

**BY-LAWS
OF THE FRIENDS OF ITALY SOCIETY OF HAWAII**

ARTICLE I: ORGANIZATION AND PURPOSES

The name of this association shall be THE FRIENDS OF ITALY SOCIETY OF HAWAII ("SOCIETY").

The principal offices of the SOCIETY shall be located in Honolulu, Hawaii, USA at such specific location as the Board of Directors shall determine from time to time. This association is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Hawaii Non-profit Corporation Act (Chapter 414D Hawaii Revised Statutes) for public purposes.

Within the context of the general purposes stated above, the specific purpose of this association shall be:

- Fostering friendship among the residents of Hawaii with an Italian background or with a special interest and feeling for things Italian.
- Promoting a better understanding of Italian culture and traditions as well as of today's Italy.
- Sponsoring programs in support of the above mentioned purposes.

No activities of this association shall consist of engaging in propaganda, or otherwise attempting to influence substantive legislation, and the SOCIETY shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The SOCIETY shall also not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its specific purposes.

ARTICLE II: MEMBERSHIP

Membership in the SOCIETY shall be available to persons who meet the qualifications set forth below for Members ("Members") of the SOCIETY. No corporation, trust, partnership or other entity shall be eligible for membership.

Any person who is a person of responsibility and integrity shall be eligible for membership in the SOCIETY. In principle only persons residing in Hawaii are to be admitted as Members.

The Board of Directors may invite distinguished persons of the community to join the SOCIETY as Honorary Members.

ARTICLE III: DUES

Initiation fees, if any, shall be determined from time to time by the Board of Directors and shall be payable when the application for membership is submitted.

Every Member shall pay an annual membership fee as determined from time to time by the Board of Directors. The Membership fee shall be applied at the time of registration, anytime throughout the fiscal year.

Honorary Members and their spouses shall pay no fees.

ARTICLE IV: BOARD OF DIRECTORS

At the annual meeting of the SOCIETY the Members shall elect a Board of Directors of nine (9) members. Only Members can be directors. Each Member shall cast one ballot, with voting being by ballot only. The Board of Directors shall determine the procedure for the election. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. No Director shall hold office for more than two consecutive two year terms or until the next annual meeting following the expiration of their term or until his or her successor has been elected. Vacancies, on the Board may be filled for the term remaining of that vacant directorship by a majority of the Directors then in office.

Of this initial board of directors, the first five shall serve for a period of two years and the second four shall serve for a period of one year. Every director elected hereafter shall serve for a term of two years or until their successor has been elected, and as more particularly set forth in the By-Laws of this corporation.

As soon as practicable after the election of Directors at the annual meeting, the Board of Directors shall meet to elect, from among their number, a President, one or more vice Presidents, a Treasurer, and a Secretary to serve for the ensuing year, until their successors are elected.

The President shall preside at all meetings of the SOCIETY or the Board of Directors.

The Vice-President, and, if more than one in their designated order, shall assume the functions and responsibilities of the President in the absence of the President or the inability of the President to act.

Subject to these By-Laws, the Board of Directors shall manage all the affairs of the SOCIETY.

The Board of Directors may establish committees as may be necessary to provide efficient management of this corporation. Committee chairpersons shall be designated by the Board of Directors. All matters affecting SOCIETY policy shall be referred by such Committees to the Board of Directors.

The Treasurer and Secretary shall, in the discharge of the duties, be subject to the immediate control of the Board of Directors.

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the SOCIETY.

The Directors shall be subject to State Law on Conflict of Interests, Chapter 414D-150, Director conflict of interest of the Hawaii Nonprofit Corporations Act Hawaii Revised Statutes.

The Directors and committee members shall not receive any compensation for their roles and responsibilities as a Director or committee member.

ARTICLE V: MEETINGS

Insofar as practicable, the Board of Directors shall meet not less than once every month.

A meeting of the Board of Directors may be called by the President or upon the written request of five members thereof upon the written notice to all Directors of not less than three days.

Annual meetings for the SOCIETY shall be held each year during the month of May for the purpose of receiving the annual reports, election of Directors, and transaction of any other business.

Special meetings of the SOCIETY may be called by the Presidents or upon the written request of five Directors or twenty-five Members upon written notice to all persons entitled to attend such meeting given in accordance with the then applicable law.

At any annual meeting, or special meeting of the SOCIETY each Member present in person shall be entitled to one ballot, and fifty (50) Members, so present, shall constitute a quorum.

Notice of annual or special meetings of the SOCIETY shall be emailed to each member at least twenty (20) days before the meeting. Notice of such meetings shall specify the place, date, time and purpose of the meeting.

ARTICLE VI: MISCELLANEOUS

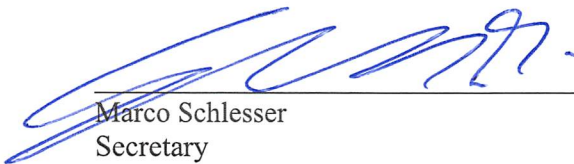
This association's fiscal year shall run from July 1 through June 30 of each year.

New by-laws may be adopted, or these by-laws may be amended or repealed, only by a two-third (2/3) majority of the Members during the annual or a special meeting. All proposals for amendment shall be emailed to the Members together with a proper notice of said meeting at least twenty (20) days prior to the meeting at which such amendment is to be considered.

The Board of Directors may establish Board Policies by a majority vote of the Board to effectuate the efficient operations of the Society.

CERTIFICATION

I HEREBY CERTIFY that I am the duly elected, qualified and acting Secretary of the above-named corporation and that the attached By-Laws were duly adopted by said corporation and are currently effective.



Marco Schlessner
Secretary
Friends of Italy Society of Hawaii

Honolulu, HI, December 4, 2019