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Italian American Women's Guild

Mission Statement

The purpose of the Italian-American Women's Guild is to bring together Bay Area women of all ages with common heritage to perpetuate Italian cultural traditions in a spirit of friendship and support. The Guild intends to promote the social and educational enrichment of its members and strive to work for the good of the community-at-large with its philanthropic efforts.

FOUNDED 1995

CHARTER MEMBERS

Jean Allard
Josephine Amoroso
Iris Bagneschi
Aurora Bini
Rosalind Bortolin
Regina Bortolus
Karen Casazza
Olga Cava
Lubiana Cernobori
Franca Chiappe
Deanna Consani
Corinne Courtney
Gloria DeSilva
Mena Fadelli
Louisa Funghi
Maria Guilianetti
Liliana Mangini
Doreen Mazzei
Anita Meister
Meg Melani
Flora Montalto
Clara Pacini
Carmela Passanisi
Rose Pecci
Lillian Piccinini
Mila Pucheu
Evelyn Serrato
Angela Sheakley
Alice Siboldi
Anna Maria Sozzi
Nella Taurian
Anne Tremaroli
Lena Venturelli
Ebe Verilli
Miranda Zanette

ACTIVE CHARTER MEMBERS

AS OF 2025

Jean Allard
Josephine Amoroso
Iris Bagneschi
Lubiana Cernobori
Corinne Courtney
Mena Fadellii
Maria Guillanetti
Doreen Mazzei
Lillian Piccinini
Nella Taurian
Miranda Zanette

PRESIDENTS

Karen Casazza	1996
Gloria De Silva	1996-1997
Deanna Consani	1998-1999
Doreen Mazzei	2002-2001
Diane Panelli	2002-2003
Nancy Sivy	2004-2005
Barbara Turner	2006-2007
Carmen Patane	2008-2009
Denise Del Grosso	2010-2011
Debra Costanzo	2012-2013
Sally Stevens	2014-2015
Kathryn Flanagan	2016-2017
Gail Mozzini	2018-2019
Linda Koeling	2019-2020
No President	2022
Arlene Bin-Di Nitto	2023-2025
Lori Jean Bates	2026-2027

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ITALIAN-AMERICAN WOMEN'S GUILD BY-LAWS

ARTICLE I

CLUB NAME, MISSION STATEMENT & FORMATION

Section 1. CLUB NAME:
The name of this corporation shall be the Italian-American Women's Guild; hereinafter referred to as the "Guild". This Guild shall be conducted on a yearly basis from January through December.

Section 2. MISSION STATEMENT:
The purpose – MISSION STATEMENT of this Guild shall be as follows: to bring together women of Italian heritage (by birth or through marriage) of all ages to perpetuate Italian cultural traditions in the spirit of friendship and support. The Guild intends to promote the social, cultural and educational enrichment of its members and strive to work for the good of the community at large with its philanthropic efforts through charitable contributions and scholarships.

Section 3. FORMATION:
The Guild first met on January 20, 1995, and was formally established on February 8, 1995. The Guild incorporated on June 14, 1997, as a Social and Recreation Club in the State of California [501-C7].

This being our purpose we do hereby form ourselves.

Revised 4/10/17

ARTICLE II

MEMBERSHIP

Section 1. LIMIT:
In 2006, the membership voted to open membership and to remove a previous cap on the number of members. This can only be changed by a vote of the general membership.

Section 2. QUALIFICATIONS:
Active members shall be female and of Italian heritage (by birth or marriage).

Section 3. PROCEDURES:

A. Any person eligible to become a member of this Guild shall pay, upon confirmation of acceptance, an initiation fee and annual dues, amounts to be decided on by the general membership. All applicants for membership in the Guild must be sponsored by an active guild member of at least one year. The application will be reviewed and signed by the Membership Chairperson. The application will then be submitted to the full Board for final approval.

B. Upon approval by the Board, the application will be signed by the Guild President. The new applicant will be notified in writing or e-mail of her acceptance. If, for any reason, an application is denied, the applicant will be notified in writing. Initiation may take place twice per year.

