

Proposed

February 1, 2026

MODENESE SOCIETY BY-LAWS

INDEX OF ARTICLES

Preface, Mission Statement and Purpose	Page 2
ARTICLE 1: Membership	Page 3
ARTICLE 2: Administration and Election of Officers	Page 5
ARTICLE 3: Meetings	Page 8
ARTICLE 4: Dues, Fees, Funds and Investments	Page 9
ARTICLE 5: By-Laws and Amendments	Page 10
ARTICLE 6: Dissolution	Page 11

PREFACE

On Sunday, July 29th, 1906, a group of Italian men from the towns of Pievepelago and Sant'Annepelago, located in the Province of Modena and region of Emilia-Romagna, gathered in Highland Park, Illinois, with the aim of forming a mutual aid society to provide moral, social and financial support to local Italian families. The "Societa Modenese di Mutuo Soccorso" (Modenese Mutual Aid Society) was incorporated March 2, 1907. The first President of the Modenese Society was Carlo Carani. The Society has grown through the years and has provided much needed support to its Members, the Italian community and the cities of Highwood and Highland Park. The purpose of the Modenese Society (the Society) has evolved since its inception in 1906 and continues to evolve today.

MISSION STATEMENT:

To preserve and promote Italian heritage, foster a vibrant community of friendship and support and educate future generations on the history, traditions and contributions of Italians and Italian Americans.

The Modenese Society is nonreligious and nonpolitical. It is organized under the laws of the State of Illinois. Its present seat is in Highwood, Illinois.

CORE PURPOSES

1. Cultural Preservation and Promotion.
 - Safeguard and celebrate Italian heritage, language, traditions and arts.
 - Host events such as Italian language classes, cooking demonstrations, music performances and cultural festivals to pass traditions on to younger generations and share them with the wider community.
2. Community Building and Support.
 - Provide a welcoming space for Italian Americans of all ages to connect socially and network professionally.
 - Offer support for Members in need and the broader local community - whether through mentorship programs, volunteer initiatives or charitable projects.
3. Education and Heritage Awareness.
 - Educate Members and the public about Italian and Italian American history, achievements and contributions.
 - Organize lectures, exhibits and partnerships with schools and museums to promote an accurate and rich understanding of Italian heritage.

ARTICLE 1: MEMBERSHIP

Section 1.1: Membership

The Modenese Society is comprised of individuals belonging to any gender, race, nationality or religion. Applicants may be accepted for membership provided they meet the listed qualifications and comply with all Sections of these By-Laws.

Applicants for membership must be:

1. Minimum 18 years of age.
2. Of Italian origin or descent or the Spouse of a current Member.
3. Sponsored by two (2) current Members.
4. Approved by the membership present at a Regular Meeting .

Section 1.2: Member Categories

Legacy Members (Formerly Regular Members):

- Legacy Members, provided they are in good standing, are Eligible for Death Benefits from the Mortuary Fund.
- Legacy Member is a closed category of membership, effective on the date of these adopted By-Laws. No new Legacy Members shall be accepted.

Social Members:

- Social Members are not eligible for Death Benefits from the Mortuary Fund.

Honorary Members:

- The Society may, from time to time, bestow upon an individual the title of Honorary Member. An Honorary Member is an individual who personifies the values of the Society or who has distinguished themselves in their field of work, study, Italian or American culture or in any other way deemed appropriate by the Society.
- Honorary Members are exempt from Annual Dues and are not entitled to any other Member Rights.

Section 1.3: Member Rules, Rights and Obligations

Membership in the Society is a privilege and subject to certain conditions.

A Member shall:

1. Treat others with dignity and respect and shall follow generally accepted social behavior at all times and at all Society functions.
2. Refrain from disruptive, derogatory or aggressive behavior at Society functions.
3. Participate in Society meetings and social functions and shall volunteer their time and assistance towards Society causes.
4. Abide by Society By-Laws.
5. Refrain from revealing sensitive Society financial and other information to non-members.

A Member has the right to:

1. One vote on Society matters at Regular or Special Meetings.
2. Participate in Society Regular and Special Meetings, including the initiating or seconding of motions for the Administration and Membership to consider.
3. Request a private meeting with the Administration when the subject matter warrants and when approved by the President or Administration.
4. Participate in Society Committees and social functions.
5. Submit their name as a candidate for any open position on the Administration.

