

BY-LAWS FOR ST. LOUIS ITALIAN
INVITATIONAL GOLF TOURNAMENT FOR CHARITIES

PREAMBLE

RESOLVED, that the purposes, aims and objectives of this organization are to promote a golf tournament for the purpose of distributing the net proceeds thereof to charity.

RESOLVED, that the official name of this organization shall be the St. Louis Italian Invitational Golf Tournament for Charities.

ARTICLE ONE:

MEMBERSHIP

Membership in the organization shall be open to all male persons of Italian descent on both the maternal and paternal side.

ARTICLE TWO:

DUES

Membership dues shall be paid according to the costs of the cost of a participants fee for the event being sponsored each year, which amount may be modified by the majority vote of the membership in attendance at a meeting where there is at least fifty percent (50%) of the members present.

Any change in dues or further assessment must be submitted to the membership for approval by simple majority vote at a meeting at which there is at least fifty percent (50%) of the members present.

ARTICLE THREE:

MEMBERSHIP MEETINGS

1. Regular meetings of this organization shall be held at a place and time to be determined by the Board of Directors. Notice of all membership meetings will be mailed to the membership at least one week prior to the meeting.

2. Special meetings of the organization may be called by the president or a majority vote of the Board of Directors. Special meetings shall be called for specific purposes and these purposes shall be identified in the meeting notice.

3. Attendance of fifty percent (50%) of the membership of the organization, including current members of the Board of Directors shall constitute a quorum at membership meetings.

ARTICLE FOUR:

ORDER OF BUSINESS

The order of business for organization shall be:

- A. Roll call of elected officers
- B. Reading of the minutes
- C. Report of the Treasurer
- D. Report of the President
- E. Report of Committees (Standing and Special)
- F. Report of Committee people
- G. Old Business
- H. New Business
- I. Adjournment

All rules of order not mentioned herein shall be in accordance with the latest revision of Robert's Rules of Order.

ARTICLE FIVE:

OFFICERS AND THEIR DUTIES

1. The elective officers of this club shall consist of a President, Vice President, Secretary and Treasurer, and X members elected at large, all of whom shall constitute the club's Board of Directors.

2. The duties of the President shall be that of chief executive officer of the organization. The President shall preside at all meetings; appoint all committees; execute on behalf of the club all official

B

documents requiring the signature of the president; be an ex-officio member of all committees; and generally conduct the affairs of the organization.

3. The duties of the Vice President shall be to aid and assist the president in the conduct of that office, and in the event of the absence or incapacity of the president, the vice president shall assume the duties of the office of the president.

4. The duties of the Secretary shall be to maintain the minutes book; give notice of all club meetings; maintain the official roster of members; conduct such correspondence and perform such duties as the laws, rules and usages of the organization may direct or as the president may direct.

5. The duties of the Treasurer shall be to take custody of all proceeds, funds, securities and monetary properties of the organization as well as to keep a full and accurate account for all proceeds; shall receipt all applications for membership; shall keep proper books of account; deposit all organization funds in such banking institution as the Board of Directors may instruct; prepare the fiscal portion of the annual report and serve as ex-officio member of any committee involving collection or disbursements of organization funds.

ARTICLE SIX

BOARD OF DIRECTORS

1. The Board of Directors of this organization shall consist of the president, vice-president, secretary, and treasurer and _____ organization members elected from the membership at large. Members of the Board of Directors shall be active members of the organization.

2. The Board of Directors shall adopt rules that it deems necessary for the proper conduct of the organization and examine and order paid all bills against the organization .

ARTICLE SEVEN

COMMITTEES

1. All committees shall be appointed by the president.

ARTICLE EIGHT

ELECTIONS

1. The term of office for all offices shall be one year.
2. The nominations from the Nomination Committee shall be submitted to the membership one meeting prior to the annual business meeting. Additional nominations will then be accepted from the floor at a regular meeting one month prior to the annual business meeting. Written ballots shall be presented to the organization membership at the annual business meeting. All votes shall be by secret written ballot and must be presented in person at the annual business meeting at which time they will be opened and counted by the Nomination Committee. If no candidate for a particular office receives a majority of the votes, there shall be a run-off election between the two candidates receiving the highest number of votes at that same meeting.'

3. The Board of Directors shall appoint a duly qualified active member of the organization to serve for the unexpired term of any office vacated by the incumbent upon majority approval of the membership at the next general meeting.

ARTICLE NINE

AMENDMENTS

Upon the initiative of the Board of Directors, or upon petition of at least fifty percent (50%) of the active members of the organization, an amendment to these by-laws may be proposed. Such proposed amendment shall be submitted in writing for vote of the active members only after discussion at a prior organization meeting, and members have been notified by mail of the amendment and voting date. For adoption, any amendment shall require the affirmative vote of two-thirds (2/3) of the membership in attendance at the meeting.

**AMENDMENT TO THE BY-LAWS OF THE
ST. LOUIS ITALIAN OPEN GOLF TOURNAMENT FOR CHILDREN'S CHARITIES**

This Amendment to the By-Laws of the St. Louis Italian Open Golf Tournament for Children's Charities is made as of the 1st day of February, 2002, and is duly adopted by the full Board of Directors in full compliance with the terms of the By-Laws of the organization. All other By-Laws shall remain in full force and effect.