Revised 4/10/17

C. New members shall be issued a copy of the Guild By-Laws and a membership roster.

Revised 4/10/17

Section 4. GOOD STANDING:
Any member who fails to pay any dues or assessments for more than forty five (45) days after the due date shall not be in good standing.

Section 5. RESIGNATION:
Any member wishing to resign shall present her resignation in writing or e-mail to the Guild President or Secretary.

Revised 11/07
Revised 4/10/17

ARTICLE III

FINANCES

Section 1. DUES:

A. The fiscal year of the Guild shall commence with the first day of January each year.

B. Annual dues are due and payable on JANUARY 1st of each year. Dues not paid by FEBRUARY 1st shall be delinquent. There shall be a two (2) week grace period. If a member does not pay her dues by FEBRUARY 15th, she will be dropped as a member of the Guild. The member shall be notified, in writing, that she has been dropped from the Guild. **NO EXCEPTIONS WILL BE MADE.**

C. If a terminated member chooses to be reinstated, she must reapply for membership.

Revised 4/10/17

D. Membership dues shall be determined on an annual basis to cover operating expenses of the Guild.

Section 2. PHILANTHROPY:

Philanthropic efforts may be derived by fundraisers or from monies allocated from the Guild's general fund. Distribution of monies derived from fundraisers will be determined by the Board. Distribution of monies allocated from the general fund in an amount not to exceed $3500.00 per year will be determined after discussion and a majority vote of the general membership. Organizations to receive monies from the general fund will be determined on a yearly basis. If an emergency request for a donation is received, the Board has the authority to donate an amount not to exceed $500.00 from the general fund without general membership approval.

Article III-Section 2-Revised 6/18/15
Revised 4/10/17
Revised 4/10/23

ARTICLE IV

OFFICERS & BOARD OF DIRECTORS, "THE BOARD"

Section 1. OFFICERS:
Officers of the Guild shall be the President, Vice President, Secretary, Treasurer, and seven Board of Directors; hereinafter known as the "Board".

Section 2. COMPENSATION:
The Board shall serve without compensation. They shall be entitled to reimbursement for any reasonable expenses incurred on behalf of the Guild.

Section 3. QUALIFICATIONS:
Any member in good standing who has been a member for six (6) months may hold an office in the Guild, with the exception of the President and Vice President, who must have served as a member of the Board of Directors for a full term (1 year).

Section 4. TERM:
The term of office shall be for one (1) year. No Officer or Board member shall serve in the same position for more than three (3)) consecutive years. A member may run again for Officer or Board position one year after the end of their completed term. The positions of Secretary and Treasurer require Specialized duties and a term limit for these positions shall not apply.

Revised 1/14/05
Revised 4/10/23
Revised 9/09/24
Revised 1/1/2026

Section 5. EX-OFFICIO:
The retiring President may serve on the Board, with no voting privilege, as an "ex-officio".

Section 6. ATTENDANCE:
All Board members shall attend the monthly Board meetings and all general meetings of the Guild. Resignations shall be requested of any Board member absent, without due cause, from three consecutive Board meetings.

Section 7. VACANCY:
In the event of a vacancy in any office, such vacancy shall be filled by a vote of the Board. The officer so elected shall serve for the remainder of the elected term.

Section 8. SPENDING:
The Board must attain general membership approval on any discretionary expenditure exceeding $2000.00. (Discretionary does not include rotating annual budget items, i.e., insurance, etc.)

Revised 4/10/17

Section 9. INSURANCE:
The Guild shall have the right to purchase and maintain, to the full extent permitted by the law on behalf of its Officers, Directors, members, and other agents, insurance against any liability asserted against or incurred by any Officer, Director, member, or agent in such capacity or arising out of the Officer's, Director's, member's or agent's status as such.

