

AMENDED AND RESTATED BYLAWS

of

D.I.V.E. di Los Angeles

a California nonprofit mutual benefit corporation

ARTICLE 1 - NAME AND OFFICES

Section 1.1 - Name: The name of the corporation shall be **D.I.V.E. di Los Angeles** (the “Corporation”). The acronym D.I.V.E. was chosen because it stands for the Italian words *Donne Italiane che Vivono all’Estero* (Italian Women Living Abroad), and because of its double meaning – “*dive*” in Italian means “divas”. It is established as a nonprofit mutual benefit corporation incorporated under the laws of the State of California.

Section 1.2 - Principal office: The mailing address of the Corporation shall be in the State of California at 10940 Wilshire Blvd., Suite 600, Los Angeles 90024. The Board of Directors (the “Board”) may at any time change the mailing address from one location to another, or establish a principal office or offices.

ARTICLE 2 - PURPOSE AND LIMITATIONS

Section 2.1 - Purpose: The purpose for which the Corporation is formed shall be as follows:

To create a social club of Italian-speaking women residing in Greater Los Angeles who wish to meet for pleasure and recreation, to form friendships, foster relationships and keep alive the Italian language, traditions and culture, to help Italian women new to the area feel welcome, and other similar non-profitable purposes within the meaning of Internal Revenue Code section 501(c)(7).

The Corporation shall organize social, cultural and recreational gatherings and activities for its members and their guests that aim to create a vibrant Italian community of women in Southern California. Gatherings may feature a speaker’s presentation on a topic of interest, followed by a dinner hosted by a group of members who take turns to host under the coordination and oversight of the Board of Directors. Gatherings may take place at a member’s residence, a restaurant or other suitable premise rented for that purpose. Other activities may include excursions, museum outings, and other activities focused around the Italian language and culture. All activities shall be conducted entirely in Italian.

Section 2.2 – Limitations: The Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from Federal Income tax under Section 501(c)(7) of the Internal Revenue Code.

ARTICLE 3 - MEMBERS

Section 3.1 – Members’ rights: Members of the Corporation have the right to vote and determine the management, operation and control of the organization by casting one vote in the election of the Board of Directors.

Section 3.2 - Eligibility for membership: Membership shall be open to women who are bound together by a common interest to meet and socialize in Italian, and to share their passion and appreciation for all things Italian. The following conditions shall be required for eligibility for membership:

- a. Must identify as a woman;
- b. Must be fluent in the Italian language and be passionate about Italy and its culture;
- c. Must be at least 21 years old;
- d. Must be able to attend the organization’s gatherings and activities organized across Greater Los Angeles;
- e. Must be available and willing to contribute to the organization of the gatherings on an unpaid volunteer basis. Examples of contributions include but are not limited to taking turns with other members to host a gathering or activity; offering her residence or other suitable space; preparing and coordinating the dinner banquet; making a financial contribution towards the rent of a space; purchasing supplies; or contributing to the administration and other aspects of the organization;
- f. Must pay the organization’s annual membership dues.

Section 3.3 – Approval of membership: Membership shall be granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a simple majority vote of the Board.

Section 3.4 – Non-discrimination policy: Approval of Members shall be free of any discrimination on the basis of race, color, religion or sexual orientation.

Section 3.5 – Transfer of membership: The transfer of membership shall be prohibited.

Section 3.6 - Annual dues: The amount that shall be required for annual dues is \$80, unless changed by the Board of Directors. Continued membership shall be contingent upon being up-to-date on membership dues.

Section 3.7 - Rights of members: Each member shall be eligible to cast one vote in association elections and for important decisions.

Section 3.8 - Liability of members: No member of this organization, including its directors and officers, shall be personally liable for any of the debts, liabilities and/or obligations of the Association.

Section 3.9 - Resignation and termination: Any member may resign by filing a written resignation with the Secretary. Membership can be terminated at the Board discretion for reasons including but not limited to member's failure to pay the annual fee, disrupting or disrespectful behavior during the activities.

Section 3.10 - Guests: Members can invite guests to attend the activities. A guest can attend a maximum of two activities and shall be required to become a member in order participate to additional activities.

Section 3.11 - Communication with members: Communication of events and gatherings from the Board to the Members shall be via electronic means, such as Constant Contact, Facebook Group and the Corporation website.

Section 3.12 – Private benefits prohibited: No part of the Corporation's assets or net earnings can inure to the benefit of any member, director, officer or to the benefit of any person having a personal and private interest in the activities of the organization. Payments to members shall be allowed only as reasonable compensation in the event that a member is engaged to perform a necessary administrative or program service.

