5) Directors. A Director shall perform the duties of a Director in accordance with the standards set forth in Section 7231 of the California Corporations Code or its successor statute.

4.3 Designation and Term.

4.3.1 Term. Subject Section 4.3.2 below, each Director will serve a two (2) year term.

4.3.2 Initial Designation of Directors. The initial Board of Directors shall be those individuals named in the Articles of Incorporation or those designated by the incorporator or incorporators of the Club. The initial Board of Directors shall serve an extended term of three (3) years. Upon the expiration of the initial Board's one year term, the Board of Directors shall be elected pursuant to Section 4.3.3 of this Article.

4.3.3 Election of the Board of Directors. The President will appoint a committee to screen all applications for the Board of Directors. Each applicant for the Board of Directors must be a member in good standing with the Club. The membership will vote to elect the Board of Directors at the Club's meeting of the members.

4.4 Vacancies. A vacancy or vacancies on the Board will exist upon any of the following:

- a. Death of a Director;
- b. Resignation of a Director;
- c. Removal of a Director in accordance with Section 4.6 below;
- d. Declaration by Board resolution that the Director has been found of unsound mind by court order or convicted of a felony or found by court order to have breached a duty arising under Section 7238 of the California Clubs Code;
- e. An increase in the authorized number of Directors;

4.5 Filling Vacancies. A vacancy on the Board, whether by reason of death, resignation, removal or otherwise, shall be filled by appointment of the Board. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office.

4.6 Removal. A Director may be removed from office if:

- a. The Director is absent from three (3) or more consecutive Board meetings without reasonable excuse. Such Director may be removed from office by a vote of a majority of the Board;
- b. The Director is removed for good cause, as provided by law, by a vote of a majority of the Board.

4.7 Annual Meeting. The Board shall meet annually at such time and place as it may determine, for the purpose of organizing the Board, electing officers, and transacting such other business as may come before the meeting.

4.8 Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board may determine.

4.9 Special Meetings. Special meetings of the Board shall be called by the written request of the Chairperson or by the Secretary or by any two (2) Directors.

4.10 Method of Meetings. Any Board meeting, regular or special, may be held in person or by conference telephone, electronic video screen communication, or other electronic transmission. Participation in a meeting through use of conference telephone or electronic video screen communication constitutes presence in person at that meeting as long as all of the Directors participating in the meeting can hear one another. Participation in a meeting through use of electronic transmission, other than conference telephone or electronic video screen communication, constitutes presence in person at that meeting so long as both of the following apply:

- a. Each Director participating in the meeting can communicate with all of the other Directors concurrently; and
- b. Each Director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the .

4.11 Quorum. A majority of the Directors then in office shall constitute a quorum of the Board for the transaction of business. The Directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment even if some Directors have withdrawn to leave less than a quorum, provided that any action taken is approved by at least a majority of the number of Directors required to constitute a quorum.

4.12 Voting. Each Director shall be entitled to one (1) vote on each matter before the Board. Directors shall not be permitted to vote by proxy. If a quorum is present, the affirmative vote of a majority of the Directors present at the meeting shall be the act of the Directors.

4.13 Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all Directors, individually or collectively, consent in writing to such action. Such unanimous written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

4.14 Notices of Meetings. Each Director shall supply the Board in writing with such person's current mailing address, facsimile transmission number, and electronic mail address, as applicable. Regular meetings of the Board may be held without notice if the time and place of the meetings are fixed by these bylaws or the Board. Notice of the time and place of special meetings shall be delivered personally or by telephone, including a voice messaging system or by electronic transmission to each Director or sent by first-class or priority mail, charges prepaid, addressed to each Director at that Director's address as it is shown on the Club's records. Any oral notice given personally or by telephone may be communicated either to the Director or to a person at the office of the Director who the person giving the notice has reason to believe will promptly communicate it to the Director. The notice need not specify the purpose of any regular or special meeting of the Board.

4.15 Time Requirements for Notice. Special meetings of the Board shall be held upon five (5) days notice by first-class mail or 48 hours' notice delivered personally, or by telephone, including a voice messaging system or by electronic transmission.

4.16 Compensation. The Directors and officers of the Club are volunteers and shall receive no compensation, other than reimbursement for out-of-pocket expenditures on behalf of the Club.

ARTICLE V OFFICERS

5.1 Officers. The officers of the Club will be a President, a Vice President, a Secretary, Treasurer and a Community Liaison Officer. Any number of offices may be held by the same person unless the Articles or these Bylaws provide otherwise. The Board may elect such other officers as it deems advisable.

