

PRINCE THOMAS OF SAVOY, INC CLUB BYLAWS rev 8/21

ARTICLE I (Founding)

On the last Sunday of December 1916, a CLUB, "Princi De Tomasso Di Savoia" PRINCE THOMAS OF SAVOY) herein (CLUB) was founded. At a duly called special meeting January 16, 1917, the Founders introduced a set of Bylaws and a Certificate of Incorporation (PRINCE THOMAS OF SAVOY, INCORPORATED) restating its original purpose. In addition, the CLUB would continue to honor the heritage of its Founders. COLUMBUS DAY, (each year) would be designated as the CLUB'S official holiday. Later, recognizing the active support provided by the women of CLUB members, a WOMEN'S AUXILIARY was authorized. Its Bylaws support the same purpose. Keeping with the times, in 1997, the membership deemed it appropriate to acknowledge friends of members (non-nationality). As a result, an ASSOCIATE membership to cover these individuals was authorized. A SENIOR membership was also established to acknowledge active REGULAR and ASSOCIATE members who have reached eighty (80) years of age.

ARTICLE II (Purpose)

The purpose of the CLUB is to provide an atmosphere whereby members can participate in lawful recreation, dining, and other such social events, while promoting the well-being of surrounding communities.

ARTICLE III (Membership)

The CLUB shall be composed of any number of persons in various member categories. Membership categories are open to qualified persons regardless of race, color, or religion, provided they have never been convicted of a felony, in or out of these United States. Membership categories are as follows: REGULAR –ASSOCIATE –SENIOR –HONORARY.

Section 1. Types of Membership

A. A REGULAR member is a qualified male who by birth is of Italian ancestry, or whose parents or spouse is of Italian ancestry. REGULAR members are to pay dues as established herein. REGULAR members have total voting privileges on all issues, are eligible to hold OFFICE and participate in any and all Committee activities.

B. An ASSOCIATE member and his spouse do not need to be of Italian ancestry. ASSOCIATE members must pay dues as established herein. They have equal voting privileges on all issues, and shall have equal participation in all functions and events. Exception to the above, ASSOCIATE members CANNOT serve on the Bylaws Committee, nor hold the Office of President or Vice-President. Associate members shall not exceed forty-nine percent of the total REGULAR membership.

C. A Senior member is any REGULAR or ASSOCIATE member who meets two (2) conditions. He must have been a member for five (5) or more years, and must be eighty (80) years of age or older. SENIOR members continue to enjoy all rights and privileges of their peers; and are exempt from paying FULL dues.

D. An HONORARY member is any person, including any non-member, whom the CLUB shall so designate because of his benevolence and exemplary achievements with regard to the CLUB and community. An HONORARY member is exempt from paying dues, but may participate in all the activities of the CLUB. HONORARY non-members, cannot hold elected office. Any member may present a written motion to honor someone at any REGULAR meeting. Assembly approval is required to be HONORED.

Section 2. Application for Membership

Any applicant seeking to become a member of the CLUB must be sponsored by a current member. Applications for membership will be accepted and voted on a quarterly schedule at the January, April, July and October regular meetings. The process is as follows: person (applicant) wanting to become a member of the CLUB must be sponsored. Any current member may act as a Sponsor for a new member. The process is as follows:

A. The applicant's sponsor will assist in the preparation of the application form and forward it to the PTS Board. The Financial/Membership Secretary will post it on the bulletin board. The Secretary will notify the sponsor to attend the next quarterly new applicant interview meeting which will include the applicant, his sponsor, and Board members.

B. Board members will discuss the applicant and sponsor, and provide a CLUB orientation, and indicate that a level of volunteerism is expected of accepted members.

C. The Board will discuss the application(s) and make a recommendation for formal proposal for approval by vote of the membership at the next scheduled regular meeting.

D. If the assembly votes to approve the applicant for membership, the Financial/Membership Secretary will notify the applicant in writing to attend the next monthly meeting for induction, where he will be administered the CLUB'S by the President.

E. The Financial/Membership Secretary will prepare New Member Packets and present one to each newly inducted member at their induction. The Packet is to contain: a) a welcome letter, b) a copy of the CLUB's Bylaws, c) an up-to-date list of the entire membership, including Officers and Committee Chairman, d) a dues invoice and e) a key to the CLUB.

F. At the close of the regular meeting, the sponsor, as host, is expected to continue to promote CLUB orientation, and introduce the new member to his fellow members. The sponsor is also responsible to help the new member become familiar with and participate in CLUB activities.

