

BY-LAWS OF THE
CELEBRANDO IL NOSTRO RETAGGIO #2786, INC

(a Pennsylvania Non-Profit Corporation)

ARTICLE I

NAME, PURPOSE AND SEAL

SECTION 1. The name of this corporation is CELEBRANDO IL NOSTRO RETAGGIO #2786, INC

SECTION 2. The purpose of the Corporation is as set forth in the Articles of Incorporation filed to No. 5 May Term 2003 in the Court of Common Pleas of Lycoming County.

SECTION 3. The Corporation shall have a corporate seal in the form of a circle containing the name of the Corporation and the year of incorporation.

ARTICLE II

MEMBERSHIP

SECTION 1. Any regular member of CELEBRANDO IL NOSTRO RETAGGIO #2786, INC. who is eighteen (18) years of age or older shall be a member of this Corporation upon payment of dues, investigation and final approval of the Lodge Council.

SECTION 2. Any member not in good standing upon final notice of each year will be dropped from active membership.

SECTION 3. Members shall not be assessed for corporate activities.

SECTION 4. Violation of the House Rules or conduct deemed inappropriate or unsafe will result in suspension or expulsion upon a review and vote of the Lodge Council.

SECTION 5. Clubhouse Memberships are for applicants not interested in membership of the Order of Sons of Italy. Clubhouse member's privileges are limited to the use of the Club and the Club's activities. Clubhouse members will be non-voting members and will be unable to hold an Officer's position.

AMENDMENT: Non-Italian members will be allowed to hold an officer's position due to any Italians not willing to hold an officer position when approved by the Lodge Council and will have voting rights. (July 23, 2018)

SECTION 6. Patrons who do not hold membership to the Clubhouse or Lodge shall be considered a guest of the Clubhouse. Guests must be accompanied by a member in good standing. Guests must be signed in to the guest book by the member upon entering the Clubhouse. Members signing in guests are responsible for the guest's conduct. Only the member signing the guest may purchase alcohol for the guest. Guests are prohibited from purchasing alcohol. Guests must be accompanied by the member at all times.

Members may sign in a maximum of five (5) guests at any one time. Those guests may only be signed in a maximum of three (3) times **per year.** (July 1, 2016)

SECTION 7. Non-member spouses and children under 21 years of age may accompany their spouse member or parent member in good standing for an unlimited number of times. Children must be accompanied by the member at all times.

SECTION 8. – ADDITION: Upon receipt of dues, persons applying for membership will be considered members on a probationary period and will have full rights to the Clubhouse. Members on a probationary period will not be permitted to have guests in the Clubhouse. Members on a probationary period will not be permitted to sign the book. (July 1, 2016)

ARTICLE III

MEETINGS OF MEMBERS

SECTION 1. The Corporation shall have a general meeting open to all members on the **second** Monday of each month at **6:00 P.M.** of at the Lodge #2786 in Williamsport or on such other day and place in the month to be determined by the Lodge Council. (July 1, 2016)

SECTION 2. The Lodge Council shall have a meeting on the first Monday of each month at **6:00 P.M.** at the Lodge #2786 in Williamsport or on such other day and place in the month to be determined by the Lodge Council. **(July 1, 2016)**

SECTION 3. Special meetings of the Lodge Council for the purpose of authorizing expenditures up to \$5,000.00 for any single project may be conducted at any time. Special meetings of the membership to consider expenditures in excess of \$5,000.00 for any single project or for the purpose of conveying, leasing, or encumbering any real estate may be conducted upon at least fourteen (14) days notice given to the members by mail, newspaper advertisement, and/or notice posted at the Lodge, 144 East Fourth Street, Williamsport, PA 17701

SECTION 4. In the event of any emergency that interrupts the operation of the business, Lodge Council reserves the right to make the decision on emergency expenditures by a majority vote of 51% or more present at the emergency meeting. The chairperson of the Clubhouse must approve all expenditures prior to the expense.

SECTION 5. The presence of at least twenty (20) members including officers shall constitute a quorum.

AMENDMENT: The presence of at least eight (8) voting members including officers shall constitute a quorum. (July 23, 2018)

SECTION 6. The membership shall fill such vacancies as may exist in the Lodge Council and are encouraged to raise questions and make recommendations to the Lodge Council.