ARTICLE V

DUTIES OF OFFICERS & BOARD OF DIRECTORS, "THE BOARD"

Section 1. PRESIDENT:

A. Shall preside over all meetings of the Guild.
B. Shall oversee the work of all officers, committees, and other persons representing the Guild.
C. Shall vote only to break a tie.
D. Shall countersign all checks or overdrafts for the withdrawal of Guild funds.
E. Shall execute, after the approval of the Board, all agreements affecting the Guild in the ordinary course of business.
F. Shall execute, after the approval of the Board and the general membership, all other transactions, such as deeds or other documents affecting the Guild. These documents shall also require the co-signature of the Guild Secretary.

Section 2. VICE PRESIDENT:

A. Shall assist the President in the performance of her duties.
B. Shall carry out and perform all functions and duties of the President in her absence or inability to act.

Section 3. SECRETARY:

A. Shall keep the minutes of all Board and general membership meetings.
B. Shall handle all Guild correspondence.

Revised 11/14/05

Section 4. TREASURER:

A. Shall keep an actual and detailed record of all receipts and disbursements of the Guild.
B. Shall see that all reimbursements are made in a timely manner. No reimbursements shall be made without proper receipts. Shall attain approval from the President prior to issuing checks.
C. Shall prepare a monthly financial report and present said report to the Board and to the general membership. Shall prepare an annual fiscal financial report and present said report to the Board and to the general membership.
D. Shall be the custodian of all funds of the Guild, keeping a true and correct book of account, wherein shall be recorded all matters pertaining to the financial affairs of the Guild.
E. Shall co-sign, along with the President and or the Vice President, all checks for drafts for withdrawal of Guild funds.

Section 5. BOARD OF DIRECTORS:

A. Shall consist of seven (7) elected members and, when requested, the "ex-officio" member.
B. Shall govern, along with the officers, the execution of the authorized business of the Guild.
C. Shall attend all monthly Board meetings, designated at a place and time by the President, for the purpose of analyzing all new business or other matters considered by the President to be of importance to the functioning of the Guild.
D. Shall attend any special meetings called by the President. Three (3) days' notice of such meetings must be given except in matters of emergency.
E. Shall attend all meetings of the general membership.
F. Any action required or permitted to be taken by the Board (for example, in an emergency) may be taken without a meeting if all members of the Board individually or collectively consent in writing (e-mail or postal Mail) to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.
G. Amended 12/2021
In the event there is not a President or Vice President to preside over the meetings or carry out the duties as designated in the bylaws of the Guild, the member of the Board of Directors will execute the business of the guild for one year only, until a member is elected to the office of President and the office of Vice President to the following November meeting of that year.

ARTICLE VI

COMMITTEES AND CHAIRPERSONS

Section 1. COMMITTEES:

The President and Treasurer shall be "ex-officio" members of all committees either standing or special.

A. Mani d'Angeli
B. Events
C. Historian
D. Membership
E. Newsletter Publisher
F. Nominating
G. Scholarship
H. Sunshine
I. Webmaster
J. Greeter

Revised 1/14/05
Revised 4/10/17
Revised 4/10/23
Revised 9/09/24

Section 2. TERMS OF CHAIRPERSONS:

A. No one person shall chair a committee for more than five (5) years unless an exception is made by the Board.

Section 3. DUTIES OF CHAIRPERSONS:

A. Mani d' Angeli

1. Chairperson shall be on a voluntary basis.
2. Shall be composed of members from the general membership only.
3. Shall report activities to the President and Board as set forth in the Procedure Manual.
4. Shall have an operating budget as set forth by the annual budget.

Revised 4/10/17

B. Events:

1. The Chairperson shall be appointed by the President.
2. Shall investigate and/or organize possible social activities in which members may participate.
3. Shall report possible activities to the President and Board for approval before offering it to the membership.

C. Historian:

1. The Chairperson shall be appointed by the President.
2. Shall take pictures at events or, if unable to attend events, shall appoint a designee.
3. Shall maintain a scrapbook of year's events.

