

BY-LAWS OF THE AMITY CLUB OF NEW HAVEN

ARTICLE I NAME AND PURPOSE

- Section 1. *Name.* This organization shall be known as The Amity Club of New Haven, Incorporated.
- Section 2. *Territorial Limits.* The territorial limits of this Club shall be confined to the State of Connecticut.
- Section 3. *Objectives.* This Club's objectives shall be:
- (a.) The promotion and extension of charitable, intellectual, and civic pursuits among Its members.
 - (b.) To uphold and perpetuate the highest ethical standards among business and professional men in the community.
 - (c.) The creation and perpetuation of true friendship among the members.
 - (d.) The dedication of a portion of each member's time and energy to the unselfish service of his fellow citizens.
 - (e.) To emphasize the humanitarian virtues in the daily lives of each member.
 - (f.) To stimulate and encourage good citizenship and better tolerance and understanding among peoples of all races and creeds.
 - (g.) To cooperate and participate in all important community enterprises formulated for civic improvements and the common welfare.
 - (h.) The creation and annual support of the Amity Charitable Trust Fund.
 - (i.) To foster an appreciation of Italian history and culture and its legacy to America.

ARTICLE II MEMBERSHIP

A. Qualifications

- Section 1. Candidates shall be admitted to active membership under the following rules and procedures.
- (a.) A Candidate may be suggested for membership by any member of the Club. No Candidate shall be given a proposal form nor shall he be considered for membership unless he has attended two regular meetings of the club as a guest. A proposal for membership shall be submitted to the membership committee through the President in the form approved by the Board of Directors. The proposal shall be signed by two active members in good standing who shall be designated as proposer and endorser, respectively. A proposer and an endorser must members of the Club in good standing for at least one (1) year. Said proposal form shall include a biographical resume of the proposed. Membership criteria will include maturity, achievement, reputation, community service, professional and business involvement, the candidate's own desires and understanding of Amity Club and its purposes.

B. Classes of Membership

- Section 1. There shall be three classes of membership: Active, Life, and Non-Resident.
- (a.) The Active Members shall be comprised of all regularly admitted members who shall pay admission fees and annual membership dues. While in good standing, Active members shall be entitled to all the rights, privileges and immunities provided herein.
 - (b.) Life Members shall be members over 65 years of age who have applied for such classification prior to October 1st of a Club year to the Board of Directors, and upon whose applications the Board of Directors has favorably acted in accordance with the rules and By-Laws detailed herein. Life Members shall participate with Active Members and shall contribute annually to the Amity Charitable Trust Fund and pay an administrative fee, each as determined by the Board of Directors.
 - (c.) A Non-Resident Member is one who has been an Active Member in good standing who no longer maintains a primary residence in Connecticut and has applied to the Board of Directors for a change to Non-Resident status. Upon approval, Non-Resident Members shall participate with Active Members and shall contribute annually to the Amity Charitable Trust Fund and pay an administrative fee, each as determined by the Board of Directors.

C. Admission to Active Membership

- Section 1. Candidates shall be admitted to active membership under the following rules and procedures:
- (a.) A Candidate may be suggested for membership by any member of The Club. No Candidate shall be given an application nor shall he be considered for membership unless he has attended two regular meetings of the Club as a guest and his candidacy has been discussed with and approved by the membership committee. An application for membership shall be submitted to the membership committee through the President in the form approved by the Board of Directors. The application shall be signed by two active members in good standing who shall be designated as proposer and endorser, respectively. A proposer must be a member of the Club in good standing for at least one (1) year, and an endorser a member of the Club for at least one (1) year. Said proposal form shall include a biographical resume of the proposed. Membership criteria will include maturity, achievement, reputation, community service, professional and business involvement, the candidate's own desires and understanding of Amity Club and its purposes.
 - (b.) Applications must be returned to the President (after discussion of Candidacy and approval to proceed) no later than: October 31st of each Club year for those applicants who wish to be considered for membership as of December 31st of such year and March 1st of each Club year for those applicants who wish to be considered for membership as of May 31st of such year. The Membership Committee shall meet as necessary during the Club year to consider approval, deferral, or rejection of all applications by applying the criteria set forth in these By-Laws and their own knowledge of the Club's need for new members.
 - (c.) The Membership Committee in its deliberations shall be further empowered to use its fullest discretion in order to achieve a desirable and equitable balance among the various professionals and business enterprises.