A Member is obligated to:

1. Accept and abide by Society By-Laws, rules and regulations.
2. Pay Society dues in a timely manner.
3. Inform the Society of any change in address or other contact information.

A Member who does not abide by the Society Rules may have their membership terminated by the Administration.

A Member who leaves the Society of their own free will, whose membership dues are in arrears, or has been removed from membership by the Society Administration shall lose all rights and benefits, including any Death Benefit.

ARTICLE 2: ADMINISTRATION AND ELECTION OF OFFICERS

Section 2.1: The Administration.

The affairs of the Society shall be managed by elected Officers of the Administration. The Administration shall include: a President, Vice-President, Treasurer, Financial Secretary, Recording Secretary and a minimum of three (3) Trustees.

Each Officer will have one vote, except the President who shall only vote in order to break a tie.

Section 2.2: Duties of the Administration

The Administration is responsible for oversight of the business and other affairs of the Society and setting a strategy and vision for the future. The Administration shall serve with the best interests of the Society and its Members in mind at all times. The Administration duties shall include, but are not limited to:

1. Oversight of the Society's business, finances and membership.
2. Establishment/Modification of Dues, Fees and Benefits.
3. Establishment/Modification of By-Laws.
4. Attendance at Regular and Special Meetings.
5. Removal or replacement of Officers when necessary.
6. Expulsion or suspension of Members when appropriate.
7. All other matters that may arise related to the Society.

Section 2.3: Rights of the Administration:

By the power vested in them by the Members, the Administration shall have the right to:

1. Spend money from the Society's General Fund for Society purposes, when approved by Administration vote, up to a limit of \$2500.00 per occurrence and a limit of \$10,000.00 annually, without Membership approval.
2. Make exceptions to the By-Laws when it deems necessary.

Section 2.4: Officers Duties

The following duties are specific to each Office but may be shared or reassigned as determined by the Administration.

Duties of the President: The President is the primary leader and point of contact for The Modenese Society. The President shall be responsible for the daily oversight and management of all of the Society's business. The President shall:

1. Preside over Regular, Special and Administration meetings.
2. Sign and validate official Society documents and business when required.
3. Maintain custody of and safeguard all Society securities and documents.
4. Abide by and enforce all Society By-Laws.

5. Have the right to reject a motion made by a Member that conflicts with the Society By-Laws, and postpone motions that require additional evaluation and discussion.
6. Appoint Committees to address specific topics when appropriate.

Duties of the Vice President: The Vice-President shall assist the President in the daily management of the Society's affairs and shall perform other duties as determined by the President and the Administration. The Vice President shall:

1. Preside over and assume the President's duties at all Regular and Special Meetings and other events in the President's absence.
2. Assume the role of President, in case of the President's resignation or inability to serve, until new elections can be held or until additional action is taken by the Administration.

Duties of the Treasurer: The Treasurer is responsible for managing the Society's financial affairs and shall oversee all Society investments, ensuring they are managed prudently, documented accurately, reviewed regularly and aligned with the Society's financial policies and objectives.

The Treasurer shall:

1. Maintain a record of all the Society's daily income and expenses.
2. Pay the Society's financial obligations including Death Benefits to qualified Members.
3. Generate a Quarterly Financial Report and present it to the Membership at Regular Meetings. The Financial Report shall include, among other things, fund balances, investment performance and other pertinent information.
4. Address Member concerns and inquiries related to the Society's financial information. This may be done in public at Regular Meetings or in private at the discretion of the Administration.
5. Advise the Administration of financial and tax related issues and deadlines in sufficient time to consider and act on those issues.
6. Delegate management of some of the Society's financial responsibilities to other Officers, such as the Financial Secretary, or outside financial consultants, when approved by the Administration.

Duties of the Financial Secretary: The Financial Secretary shall be responsible for the Society's financial transactions and bookkeeping and shall provide financial information to the Treasurer and Administration as needed. The Financial Secretary shall:

1. Collect and record Member Dues and other income.
2. Maintain an accurate list of Members who are in arrears.
3. Notify Members in writing that their dues have not been paid and consequences.
4. Turn over to the Treasurer all the monies collected with a detailed account of the transaction.
5. Maintain an accurate record of current Members and their contact information.