ARTICLE IV

LODGE COUNCIL

SECTION 1. POWERS: The Lodge Council shall manage the property and business of the Corporation. Said Council shall have the full power to conduct, manage, and direct the business and affairs of the Corporation and shall have all powers as set forth in the Articles of Incorporation and the Pennsylvania Non-Profit Corporation Law; PROVIDED, that the Council shall not convey, lease, or encumber any real estate or expend funds in excess of \$1,500.00 for any single project without the consent of the majority of the members present and voting at any regular or special meeting. As stated in Bylaws of Grand Lodge of PA.

SECTION 2. NUMBER and TERM: The Council shall consist of seven (7) members who shall serve for two (2) years or until replaced and whose terms shall begin immediately upon election at the biennial membership meeting.

Council members shall be subject to removal by a vote of two thirds (2/3) members of the Lodge Council at any time for non-performance of malfeasance of duties, abuse of office, or conduct deemed to be contrary to the best interest of the Corporation.

Two thirds or 67% of Lodge Council shall constitute a quorum but no action may be taken without the affirmative vote of at least fifty one percent (51%) of the quorum.

SECTION 2. – ADDITION: Any Lodge Council member who has three (3) unexcused absences in a year from regular council meetings shall be automatically removed from the Lodge Council. Absenteeism due to a planned or emergency situation will be reviewed by the Lodge Council and will be decided by majority vote of a quorum of the Council as an exception. If the exception is approved, the time off will not constitute an unexcused absence. (July 23, 2018)

SECTION 3. TIME AND PLACE OF MEETINGS: Meetings of the Lodge Council shall take place at least quarterly at the club unless special circumstances prevent the use of the building. The Recording Secretary shall give notice of each meeting.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS: The Lodge Council shall be elected by the members at the bi-annual membership meeting as outlined in the General Laws of the Grand Lodge of PA. Clearly define from State By-laws

SECTION 2. GENERAL POWERS: Officers of the Corporation shall have such authority and perform such duties in the management of the affairs of the Corporation as may be determined by resolutions or orders of the Council or as otherwise authorized by the Pennsylvania Non-Profit Corporation Law.

SECTION 3. SECRETARY: The Secretary shall maintain the records of the Corporation and shall prepare Minutes of each meeting.

SECTION 4. TREASURER: The Treasurer shall have custody of all securities and monies belonging to the Corporation and shall keep accurate books of the fiscal affairs of the Corporation, which shall be open for inspection by the Lodge Council and members at all times. The Treasurer shall cause to be prepared for the Lodge Council written reports on the financial condition of the Corporation on a quarterly basis within thirty (30) days following the end of each quarter and shall cause an independent audit by a certified public accountant to be completed upon request of two thirds (2/3) of the membership.

ARTICLE VI

AMENDMENTS

SECTION 1. All amendments must be proposed by Lodge Council and voted on by the general membership at any general member meeting. These By-Laws may be amended by a vote of the majority of the members present at any general member meeting or any meeting specially called for that purpose; provided however, that notice of any proposed change to the By-Laws, together with a copy of the current By-Laws, shall be provided to each member not less than twenty (20) days prior to the date when such amendment to the By-Laws is to be acted upon, by mail, newspaper advertisement, or notice posted at the Lodge.

ARTICLE VII

INDEMNIFICATION

SECTION 1. All members of the Lodge Council of the Corporation and members of the Corporation staff shall be entitled to indemnification for their expenses and liabilities in connection with civil, criminal, or other legal proceedings in Corporation related matters. A Director shall not be personally liable for monetary damages for any action taken except as provided in 15 Pa. C.S.A. § 57.3 which states Officers cannot be held personally liable for the Lodge actions.

ARTICLE VIII

OPERATIONS

SECTION 1. Two (2) officers as designated by the Lodge President shall sign all checks, drafts, or other obligations of the Corporation.

SECTION 2. Lodge Council must approve any contractual agreement obligating the Corporation of more than \$250.00 or a total annual cost of \$3,000.00 or more.

SECTION 3. Contracts and documents shall be executed by the President and countersigned and endorsed or attested by the Secretary. In the absence of the President or Secretary, the Vice President shall execute contracts and documents. All such contracts and documents shall be accompanied by a resolution by the Lodge Council, certified by the Secretary to be a true and correct copy of such action, authorizing the execution of such document.

ARTICLE IX

SMOKING

SECTION 1. Hours for non-smoking will be posted in the Clubhouse at all times.

SECTION 1. – AMENDMENT: No smoking any time before 9:00 P.M. or as directed by the bartender. This includes electronic cigarettes. (July 1, 2016)