- (d.) The favorable vote of all six members of the Membership Committee shall be required for recommendation to membership of a proposed member. If the report is unfavorable, the basic reasons for the unfavorable recommendation shall be submitted confidentially to the President who shall submit said comments to the Board of Directors.
- (e.) The Board of Directors shall give due consideration to the report of the said Membership Committee and shall vote on the acceptance or rejection of the Committee report as to each candidate for membership. Two-thirds favorable vote of the Directors present at a duly-convened Board of Directors meeting shall be required for acceptance of the recommendation of the membership Committee to admit a member to the Club. A unanimous vote of the Directors present at a duly-convened Board of Directors meeting shall be required to admit a member after an unfavorable report from the Membership Committee.
- (f.) The Secretary shall notify the proposer of each member accepted and the Secretary shall invite a proposed member to join the Club. The Secretary shall also notify the proposer of any applicant who has been rejected by the Board of Directors.
- (g.) Any proposal which has been unfavorably voted upon by the Board of Directors may not be submitted again until the expiration of one (1) year from the date of said unfavorable vote by the Board of Directors.
- (h.) The assessment for dues charged against a new member shall be assessed pro rata according to the date of his entry into membership.
- (i.) If any failure of the admission process takes place at any time during the meeting year, the inductions will be barred until the process is completely followed even to the point of deferring new membership admission to the following year.

D. Admission to Life Membership

- Section 1. Any member in good standing after reaching the age of 65 years may apply in writing on or before October 1st of each Club year to the Board of Directors for Life Membership provided he has been an Active Member for ten years or more.
- Section 2. The Board of Directors, upon receiving an application for Life Membership, shall consider the qualifications and merits of the petitioning member at the next regular meeting of the Board and vote favorably or unfavorably upon said petition. A majority vote of the Board of Directors present at a duly convened Board of Directors Meeting shall be required to admit a member to Life Membership.

E. Admission to Non-Resident Membership

- Section 1. Any Active Member in good standing may, when no longer maintaining a primary residence in Connecticut, apply in writing to the Board of Directors for Non-Resident membership.
- Section 2. The Board of Directors, upon receiving an application for non Resident Membership, shall consider qualifications and merits of the petitioning member at the next regular meeting of the Board and vote favorably or unfavorably upon said petition. A majority vote of the Board of Directors present at a duly convened Board of Directors Meeting shall be required to admit a member to Non-Resident Membership.

F. Leave of Absence

- Section 1. Any Active Member in good standing may, before October 1st in any Club year, request in writing a leave of absence for good cause for a maximum period of one year. No member may be granted a leave for a second consecutive year. In order for any member to be granted a leave by the Board of Directors, said member shall pay the Trust Fund contribution as a condition precedent to being granted a leave of absence, except in the case of Article III, Section 6.

G. Resignation

- Section 1. Any member may resign from the Club provided that all his indebtedness to the Club has been paid. The resignation must be submitted in writing to the Board of Directors and shall become effective when accepted by the Board.

ARTICLE III DUES AND ASSESSMENTS

- Section 1. Each member shall pay the membership fee which shall be \$50.00 upon acceptance of invitation to membership.
- Section 2. Each Active Member shall pay a set annual fee as dues, payable on October 1st of each Club year upon billing by the Treasurer. This payment shall cover the cost of dinners at regular meetings, operating expenses and other purposes voted upon by the Board of Directors. In addition, each Active Member shall participate in making annual contributions to The Amity Charitable Trust Fund.
- Section 3. Life Members and Non-Resident Members shall pay for their dinners on the dates of their attendance. Life Members and Non-Resident Members shall participate with Active Members in making annual contributions to The Amity Charitable Trust Fund as set forth in Article II, Subdivision B, Section 1(b) above.
- Section 4. The Board of Directors may exercise discretion and waive dues, contributions and fees for Members for documented good cause, i.e. long term disability. They shall thereafter be known as Members Emeritus.
- Section 5. Additional revenue essential to carry out the purpose of this organization may be raised by assessment or otherwise only by recommendation of the Board of Directors and the approval by a majority vote of the Active Members present at any meeting of the Club, providing that a written notice of said meeting and the purpose thereof be sent to the members at least two weeks prior to the date of the meeting at which said business is to be discussed.
- Section 6. The requirement of payment of dues, the Trust Fund contribution, and other fees shall not apply to active duty members of the Armed Forces of the United States.