5.2 Election. The officers of the Club will be chosen every two years by a vote of the Members at a membership meeting and will serve at the pleasure of the Board. Each officer shall hold office for a term of two (2) years or until his or her successor is elected and qualified to serve. A vacancy may be filled for its unexpired term by a vote of the Board at any meeting of the Board. These term conditions excludes the first Board of Directors as their first term will be held for three (3) years.

5.3 President. The President is the general manager and chief executive officer of the Club and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the Club. The President will preside at all meetings of the members and at all meetings of the Board, as chairmen of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a Club and other powers and duties prescribed by the Board.

5.4 Vice President. The Vice President shall perform such duties as may be prescribed by the President or the Board of Directors from time to time and have such authority which, by usual and common acceptance, is possessed by a Vice President. In the absence or incapacity of the President, the Vice President will chair any membership or Board meeting but will only be entitled to a vote as a Director in the case of a tie vote of the Board of Directors.

5.5 Secretary. The Secretary will keep or cause to be kept the records of the Club as well as a book of minutes of all meetings of the Board and its committees. Board minutes will include the time and place of the meeting; whether the meeting was regular or special, and if special, how it was authorized; the notice given; the names of those present; and the meeting proceedings. The minute book will be kept at the principal office of the Club or at such other place as the Board may determine. The Secretary will also give or cause to be given notice of all the meetings required to be given by law or pursuant to these bylaws. The Secretary will have such other powers and perform such other duties as may be prescribed by the Board.

5.6 Treasurer. The Treasurer will be the chief financial officer of the Club and will keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Club, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account will at all times be open to inspection by any Director. The Treasurer will be charged with safeguarding the assets of the Club and may sign financial documents on behalf of the Club in accordance with the Club's

established policies. The Board may authorize other persons to sign financial documents on behalf of the Club. The Treasurer will have such other powers and perform such other duties as may be prescribed by the Board.

5.7 Community Liaison. The Community Liaison shall perform such duties as may be prescribed by the President or the Board of Directors from time to time and shall have general responsibility for community outreach, engagement and support. The Community Liaison shall also be responsible for monitoring all members volunteer hours in accordance with Section 3.2.1 of these Bylaws.

ARTICLE VI BOARD COMMITTEES

6.1 Committees. The Board may appoint one or more committees, each consisting of two or more directors and any number of members, and delegate to such committees any of the authority of the Board except with respect to the following:

- a. The approval of any action for which the California Nonprofit Mutual Benefit Club Law also requires approval of the members or approval of a majority of all members;
- b. The filling of vacancies on the Board or on any committee;
- c. The fixing of compensation of the directors for serving on the Board or on any committee;
- d. The amendment or repeal of bylaws or the adoption of new bylaws;
- e. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- f. The appointment of other committees of the Board or the members of other committees;
- g. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected; or
- h. With respect to any assets held in charitable trust, the approval of any self-dealing transaction as defined in Section 5233(a) of the California Corporation Code except as provided in Section 5233(d)(3).

6.2 Meetings and Actions of Committees. Meetings and actions of all Committees will be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings and other Board actions; provided, however, that the time for regular meetings of such Committees and the calling of special meetings of such Committees may be determined either by Board resolution or, if there is none, by resolution of the Committee. Minutes of each meeting of any Committee shall be prepared and filed with the Club's corporate records. The Board may adopt rules for the governance of any Committee, provided they are consistent with these bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

ARTICLE VII AMENDMENTS

The Club's articles of incorporation and these bylaws may be amended by the affirmative vote of a majority of the Board, except as otherwise may be required by law.

ARTICLE VIII INDEMNIFICATION

8.1 Right of Indemnification. To the fullest extent permitted by law, the Club shall indemnify its Directors, officers, employees and other persons described in Section 7237(a) of the California Clubs Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, including an action by or in the right of the Club by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 7237(a) of the California Corporations Code.

8.2 Approval of Indemnity. Upon written request to the Board by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporations Code, the Board shall promptly determine under Section 7237(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the Board shall authorize indemnification.

8.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnity under Section 8.1 or 8.2, above, in defending any proceeding covered by that Section shall be advanced by the Club, upon receipt by the Club of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Club for those expenses, before final disposition of the proceeding.

8.4 Insurance. The Club is authorized and empowered to purchase and maintain insurance to the maximum extent permitted by law on behalf of any person who is or was a Director, officer, employee, representative, or agent of the Club against any liability asserted against or incurred by such person in such capacity or arising out of such person's status as such, whether or not the Club would have the power to indemnify such person against such liability under this Article.

CERTIFICATE OF INCORPORATOR

I, the undersigned, hereby certify:

That I am the Incorporator of Le Donne D'Italia Club, a California nonprofit mutual benefit Club; and

That the foregoing Bylaws constitute the bylaws of such Club, as duly adopted by the Action of the Sole Incorporator dated _____, 2011.

, Sole Incorporator