G. Any rejected applicant who is rejected by the BOARD or membership will be notified in writing by the Financial/Membership Secretary within 30 days from rejection.

Section 3. Dues

To be a member in good standing, dues and/or assessments must be paid in January. Members in arrears will be so notified and allowed a grace period (end of March), at which time they will be automatically dropped from the membership rolls. (Resigned)

A. REGULAR and ASSOCIATE member dues will be set by the Assembly.

B. SENIOR member dues will be of a lesser amount set by the BOARD.

C. HONORARY members will pay NO dues.

D. New Member first year dues will be the same as REGULAR/ASSOCIATE members, tempered by calendar quarters remaining in the year: 1st quarter 100%, 2nd quarter 75%, 3rd quarter 50%, 4th quarter 25%.

E. Due to hardships, a member may ask to be placed on an inactive status for a specific period. The Financial Chairman shall handle such requests.

Section 4. Conduct Violations

(a) Willful misconduct against the Club or any of its members may result in disciplinary action. (b) The conduct violation shall be brought to the attention of the Board officers.

(c) Following a meeting on the matter, the Board officers will make a decision regarding disciplinary action. Robert's Rules of Order will serve as the primary reference for the above process.

(d) Persons alleged to have violated the code of conduct will receive written notice of Board investigation and the possibility of disciplinary action.

Section 5. Suspensions:

(a) The Board officers by majority vote may suspend a member for cause. (Cause is intended to mean anything producing an effect) The period of suspension shall not exceed six (6) consecutive months.

Section 6. Terminations:

(a) Membership may be terminated when the majority of the membership determines that a member is no longer eligible for membership under these bylaws.

(b) Where a membership has been cancelled, the individual(s) may not use the Club's facilities as a guest of another member. When a membership has been cancelled due to non-payment of dues or a resignation, the member(s) may reapply to the Executive Board for review. This shall not apply to paragraph (a) of this Section regarding terminations. If approved, the member(s) must pay current dues and any outstanding assessments.

(d) The spouse of an individual whose membership has been terminated may retain membership under either Section 1 or 2 of Article III.

(e) There shall be no pro rata return of dues or fees.

Section 7. Removal of Board Officers for Cause:

(a) In the event a majority vote of the membership determines that any Officer is unable to properly perform the duties described herein, or any other duties described in Roberts Rules of Order, that officer shall be removed and replaced by the Board with a qualified individual who shall hold that position until the next general election.

ARTICLE IV (Election of officers)

Government of the CLUB shall be by an elected Executive Council, also referred to as the BOARD, composed of a President, Vice-President, Recording Secretary, Financial Secretary and Treasurer. To hold Office, a sworn-in member shall be in good standing and remain in good standing throughout his term. A member NOT in good standing, while serving on the BOARD, shall be relieved of his post.

Section 1. Nomination and Election

- A. By July of each election year, the President shall appoint an AD HOC Election Committee consisting of a Chairman and four (4) members.
- B. At a REGULAR October meeting, the Election Committee is responsible for presenting a motion nominating one or more candidates for each of the Elected Offices. The President will also entertain a motion to accept Candidate nominations from the floor.
- C. To be a valid Floor nomination, the nominator must know beforehand whether or not the person (s) being nominated is both eligible and willing to serve.
- D. At the close of the October meeting, if there is only one name for each office, (slate) balloting will not be necessary. The Election Committee will motion to propose election by ACCLAMATION at the December meeting.
- E. In cases where more than one person is nominated for an office, the Election Committee will use the months of October/November to prepare paper ballots, publicize, and encourage the entire membership to attend and vote at the December meeting.
- F. At the December meeting, the Election Committee will issue, collect, count ballots and sign the vote tally. The balloting tally announced is FINAL. The signed vote tally given to the Recording Secretary is binding on the entire membership. Nominees may require a witness at the vote tally.

Section 2. Terms and Limits

Elected Officers serve a two (2) year Term. No Officer may serve more than two (2) consecutive Terms in the same office, unless elected to fill the remainder of a Term.

Section 3. Vacancies

- A. In the event a vacancy in the office of President, the Vice-President shall immediately be elevated as President to fill the remainder of the Term. He will also appoint a new Vice-President to assist him for the remainder of the Term.
- B. the President will appoint a new Vice-President, should that Office be vacated, to assist him for the remainder of the Term.
- C. In the event, the offices of President and Vice-President become vacant simultaneously, the past Election Committee Chairman will immediately call a Special meeting of the entire membership, and hold Nominations and Elections to fill the Offices.