ARTICLE IV DISCIPLINE

- Section 1. Any Member who neglects or refuses to pay his dues and/or the Trust Fund assessment within thirty (30) days after they become due shall receive a final notice from the Treasurer. The Treasurer shall post the names of nonpaying members immediately after dispatch of the final notice to such member. If after fifteen (15) days from the date of the

final notice a member neglects or refuses to pay his past-due dues and/or the Trust Fund assessment, he may cease to be a member of the Club if the Board of Directors so determines by a majority vote of the Directors at a duly convened Board of Directors meeting. In the event of such action, said member may at the discretion of the Directors be reinstated upon payment of his dues after said date upon the approval of a majority vote of the Directors at a duly convened Board of Directors meeting.

- Section 2. Any member charged with conduct unbecoming a member or any charge affecting the prestige of this organization shall be entitled to a proper hearing before the Committee on Goodwill and Grievances. If such charges are sustained after hearing by the said Committee, it shall make a report to the Board of Directors which shall decide the appropriate disciplinary action to be taken.
- Section 3. Any member whose membership in this Club has been terminated in any manner, shall forfeit any and all interests in any funds or other property belonging to the Club and all rights to the use of The Amity Club name, emblems or insignia.
- Section 4. Any member whose membership is terminated in the Club for any reason other than non-payment of dues may be reinstated at any time by a two-thirds majority vote of the Directors present at a duly convened meeting of the Board of Directors called to consider said reinstatement.

ARTICLE V OFFICERS

- Section 1. The officers of the Club shall be the President, Immediate Past President, Vice President, Treasurer and Secretary.
- Section 2. Each officer shall be an Active Member in good standing.
- Section 3. No member shall be eligible to serve as an officer until at least three (3) full years of membership in Amity have been completed.
- Section 4. The officers of the Club shall be appointed by the Board of Directors each year prior to the nomination of Directors, with the exception of the Treasurer, who shall be appointed every second year. The officers shall serve concurrently as Directors.
- Section 5. Any vacancy occurring during the term of office of any officer of the Club shall be filled by the Board of Directors.
- Section 6. The President, Vice President, Secretary and Immediate Past President shall enter upon their official duties on the first day of July of each year and shall serve for a term of one (1) year or until their successors shall be duly appointed and qualified. The Treasurer shall start his term on the first day of July and serve for two (2) years or until his successor shall be duly appointed and qualified.
- Section 7. The duties of the officers shall be as follows:
- (a.) The President shall be the executive officer of the Club and shall preside at all meetings of the Club and the Board of Directors. He shall appoint members to all standing and special committees and shall be an ex-officio member of all standing and special committees. He shall perform such duties as required and as set forth in these By-Laws.
 - (b.) The Vice President, in the absence of the President, shall preside at all meetings of the Club and the Board of Directors. The Vice President shall perform any other duties which may be assigned to him by the President or the Board of Directors. The Vice President shall also be the President-elect during his term and shall therefore prepare for his administration as President.

- (c.) The Treasurer shall receive all funds paid to the Club and shall Deposit the same in the official depositories and shall make disbursements by order of the Board of Directors. He shall sign all checks. His accounts and books shall at all times be open to inspection of the President, the Board of Directors, and any authorized auditors. He shall make a report at the annual meeting of the Club and at such other times as the President or Board of Directors may require. The Treasurer shall be bonded in the amount deemed sufficient by the Board of Directors.
- (d.) The Secretary shall prepare and mail to all members notices of each and every meeting, and shall keep the records of membership, attendance and minutes of the meetings of the Club and Board of Directors. He shall submit to the proper officers and committees, or to the Club, all communications received by him as Secretary.