ARTICLE 4 - ANNUAL MEETING OF MEMBERS

Section 4.1 - Annual meeting: An annual meeting of the members will take place in the month of September, the specific date, time and location of which will be designated by the Board of Directors. At the annual meeting the members shall elect directors (every three years), receive reports on the activities of the organization, and approve important matters affecting the future direction of the organization.

Section 4.2 - Special meetings: Special meetings of members may be called by the President or a simple majority of the Board of Directors. A petition signed by 25% of members may also call a special meeting.

Section 4.3 - Notice of meetings: notice of each meeting stating the date, time and place shall be sent by the President or other Officer to each voting member via electronic means not less than two weeks prior to the meeting.

Section 4.4 - Quorum: The members present at any properly announced meeting shall constitute a quorum.

Section 4.5 - Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the voting takes place.

ARTICLE 5 - BOARD OF DIRECTORS

Section 5.1 - Board role, size and compensation: The Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. **The Board shall have up to 8, but not fewer than**

5 members. The Board members shall serve as unpaid volunteers and will receive no compensation other than reimbursement for reasonable expenses.

Section 5.2 – Initial directors: The initial directors named in the Articles of Incorporation shall constitute the Board of Directors until their successors are elected.

Section 5.3 - Election: The President of the sitting Board will solicit candidacies at least one month before the Annual Meeting. Candidates' statements shall be shared with all members electronically at least one week prior to the Annual Meeting. Candidates will also be given the opportunity to introduce themselves at the Annual Meeting. Members of the Board of Directors shall be elected by anonymous ballot during the annual meeting of the members.

Section 5.4 - Term: Each member of the Board of Directors shall serve up to 3 consecutive three-year terms.

Section 5.5 – Regular meetings: The Board shall meet at least quarterly, at an agreed upon time and place (a Board member's private residence, office or other suitable place).

Section 5.6 - Special meetings: Special meetings of the Board of Directors may be called at the direction of the President or by any two (2) voting directors then in office, to be held at such time, day, and place as shall be specified in the notice of the meeting. The notice of Special Meeting shall also specify the reason for such a meeting.

Section 5.7 – Notice: Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least seven (7) days previous to the meeting by e-mail. The notice shall contain the time, day and place of the meeting.

Section 5.8 - Quorum: A majority of the directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except to adjourn. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 5.9 - Action without a meeting: Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively unanimously consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such directors.

Section 5.10 – Place of meetings/meetings by telephone: The Board may hold its meetings at a board member's private residence or office or other suitable location. Participation by telephone/videoconference or similar technology which allows all persons participating in the meeting to hear each other, although discouraged, shall be equivalent to presence in person for purposes of determining if a quorum is present.

Section 5.11 – Non-Voting Board Members/Emeritus Board – Directors may establish an Emeritus Board to support the mission of the Corporation. Membership on the Emeritus Board shall be restricted to retired or past members of the Board of Directors who have provided distinguished service to the organization over a sustained period of time.

Nominations: Any standing member of the Board of Directors can nominate individuals for membership in the Emeritus Board. Nominations must be approved by a majority vote.

Voting rights and meetings: Emeritus Board members are welcome to attend regular Board of Director meetings in a non-voting capacity.

Duties and Responsibilities: Serve as advocates for the Corporation and its mission; provide feedback to the Board of Directors; provide advice and technical expertise to the Board of Directors; assist in identifying and fostering relationships that could be important and beneficial to the Corporation.

ARTICLE 6 - OFFICERS

Section 6.1 - Officers: The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president.

The corporation may also have, at the discretion of the Board, one or more Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with Section 6.2 of these bylaws.

Section 6.2 – Designation of Officers: The officers of the corporation, except those appointed under Section 6.7 of these bylaws, shall be designated by the Board and shall serve a three year term.

Section 6.3 - The President: The President shall act as the chief executive officer of the Corporation and shall give active direction and exercise oversight pertaining to all affairs of the Corporation. She may sign contracts or other instruments, which the Board of Directors has authorized to be executed, and shall perform all duties incident to the office of Chair/President as may be prescribed by the Board of Directors. The President shall preside at all meetings of the Board of Directors at which the President is present. She shall convene regularly scheduled board meetings.

Section 6.4 - The Vice-President: In the absence or incapacity to act of the President, or in the event that the office of President is vacant, the Vice President shall preside at all meetings of the Board, and shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. The Vice President shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the President

Section 6.5 - The Secretary: It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to take and keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall keep a current list of the Corporation's Directors and officers and their residence addresses; the Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings of Directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Directors to have such custody. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Board of Directors.