D. Any of the other Offices vacated, shall be filled at the next REGULAR meeting in the same manner.

ARTICLE V (Officers)

Section 1. President

Any REGULAR member of Italian ancestry, in good standing, is eligible for the Office of President. The President shall preside over all REGULAR and SPECIAL meetings. In case of absence, he may designate the Vice-President or other Officer to Preside. He shall call each meeting to order and follow a prepared agenda. Parliamentary procedure will prevail. As President, he is Chairman of the Board, and shall preside over BOARD meetings. He is automatically an ex-officio member of all Standing and Ad Hoc Committees. The President has the right to authorize expenditures up to a maximum amount of \$1500 as approved by a Board (Executive Council) vote. The meeting can be in person or virtual. This authorized expenditure can only occur once in a 30 day period and shall be reported at the Treasurer's Report at the earliest possible CLUB meeting.

The President is responsible for seeing that all income-producing assets and investments of the CLUB are adequately maintained managed and used. The President is responsible for chairing the CLUB's Advance Planning Committee. All elected officers are automatically members of this committee. The President may specifically call upon any and or all Committee Chairmen to attend specific sessions affecting their area. The purpose is to set the CLUB's long-term direction, communicate it to the membership, and produce a long-range plan (with budget projections) for implementation.

Section 2. Vice-President

Any Regular member of Italian ancestry, in good standing is eligible for the Office of Vice-president. At any time, should the President become incapacitated for any reason, the Vice-president will preside over the CLUB. The Vice-President will assist the President in carrying out the duties of his Office. It shall be the duty of the Vice-President to periodically check the Guest Register, at each Bar to identify Guest (s) who have visited frequently. Frequent visits (four plus (4+) times a month) will be reported to the BOARD, and treated on a case-by-case basis. The Vice-President will oversee the orientation of new member (s) to encourage their participation on at least one committee, which is active at the time of his orientation.

Section 3. Recording Secretary

The Recording Secretary shall keep an accurate record of each monthly meeting, keep a record of Executive Council (BOARD) meetings; keep a record of joint Executive Council (BOARD) meetings with the CLUB's Women's Auxiliary; keep a current version of the

Bylaws/Standing rules; keep a record of committees and members; keep a record of all motions and correspondence; keep Advance Planning Directives; purge file of materials no longer needed and transfer files at the end of his Term.

Section 4. Financial Secretary

The Financial Secretary shall maintain and keep current, the roster of all members. He shall be responsible for the billing and collection of all dues, along with full accountability to the Treasurer. The member roster should be kept current and available to all members. The Financial Secretary will be responsible for notifying members whose dues are in arrears. He will indicate to members who are in arrears, of the specific grace period after which the member (s) name will be dropped from CLUB membership. He will give notice of said drops to the Recording Secretary, who will formally notify the member of such action. The Financial is responsible for keeping the Vice-President, Recording Secretary, and Membership Chairman, current on the above process.

Section 5. Treasurer

The treasurer shall be responsible for punctual payment of all vouchers submitted to and received by him. He shall keep an organized record of all receipts and disbursements received and paid. He shall maintain separate accounts to reflect Operating Income/Expense and Capital Income/Expense. He shall make timely deposits to the Club's bank accounts. He shall see that all matters pertaining to taxes, fees, permits, and insurance are properly executed. He shall provide a monthly accounting and present his report at all REGULAR monthly meetings.

ARTICLE VI (Executive Council) BOARD

The Executive Council, (The BOARD) shall have the power to direct programs, make decisions and implement action regarding the CLUB's business.

A. The current President shall preside as Chairman of the BOARD.

- B. The Recording Secretary shall act as Secretary of the BOARD and keep records of all BOARD actions.
- C. The BOARD shall discuss and make recommendations on all matter (s) referred to the BOARD by members at any REGULAR meeting.
- D. Any action not approved by the members may be referred back to the BOARD for further action: or dropped by a majority vote of the membership.
- E. Annually, the BOARD is responsible to the membership for an audit of the CLUB's books performed by Accountants, in compliance with Federal and State Tax regulations.
- F. Each year, before the start of the 4th quarter, the BOARD and Auxiliary's BOARD will jointly develop an "Annual Activity Schedule" for the coming year. All events requiring the use of physical assets will be posted to assure no facility and/or event is in conflict. Any and all members contemplating personal use must (well in advance) contact the BOARD's Secretary for clearance. The Secretary will keep the updated schedule in a published form, referring any conflicts to the President for resolution.
- G. The BOARD is responsible to assure the membership that Liquor Bars are always in compliance with the State of Connecticut's Title 30 Chapter 345 Liquor Control Act.
- H. A majority of three (3) constitutes a QUORUM for BOARD deliberations.