Section 8. While no member may serve two consecutive terms as President, he may again be eligible to be appointed President providing he does not succeed himself.

ARTICLE VI DIRECTORS

- Section 1. The Board of Directors shall consist of fourteen (14) members composed of the nine (9) elected directors and the five (5) officers who serve concurrent terms as directors.
- Section 2. The majority of the members of the Board of Directors as constituted from time to time, shall constitute a quorum for the transaction of business. When a quorum is present at any meeting, the majority vote of all of the members present shall decide any question brought before such meeting, except as otherwise provided by the By-Laws.
- Section 3. Directors, other than officers, shall be elected by the membership in such a manner as to assure an addition of three (3) new Directors each year.
- Section 4. Each Director shall be an Active Member in good standing.
- Section 5. No member shall be eligible to serve as a Director until he has completed at least three (3) full years of membership in Amity.
- Section 6. A Director shall not be eligible to succeed himself after serving a three (3) year term and shall not be eligible for re-election until one (1) year has passed since his last term unless duly appointed as an officer by the Board of Directors. A Director who is elected to a one (1) or two (2) year term may succeed himself for one (1) additional three (3) year term, and shall not be subject to a one (1) year ineligibility until completing a full three (3) year term.
- Section 7. Any vacancy occurring among the Directors shall be filled in the same manner in which these members are usually elected after due notice.
- Section 8. All Directors shall enter upon their official duties on the first day of July of each year and shall serve for a term of three (3) years or until their successors shall be duly elected and qualified. These Directors shall serve with the Officers on the Board of Directors.
- Section 9. No director shall be absent from more than three (3) regularly scheduled Board of Directors meetings in any fiscal year. In such event, the Board of Directors at its option may declare a vacancy to be filled as above set forth.
- Section 10. The Board of Directors shall meet once each month and at the call of the President. At the discretion of the Board, a committee chairman shall meet with the Board of Directors in joint session. Special meetings of the Board of Directors may be called by the President as he deems necessary.
- Section 11. The Board of Directors shall be the controlling and governing body of the Club and shall have the duty, charge and responsibility of managing and directing the affairs and

business of the organization: to establish and direct its policies; to appoint its officers; to interpret and enforce the By-Laws; to act upon and determine any matters which may be referred to it by the President or by the members and to adopt any rules and regulations for the conduct of its meetings and management of the Club provided they are consistent with these By-Laws.

Section 12. Each Board member shall be assigned the added duty of overseeing at least one of the Committees of the Club and shall report to the Board on the activity of said Committees.

ARTICLE VII NOMINATION AND ELECTION OF DIRECTORS

- Section 1. The new Directors shall be elected at the first regular meeting in May of each year and shall be inducted with the newly elected officers.
- Section 2. The Secretary shall announce, in writing, the date of the nominating meeting at which nominations for Directors are to be made. The nominating meeting shall be held in the month of April of each year. Said notice shall be sent to the members at least two weeks prior to the date of said meeting.
- Section 3. Any active member attending the nomination meeting for Directors shall have the right and privilege to nominate any qualified member. All nominations will be made orally at this meeting after discussion and consultation with the President of the Club and a Directors Election Committee appointed by the President.
- Section 4. The Secretary shall announce to the membership, in writing, the date of the election meeting at least one week prior to said election meeting and shall list the names of nominees in said notice.
- Section 5. If more than six (6) members are nominated, a preliminary ballot shall be required whereby the membership shall vote by secret ballot for any six of the nominees. The six nominees with the highest number of votes shall be declared winners of the preliminary ballot. In the final ballot the membership shall, by secret ballot, vote for any three of the six members and the three nominees receiving the greatest number of votes shall be declared elected. No preliminary ballot shall be required if six or fewer members are nominated.