Section 6.6 - The Treasurer: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's assets and transactions. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The books of account shall be open to inspection by any director at all reasonable times. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation into such bank account(s) as the board may designate; she shall disburse the corporation's funds as the board may order; she shall render to the president and the board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall perform other duties as approved by the Board.

Section 6.7 - Additional Officers: Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

Section 6.8 –Vacancies and filling of vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 6.9 - Resignation, removal, and excessive absences: Resignation from the Board must be in writing and received by the Secretary or President and shall take effect at the time specified or, if no date is specified, on the date of its receipt. Any officer may be removed with or without cause by the board of directors. A Board member may be removed from the Board due to excessive absences - more than three unexcused consecutive absences from board meetings in a year would be considered excessive.

ARTICLE 7 - COMMITTEES

Section 7.1 - Committee formation: The board may create committees as needed, such as Welcoming Committee, Event Planning Committee, Filling Vacancies Committee, Finance/Budget Committee, Membership Committee, Public Relations Committee, etc. The President shall appoint all committee chairs.

Section 7.2 - Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 7.3 – Finance Committee: The treasurer is the chair of the Finance Committee, which includes at least one other board member. The Finance Committee is responsible for developing and reviewing fiscal procedures and the annual budget. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 7.4 - Special Committees: The Board of Directors may designate special committees, each of which shall consist of such persons and shall have such authority as is provided in the resolution designating the committee.

Section 7.5 - Term of Office: Each member of a committee shall serve for one year until the next Annual Meeting of the Board of Directors and until a successor is appointed, unless the committee is dissolved sooner.

ARTICLE 8 – GENERAL PROVISIONS

Section 8.1 - Execution of Contracts: The Board of Directors, except as otherwise provided in these bylaws, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Directors, or expressly authorized by these bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable in any amount for any purpose.

Section 8.2 – Loans: No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Directors.

Section 8.3 – Fiscal year: The fiscal year of this corporation shall be the calendar year unless the Board designates a fiscal period ending other than on December 31st.

Section 8.4 – Checks: All checks, drafts or orders of payment of money issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer, or the President or the Secretary of the Corporation.

Section 8.5 – Deposits: All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or other financial institutions selected by the Board of Directors.

ARTICLE 9 – INDEMNIFICATION OF DIRECTORS AND OFFICERS AND INSURANCE

Section 9.1. Indemnity: To the extent permitted by applicable law and except as provided in Section 2 of this Article, the Corporation shall indemnify and hold harmless any director or officer for: (i) costs and expenses (including attorney's fees); (ii) amounts paid in settlement; (iii) judgments; and (iv) fines actually and necessarily incurred by him or her in connection with any claim asserted against him or her by reason of his or her being or having been a director or officer of the Corporation.

Section 9.2. Determination of Liability: It is intended that the provisions of Section 9.1 be self-executing and have the force of a contractual indemnification. As a matter of corporate decision making, however, any determinations required to be made under

Section 9.1 shall be made by a majority vote of a quorum consisting of directors who were not named as defendants or respondents in the relevant proceeding.

Section 9.3 – Insurance: The Corporation is not required to purchase Directors and Officers’ liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article IX or operation of law and it may insure directly the directors, officers, employees or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article IX as well as for liabilities against which they are not entitled to be indemnified by the Corporation.

ARTICLE 10 – CONFLICTS OF INTEREST

Section 10.1. Definition and Disclosure: A Director shall be considered to have a conflict of interest if (a) such Director has existing or potential financial or other interests which impair or might reasonably appear to impair such Director’s independent, unbiased judgment in the discharge of her responsibilities to the Corporation; or (b) such Director is aware that a member of her family (which for purposes of this Article shall be a spouse, parents, siblings, children and any other relative if the latter resides in the same household as the Director) or any organization of which such Director (or member of her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder has such existing or potential financial or other interests. All Directors shall disclose to the Board of Directors any possible conflict of interest at the earliest practical time. No Director shall vote on any matter under consideration at a Board or Committee meeting in which such Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Director having a conflict of interest abstained from voting. Any Director who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to address the question by majority vote.

ARTICLE 11 - AMENDMENTS TO BYLAWS

Section 11.1 – Amendments: These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular meeting or at any special meeting called for that purpose, provided that notice of the proposed amendment is sent to all Directors not less than three (3) days before the meeting.

CERTIFICATION

These bylaws were approved at the meeting of the Board of Directors on October 1, 2018.