ARTICLE VII (Meetings)

All business transacted by the Assembly during REGULAR or SPECIAL meetings will be accepted as legal and binding on all members. Parliamentary procedures prevail in all CLUB meetings (Robert's Rules of Order–Revised Democratic Model).

Section 1. Regular Meetings (Assembly)

CLUB meetings shall be held on the FIRST Friday of each month at 7:30p.m. In case of inclement weather, a holiday conflict or other special event, the SECOND Friday will become the meeting date. Twenty-five (25) members in attendance shall constitute a QUORUM. The December meeting is designated as the Annual Meeting.

Section 2. Special Meetings

Special meeting (s), as necessary, may be called by the President. A request to the President signed by five (5) members shall sufficient to compel the President to call a Special Meeting. All members, by special mailings or if possible, in the CLUB's monthly Newsletter, will be informed in advance of said Special Meeting. The Assembly shall limit all discussion to the matter for which the meeting was called. A Simple Majority will be considered an adequate QUORUM for such meetings.

Section 3. Emergency meetings

In the event of an emergency expenditure that must be made before the next scheduled meeting, the President shall call a meeting of the board to authorize the expenditures needed to repair or replace the problem. The meeting can be in person or virtual.

ARTICLE VIII (Standing Committees)

Standing committees are not required to provide status reports to the Assembly on a regular basis. Depending on the situation, the President may contact a Chairman and place him on the agenda; or a Chairman may contact the President in advance should he have status information of importance for the assembly. Below are listed ongoing operating committees with their roles and responsibilities. Each Committee will have a Chairman who has been appointed by the current President. The President, in conjunction with BOARD members will determine which Committee (s) will be shared (between the CLUB, the Auxiliary and/ or combined. Committee Chairmen will be responsible for determining Committee size to support the activity and appoint members accordingly. Committee meeting will be at the discretion of each Chairman. A Simple Majority of the Committee will constitute a QUORUM.

Section 1. Building and Grounds Committee

Responsible for overseeing physical maintenance and upkeep of all CLUB building structures and regular ground support. Based on Advance Planning Committee directives, this Committee will be responsible to oversee all authorized physical changes, renovations, and expansion.

Section 2. Real Estate Committee

Control and collect member Banquet Hall rentals and other property leases. Responsible for health, safety, premise damage, and cleanup inspection resulting from use.

Section 3. Liquor Bar Committee

The Liquor Bar Committee Chairman (Bar Manager) is responsible to the BOARD for the compliant use of the Lounge Bar and Ballroom Service Bar operation.

A. Coordinate with the BOARD and (permittee) on relevant issues to assure compliance with the State of Connecticut's Liquor Control Act.

B. Review (with permittee) procurement orders for spirits, wine, beer, and non-alcoholic beverages. Procure all supplies necessary for dispensing beverages.

- C Prepare and submit to the Treasurer, quarterly sales information needed to pay State Sales Tax. Perform an inventory (semi-annually) to \$ control the Bar Inventory and to meet year-end reporting for Tax purposes.
- D. In a timely manner, submit invoices for supplies and bartender pay vouchers.
- E. In cooperation with the BOARD, establish prices for all drinks and bar services.
- F. Recruit, train, and schedule bartenders to cover all OPEN hours of the lounge and ballroom bars. Provide liaison for bar service requests outside normal OPEN hours.
- G. Set standards for bar upkeep, operation and sanitation requirements.
- H. Guest registers will be kept at each Bar. Members with Guest (s) must sign the register, one (1) registration per day. Member (s) must make sure his Guest(s) are known to the Bartender. Guest(s) may purchase alcoholic beverages.

Section 4. Annual Fund Raising Committee

Before the end of January of each year, the BOARD will name a Committee Chairman. During the first quarter of the year, the Chairman will select members of the committee. Together, they are responsible for presenting to the BOARD and the Assembly, their recommendation as to the Program's content and implementation schedule.

Section 5. Cheer Committee

All members of the CLUB are responsible for making this committee aware of members who have become ill, indigent, and/or deceased. The Committee will make an appropriate response on behalf of the CLUB, using written guidelines set by the BOARD.

Section 6. Scholarship Committee

Annually this Committee will be responsible for two (2) important tasks. The first is to Host a money-raising event. The second is to process all applicants through a selection/ awards process.