ARTICLE VIII COMMITTEES

- Section 1. There shall be the following standing committees:
- (a.) Finance
 - (b.) House
 - (c.) Inter-Club Relations
 - (d.) Welfare and Worthy Projects
 - (e.) Public Affairs
 - (f.) Educational
 - (g.) Program and Publicity
 - (h.) Music
 - (i.) Attendance and Reception
 - (j.) Membership
 - (k.) Inter-Club Youth Work
 - (l.) Sick, Visiting and Bereavement

- (m.) Good Will and Grievances
- (n.) Legal
- (o.) Scholarship
- (p.) Special Events
- (q.) History and Archives
- (r.) Website Content and Continuity Approval Committee

In addition to the above Committees, there shall be a Board of Trustees to administer the Amity Charitable Trust Fund in accordance with the agreement set forth in the trust instrument adopted September 5, 1961.

- Section 2. Each standing committee shall be composed of not fewer than three members and shall serve for a term of one year commencing on the first day of July. All committee members shall be appointed by the President and be subject to removal by the President. Each Committee shall be responsible to the President and shall make such reports as so directed.
- Section 3. Special Committees may be appointed by the President and they shall perform such duties as may be defined in their creation.

ARTICLE IX DUTIES OF STANDING COMMITTEES

- Section 1. The Committee on Finance shall prepare a budget in writing of estimated income and expenditures for submission to the Board of Directors, no later than the Board of Directors meeting in September of each Club year and shall submit such other recommendations on finances, as may be requested by the Board of Directors. The Past President and Treasurer shall be ex-officio members of this committee. Said committee shall be selected by the President-elect.
- Section 2. The Committee on House shall make all arrangements for the place of holding Club meetings, checking facilities, seating, menus, decorations and any matters incidental thereto.
- Section 3. The Committee on Inter-Club Relations shall devise ways and means of developing the spirit of fellowship between this and other clubs and the members thereof.
- Section 4. The Committee on Welfare and Worthy Projects shall investigate, study and determine the special needs of any charitable, educational, health or civic group, or institution in the community and recommend to the Board of Directors as to the manner in which the Club may assist in resolving such needs. Whenever the Committee shall determine a need or project worthy of the Club's assistance in accordance with these By-Laws, it shall make its recommendations to that effect to the Board of Directors. The Board of Directors by a majority vote shall determine whether or not such assistance shall be given and shall vote to disburse any funds in connection therewith.
- Section 5. The Committee on Public Affairs shall have submitted to it all proposals for Club activity outside of the regular organization and shall make recommendations to the Board of Directors on such matters as are referred to it. The Committee shall develop definite working plans for the Club's participation in public activities, promote its cooperation therein and forward the objective of Amity.
- Section 6. The Committee on Education shall disseminate concepts of the objects, policies, and ideals of The Amity Club and shall educate the members as to their opportunities and responsibilities therein.

- Section 7. The Committee on Program and Publicity shall concern itself with the material and the media by which the public shall be offered knowledge of Amity objectives, aims and ideals and the programs and achievements of The Amity Club. It shall, in cooperation with the Vice President, also arrange a program for every meeting of the Club as far in advance as possible, cooperating with the Board of Directors and other committees of the Club to the end of diversifying the programs and coordinating them with the Club activities. The Committee shall inform the membership of any newsworthy accomplishments and activities of members.
- Section 8. The Committee on Music shall devise and employ ways and means of making more effective the use of music and particularly of Amity songs at the meetings of the Club.
- Section 9. The Committee on Attendance and Reception shall encourage and promote a full attendance at all Club meetings. They shall also greet members as they arrive at meetings and make arrangements for the proper reception and introduction of guests. They shall introduce new members and in general attend to the comfort, needs, and enjoyment of all members. They shall keep a complete and accurate record of attendance and submit such records to the Secretary.
- Section 10. The Committee on Membership shall consist of six (6) members, three (3) of whom shall be chosen by the President from the entire membership of the Club whose names shall remain secret, and three (3) of whom shall be the immediate three (3) Past Presidents of the Club. Consistent with Article II, Section C of these bylaws, this committee shall consider all proposals for membership submitted to it, investigate and carefully consider the history and character of each proposed member, and submit all recommendations favorable or unfavorable to the Board of Directors. It shall devise ways and means of maintaining an adequate membership of such standards as are provided for in these By-Laws.
- Section 11. The Committee on Inter-Club Youth Work shall make any recommendations concerning support of activities for the benefit of youth in the community and the manner and degree of co-operation by this Club to the Board of Directors and upon authorization thereby shall co-operate with other clubs or groups in such programs.
- Section 12. The Committee on Visiting, Sick, and Bereavement shall keep itself informed of the illness or misfortune of Club members and shall represent the Club in its sympathetic attention in each case.
- Section 13. The Committee on Good Will and Grievances is charged with the duty of creating, instilling and spreading understanding, good will and harmony among the members, the officers and the public. It shall consider all complaints and grievances referred to it by any members, officers or committee and attempt to adjust them by brotherly mediation as the Committee shall see fit. If a matter cannot be settled by mediation, it shall hear all matters, in the capacity of an arbitration panel, concerning discipline, expulsion or reinstatement of members which are referred to it by the Board of Directors and within sixty (60) days submit its findings and recommendations to said Board for final action.
- Section 14. The Legal Committee shall advise and make recommendations on any legal matter which may be of concern to The Amity Club. The chairman of this committee must be an attorney.
- Section 15. The Committee on Scholarship shall make recommendations with respect to the recipients and amounts of grants to be awarded.
- Section 16. The Special Events Committee shall have complete and exclusive control, when delegated by the Board of Directors, over all special activities not specifically allocated to other standing committees.