The By-Laws as amended are, as follows:

Article Three

(Repealed)

Article Five

Executive Committee

1. There is hereby established an Executive Committee, which shall be comprised of between five (5) and seven (7) members of the Board of Directors, and the Board's legal counsel. The Executive Committee shall appoint one of its members as the Chairman, who shall provide leadership to the Board of Directors and the organization, and who shall be responsible for preparing the agenda and presiding at all meetings of the Committee, and who shall preside at and oversee meetings of the entire Board of Directors.

2. The Executive Committee shall be responsible for the day-to-day operations of the organization, and shall have authority to make financial decisions on behalf of the Board, including the designation of dates and venues for the annual charity dinner and golf tournament.

3. The Executive Committee shall appoint committees and committee chairs at its discretion and shall delegate such duties to the various committees as it deems appropriate.

4. The terms of the members of the Executive Committee shall be staggered, and the members of the Executive Committee shall serve for a term of three (3) years beginning on October 1 of the year in which appointed, and until successors are appointed. Members of the Executive Committee may be reappointed to successive terms. In the event a vacancy on the Executive Committee occurs during the term of a member, the member selected to fill the vacancy shall serve on the Executive Committee for the balance of the term of the member so replaced.

5. Each year the Executive Committee, after consultation with the active Board members, shall submit to the active Board members for approval the names of the active Board members being nominated for appointment or reappointment to the Executive Committee to replace the members of the Executive Committee whose terms are expiring that year or whose position became vacant.

6. The current members of the Executive Committee and the expiration dates of their terms are, as follows:

October 1, 2002 - Bill Frisella, Phil Torrisi, Eddie Tumminia

October 1, 2003 - Nick Licavoli, Tony Intagliata

October 1, 2004 - Chris Pagano, Fr. Vince Bommarito

Article Six

Board of Directors

1. The Board of Directors of the organization shall consist of the members of the Executive Committee and 23 other members elected upon recommendation of the Executive Committee.

Article Seven

(Repealed)

Amended Article Seven

Membership Meetings

1. Meetings of the full Board of Directors shall take place as designated by the Executive Committee.
2. Executive Committee meetings shall take place as necessary and be held at the discretion of the Committee.
3. Meetings of committees appointed by the Executive Committee shall take place as necessary and as determined by the committee chairs.

Article Eight

(Repealed)

11/18/10

Passed Unanimously

**AMENDMENT TO THE BY-LAWS OF THE
ST. LOUIS ITALIAN OPEN GOLF TOURNAMENT FOR CHILDREN'S CHARITIES**

This Amendment to the By-Laws of the St. Louis Italian Open Golf Tournament for Children's Charities is made as of the 1st day of November, 2010 and is duly adopted by the full Board of Directors in full compliance with the terms of the By-Laws of the organization. All other By-Laws shall remain in full force and effect.

The By-Laws as amended are, as follows:

Article Five

Executive Committee

1. The number of members of the Executive Committee shall be increased to between seven (7) and nine (9) members of the Board of Directors, and the Board's legal counsel. The Executive Committee shall continue to appoint one of its members as the Chairman, who shall provide leadership to the Board of Directors and the organization, and who shall be responsible for preparing the agenda and presiding at all meetings of the Committee, and who shall preside at and oversee meetings of the entire Board of Directors.

2. The Executive Committee shall continue to be responsible for the day-to-day operations of the organization, and shall have authority to make financial decisions on behalf of the Board, including the designation of dates and venues for the annual charity dinner and golf tournament.

3. The Executive Committee shall continue to appoint committees and committee chairs at its discretion and shall delegate such duties to the various committees as it deems appropriate.

4. The terms of the members of the Executive Committee shall continue to be staggered, and the members of the Executive Committee shall serve for a term of three (3) years

beginning on November 1 of the year in which appointed, and until successors are appointed. Members of the Executive Committee may be reappointed to successive terms. In the event a vacancy on the Executive Committee occurs during the term of a member, the member selected to fill the vacancy shall serve on the Executive Committee for the balance of the term of the member so replaced.

5. Each year the Executive Committee, after consultation with the active Board members, shall continue to submit to the active Board members for approval the names of the active Board members being nominated for appointment or reappointment to the Executive Committee to replace the members of the Executive Committee whose terms are expiring that year or whose position became vacant.

6. The current members of the Executive Committee and the expiration dates of their terms are, as follows:

November 1, 2011 – Sam Orlando, Chris Pagano, Joe Fresta, Jr.

November 1, 2012 – Joe Ambrose, John LoGrasso, Mike DiRaimondo

November 1, 2013 – Bill Frisella, Phil Torrisi, Eddie Tumminia

Article Six

Board of Directors

1. The Board of Directors of the organization shall consist of the members of the Executive Committee and such other members elected upon recommendation of the Executive Committee.

Article Seven

1. Meetings of the full Board of Directors shall take place as designated by the Executive Committee.
2. Executive Committee meetings shall take place as necessary and be held at the discretion of the Committee.
3. Meetings of committees appointed by the Executive Committee shall take place as necessary and as determined by the committee chairs.