- A. During the first quarter of each year, the Chairman will meet with the BOARD to review its rules and eligibility guideline process. The Fund's financial status will be weighed to target the number and amount of the awards. The results will be reported to the membership at a REGULAR meeting.

B. The last day of April will be the cut-off date for applications. Based on the rules and guidelines, candidate names will be selected by the Committee. Awards will be made at the June Dinner.

C. Award recipients are required to send a copy of their paid registration to the Scholarship Committee Chairman.

Section 7. Newsletter Committee (Joint)

The Newsletter shall be published monthly. The committee will be a joint effort between the CLUB and the Auxiliary. Each will name an Editor who will manage their organization's activity. Committee members from each organization shall be selected to write, edit, and release the Newsletter for printing and distribution to all members in a timely fashion.

A. Members wanting to advertise their wares may do so by paying a per line rate to cover set up and printing costs.

B. The Committee will forward vouchers (with remittances) to the Treasurer in a timely manner.

C. Standing and Ad Hoc Committees from the CLUB and the Auxiliary are responsible for keeping the Newsletter committee abreast of up and coming events for promotional purposes.

D. All members having news and/or information that may be of interest to the membership are invited to contact the respective Editors.

Section 8. Member Participation Committee

This committee is established in support of ARTICLE VI, para. "F" "Annual Activity Schedule". Its purpose is to encourage all members to participate in CLUB activities by providing manpower in support of said activities. The Chairman and his Committee will develop and implement a process which will provide the required member (s) manpower to adequately support the SCHEDULE's requirement. All Members (seventy-five (75) years of age and under) are required to provide a minimum number of hours in a calendar year to support the CLUB's activities. Members who do not wish to perform a work assignment may choose to opt-out and will be subject to an assessment.

ARTICLE IX Ad Hoc Committees

Activated by the President, these Committees will be formed on an "as required" basis. The President may, at his discretion, name only the Chairman and/or the entire Committee.

Section 1. Bylaws Committee

This Committee will be activated on an Ad Hoc basis. Issues and/or amendments arising out of REGULAR, SPECIAL, and/or BOARD meetings will be sent to this Committee for action and resolution. An ASSOCIATE member is NOT permitted to become a member of this Committee. These Bylaws are the final authority in governing the Prince Thomas of Savoy Inc. (CLUB), subject to more specific within these Bylaws issued by the BOARD.

Section 2. Election Committee

In an election year, at the REGULAR July meeting, the President will activate this Committee. He will name the Chairman and four other members. The Committee will follow the process as described in ARTICLE IV, Section 1, Items A through D.

ARTICLE X. Parliamentarian

At the beginning of each meeting, the President shall designate a parliamentarian and provide him with a copy of Webster's Roberts' Rules of Order-Revised. He will take and report a valid QUORUM and assist in rulings should the occasion arise.

ARTICLE XI. Bylaws –Amendments and Revisions

These Bylaws may be amended or revised at any time. Bylaw changes and amendments will be voted upon by the Assembly. The total membership will be appraised of pending changes and/or amendments. Vote by the entire membership is NOT required.

ARTICLE XII. Prince Thomas of Savoy, Inc. –Dissolution

All CLUB net assets are to be forever dedicated to charitable purposes. On dissolution or termination of its existence, the net assets remaining, must be distributable to another tax exempt entity, in compliance with the Federal Internal Revenue Code. The CLUB will be dissolved by a motion, made and approved by the membership at a REGULAR meeting. A full QUORUM voting in favor will prevail. The President will then select a group who will see that all expenses are paid. The group will assume the task of finding a charitable organization or government instrumentality that has comparable tax exempt status, to complete the dissolution transfer.

ADDENDUM

PRINCE THOMAS OF SAVOY, INC "the Club"

Code of Conduct

- 1 - Be truthful in all of your communication.
- 2 - Behave cooperatively, honestly, and with integrity of character in the course of representing or conducting business within or on behalf of the Club.

- Act with care and diligence in the course of utilizing and/or working with Club assets.

- 4 - Treat other members, guests, and staff of venues with respect, dignity, and courtesy and without harassment.

- 5 - Disclose and take reasonable steps to avoid any conflict of interest, whether real or apparent, in all of your Club business and activities.

Breaches of the Code of Conduct

Any member violating the terms of the Code of Conduct while on Club property or when acting on behalf of the Club in the community may warrant discipline ranging from a apology, removal from a function, censure, suspension of member rights or expulsion from the Club.

* See Club Bylaws Section III. Webster's New World **Robert's Rules of Order *Simplified and Applied* Second Edition** will serve as the primary procedural reference on all matters related to member discipline. 4/17