- Section 17. The History and Archive Committee shall be charged with possession and preservation of the historic books, records, and effects of the Club and to store them in a safe and readily accessible place. All actions of all committees are subject to review and approval by the Board of Directors.

ARTICLE X MEETINGS

- Section 1. This Club shall hold a luncheon or dinner meeting on such days and at such time and place as shall be determined by the Board of Directors. It may hold such other meetings as the Board of Directors or membership may desire.
- Section 2. The annual meeting of the Club shall be the first regular weekly meeting in May for the purpose of election of directors. The membership of the Club shall be given at least two (2) weeks' notice of the date and place of the annual meeting. One-third of the Active Members of the Club shall constitute a quorum.

ARTICLE XI PUBLIC ACTIVITIES

- Section 1. The Club shall seek by fair discussions at its meetings and in other ways, to keep its members informed on all questions of public importance and any proposed legislation affecting the community, state or nation in which the Club is located. The Club shall have the right and it shall be its duty from time to time to give expression by proper means of its attitude on such public questions and such proposed legislation.
- Section 2. No action on any public question or proposed legislation shall be taken by the Club until the same shall first have been submitted to the Committee on Public Affairs and the recommendations of the Committee have been received and considered by the Board of Directors.
- Section 3. The Club shall not be used in any way for political purposes; nor shall it as a Club actively participate in the political candidacy of any person.

ARTICLE XII FINANCE

- Section 1. The fiscal year of the Club shall begin on the first day of July of each year.
- Section 2. Not later than the 2nd Tuesday of September during each Club year, a budget of estimated income and expenditures for the year shall be adopted by the Board.
- Section 3. The Club's books of account shall be audited at least once each year. The auditors shall be named by the Board of Directors.
- Section 4. The Board of Directors shall determine the official depository or depositories.
- Section 5. In case of the inability of persons designated to sign checks to perform their functions, the Board of Directors shall designate those who shall act as substitutes.
- Section 6. Upon termination of existence of this Club in any manner, all of the funds, assets, and property of any kind owned by the Club shall be turned over in full after payment of all liabilities to The Amity Charitable Trust Fund, if still in existence or another charitable fund which must be recognized by the Internal Revenue Service under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE XIII
RULES OF ORDER**

Section 1. "Robert's Rules of Order" shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.

**ARTICLE XIV
AMENDMENTS**

Section 1. Any amendment to these By-Laws may be adopted by a two-thirds vote of the Members present at any meeting of the Club, provided written notice of the proposed amendment shall have been given the members at least two (2) weeks prior to the meeting.

**ARTICLE XV
EFFECTIVE DATE OF BY-LAWS**

Section 1. The effective date of the within By-Laws, as amended, shall be December 1, 2009.