Duties of the Recording Secretary: The Recording Secretary shall be responsible for general record keeping related to Society matters. The Recording Secretary shall:

1. Record minutes of Regular, Special and Administration Meetings.
2. Present Minutes from previous meetings at the monthly Regular Meeting.
3. Notify Members of upcoming Officer Elections.
4. Notify Members of Special Meetings including subject matter, date, time and location.
5. Notify Members of changes in Regular Meeting days, times and locations.
6. Update and maintain the Modenese Society website.
7. Record and present at meetings, all pertinent correspondence sent and received.

Duties of the Trustees: The Trustees shall:

1. Act as liaison between Administration and a Committee.
2. Assist other Officers in the discharge of their duties when requested to do so.
3. Examine Society financial and membership records at their discretion.

Section 2.5: Election of Officers

Qualifications: In order to be considered for election as an Officer of the Modenese Society the applicant is required to have been a Member for a minimum of 12 months.

1. The Election of Officers shall be held every two years at the November Regular Meeting. Announcement of the upcoming Election, including instructions for interested candidates, shall be made at the September Regular Meeting. A slate of candidates shall be presented at the October Regular Meeting.
2. The Officers to be elected are:
 - *President
 - *Vice President
 - *Treasurer
 - *Financial Secretary
 - *Recording Secretary
 - *Trustees. Minimum of 3.
3. Each Office is for a two (2) year term from date of installation.
4. No term limits apply to any Office of the Society.

Elected Officers shall be installed and assume their office at first Regular Meeting after the Election.

ARTICLE 3: MEETINGS

Section 3.1: Regular Meetings

Regular Meetings of the Society will be held once a month with exceptions for seasonal or weather-related pauses. The Meeting schedule, place, date and time are to be determined by the Administration with input from the membership. Regular Meetings will be presided over by the President of the Society or other Officer and shall include the display of the Society Banner, American flag and Italian flag whenever possible.

Regular Meeting Agendas & Procedures

1. Opening of the meeting with traditional greeting.
2. A brief Moment of Silence as a gesture of respect for recently deceased members.
3. Roll call of Officers.
4. Reading of Minutes of previous meeting.
5. Approval and correction to the Minutes of the previous meeting.
6. Approval of applications for new Members and Initiation of new Members.
7. Installation of new Officers (when applicable).
8. Pending Modenese Society business.
9. Committee reports.
10. Reading of correspondence sent or received.
11. New Modenese Society business (including motions, discussions and votes).
12. Presentation of the Financial Report.
13. Adjournment of meeting with traditional closing.

Any Member attending a meeting has the right to initiate a motion (See Section 1.3). The motion must be seconded by another Member for it to be considered. The motion may be discussed at that meeting or it may be deferred to a later meeting at the discretion of the President. A majority vote of present Members is required for passage of the motion.

Section 3.2: Special Meetings

Special Meetings of the Society may be called by the Administration, an Officer or by a Member motion at a Regular Meeting to discuss a specific subject or time-sensitive matter. Discussions at the Special Meeting shall be limited to that specific subject. Special Meetings will be presided over by the President of the Society or other Officer and shall generally follow Regular Meeting procedures.

Notifications for a Special Meeting, including subject matter, date, time and location shall be issued by the Administration to all Members a minimum of ten (10) days prior to the Special Meeting.

Section 3.3: Administration Meetings

The Administration shall meet to discuss Society matters at its discretion, and at any location, without notifying the Membership, but must comply with all other rules and regulations included in these By-Laws. A quorum of Administration Officers must be present to hold an official Administration Meeting and to vote on Society matters

Section 3.4: Committee Meetings

Committee meetings are the responsibility of each Committee and its participating Members and are not subject to the formal requirements of Regular or Special Meetings. Committees shall report to the President, Officer or Members as directed by the Administration.

Section 3.5: Quorums

Regular and Special Meetings: A quorum comprised of 15 or more Members must be present for a Regular or Special meeting to be official. If there is no quorum, a meeting is not considered official, and no Society business can be decided or transacted. If no quorum exists, the meeting may be cancelled at the discretion of the presiding Officer. Quorum requirements do not apply to Committee Meetings.

Administration Meetings: A quorum of at least 2/3 of the current Administration Officers must be present to hold an official Administration Meeting and to vote on Society matters.

ARTICLE 4: DUES, FEES, FUNDS AND INVESTMENTS

Section 4.1: Annual Dues

Legacy and Social Members: Annual Dues for each Member category shall be established by the Administration and approved by the Membership, may be adjusted from time to time, and shall be payable by January 1 of each new year.

Members whose annual dues payment is three (3) months in arrears, and who have been notified by the Society, may have their membership terminated by the Society.

Officers: Administration Officers are exempt from paying dues while they are serving as part of the Society's Administration.

Military: Active military Members of the Society are exempt from paying annual dues while on Active status.

Section 4.2: Fees

The Society may charge Members additional fees for special events, when necessary, to cover the Society's costs for those events. Examples may include, but are not limited to, fees for the Annual Member Dinner, Annual Picnic, Field Trips and similar special events.

Section 4.3: General Fund & Investments

General Fund: The General Fund shall be funded by monthly dues, donations and all other incomes from various sources, and it will be used to pay normal operating expenses including, but not limited to, rent, insurance, postage, and taxes.

Investments: The Society shall manage its investments prudently, prioritizing preservation of capital, low-risk growth and compliance with all legal and fiduciary responsibilities.

Section 4.4: Mortuary Fund & Death Benefits

A Mortuary Fund or similar dedicated financial vehicle shall be maintained to service Death Benefit obligations to eligible Legacy Members.

Death Benefits for eligible deceased Members shall be paid to the person(s) named by the deceased Member as his/her heir or to the deceased's immediate family member(s) as determined by the Administration. Death Benefits will be paid after receipt of the official death certificate and when approved by the Administration.

Death Benefits may be denied to the heir(s) of the deceased Member for whom a legal death certificate has not been presented to the Society and for those Members who at the time of their death were in arrears with their dues or assessments as specified in Section 4.1 of this Article.

At the time of this By-Laws adoption the current Death Benefit for Legacy Members is:

- \$750.00 for Legacy Members with 25 or more years of Society membership.
- \$500.00 for Legacy Members with less than 25 years of Society membership.

ARTICLE 5: BY-LAWS AND AMENDMENTS

The power to alter, amend, or repeal the Society By-Laws or adopt new By-Laws shall be vested in the Administration. Proposals to alter, amend, repeal or adopt By-Laws can be brought forward by:

The Membership: At Regular or Special Meetings by way of a motion and second.

The Administration: At their discretion.

If the Administration votes to move forward with the By-Law Proposal, it shall be voted on by the entire Membership. All Members will be notified of the Proposal and shall be provided a method for casting their vote. The By-Law Proposal requires the following for adoption:

1. A minimum of fifty-one percent (51%) of the total Membership must submit a ballot with their vote in favor or opposed to the Proposal.
2. A minimum of seventy-five percent (75%) of the submitted ballots must vote in favor.

Results of the By-Law Proposal vote shall be announced at the next Regular Meeting, on the Society social media platform(s) or in another manner deemed appropriate by the Administration.

If the By-Law Proposal is approved by the Membership, copies of the revised By-Laws shall be made available to existing members and new members joining the club.

ARTICLE 6: DISSOLUTION OF THE MODENESE SOCIETY

If dissolution of the Modenese Society becomes necessary, the following dissolution guidelines are adopted by the current Administration and Membership and shall remain in effect unless amended in writing and adopted by a future Administration and Membership according to Society rules and regulations. In addition, any dissolution shall be in compliance with applicable State of Illinois and Federal laws.

Section 6.1: Dissolution Requirements and Procedures

Membership Vote to Dissolve: A member notification and voting procedure will be determined by the Administration. All Members will be notified of the Dissolution Proposal and will be afforded the opportunity to submit a vote in favor of or opposed to the proposal.

Eighty Percent (80%) of the membership must approve the Dissolution Proposal for it to be adopted.

Distribution of Assets & Funds: As part of the dissolution process, Modenese Society assets and funds shall be distributed and prioritized as follows:

1. All outstanding bills and financial obligations shall be paid.
2. Mortuary Benefits shall be paid to all eligible Legacy Members.
3. Remaining funds/assets shall be donated to one or more nonprofit organizations at the discretion of the Society Administration.

These By-Laws have been revised by the Modenese Society Administration and approved by the Membership on (to be determined), 2026 at the Regular Meeting held at the Highwood Bocce Club, Highwood, Illinois.

These By-Laws will go into effect (to be determined), 2026.

All previous by-laws and amendments are declared void.

President: Carl Carani

Vice President: Maria Pasquesi

Treasurer: George Mocogni

Financial Secretary: Lilia Bolek

Recording Secretary: Moses Amidei

Trustee: Walter Bernardi

Trustee: Claudio DiVagno

Trustee: Angelo Biondi

Notary