D. Membership:

1. The Chairperson shall be appointed by the President.
2. Shall review and recommend for Board action all applications for Guild membership.
3. Shall notify all applicants of their status once the Board has made its approval/denial of said applicant's petition.
4. Shall notify new members of initiation ceremonies.
5. Shall keep a record of all active members' address, e-mail address, telephone number, birthday and date of Guild affiliation.
6. Shall keep an active record of members' dues and issue statements when necessary.

Revised 4/10/17

E. Newsletter Publisher

1. The Chairperson shall be appointed by the President. Shall reproduce and distribute to all active members a monthly newsletter in a timely fashion.
2. Shall inform members, through the newsletter of any and all Guild meetings and/or activities or any other information as requested by the Board. Shall inform the Website Administrator of the same for publication on the website.
3. Shall act as the publicity person for the Guild at the request of the Board.

Revised 4/10/17

F. Nominating:

1. The Chairperson shall be appointed by the President.
2. Shall form a committee from the general membership.
3. Shall seek eligible candidates to be placed in nomination for the purpose of yearly elections of Officers and Board. Said candidates must agree to have their names placed in nomination.
4. Shall be responsible for the distribution of ballots to the entire membership in a timely fashion.
5. Shall be responsible for the collection and tallying of the ballots on the night of the election.
6. Shall be responsible for conducting a special election in the event of a tie.
7. Shall give updates to the president during the nomination process.

G. Scholarship:

1. The Chairperson shall be appointed by the President.
2. Shall form a committee from the general membership to establish eligibility, criteria and procedures for scholarship applicants**.**
2. Shall report to the Board any and all progress/decisions of the committee.
4. Shall award, on an annual basis, scholarship(s) in the amount as set forth by the Board and the general membership.
5. Shall have an operating budget as set forth by the annual budget.

Revised 4/10/17

H. Sunshine:

1. The Chairperson shall be appointed by the President. Shall purchase cards and stamps for get-well wishes for members.
2. Shall be entitled to reimbursement for expenses.

Revised 1/14/05
Revised 4/10/23

I. Webmaster

1. Shall be on a voluntary basis.
2. Shall maintain and update the website in a timely fashion.
3. Shall update activities and events as well as general public information as requested by the Board.
4. Shall be entitled to reimbursement for expenses.

It is acknowledged that website administration is a unique skill that need not be subject to committee term limits. The website administrator may designate and train an assistant website editor to share in her duties and provide for future skilled members to assume future responsibility.

Revised 4/10/17

ARTICLE VII

PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall be the authority for all questions of parliamentary law and procedure, unless contrary to the express provision of the by-laws of the Guild.

ARTICLE VIII

ORDER OF BUSINESS

Section 1. ORDER OF BUSINESS:

Order of business at all regular monthly meetings of the Guild shall be as follows: The agenda of each monthly general meeting will be prepared by the President. All regular meetings will be attended by members only and held the second Monday of each month, with the exception of July, at a regularly designated site. Visitors are not allowed with the exception of guest speakers.

A. Meeting called to order.
B. Pledge of Allegiance.
C. Reading of minutes of the previous general meeting.
D. Reading of any correspondence.
E. Treasurer's report (optional – because of speakers).
F. Chairperson report / update.
G. Unfinished business.
H. New business.
I. Special presentation / guest speakers.
J. Adjournment.

Section 2. PROCEDURAL RULES:

A. Majority rules on all decisions pertaining to the matters of the Guild. According to Robert's Rules of Orders, a majority is 50% or more where a quorum is present, and in Article IX herein, a quorum is defined as 45 members.
B. Meetings will be called to order by the President or Acting President.
C. The President shall maintain order during the meetings.
D. The President shall announce all decisions of the Guild.
E. All motions or proposals must be made and seconded by a member of the Guild and clearly stated by the President before a vote from the membership is taken.
F. To make a motion, a member must be first recognized by the President.
G. Once granted the floor, a member will have the opportunity to make a motion without interruption, except to be corrected on a point of order.
H. Members declared out of order by the President during a meeting must remain silent until the point of order shall be determined. The member shall not speak again until recognized by the President.
I. No member shall commence to speak until the President has recognized them by name. The member shall then stand and address only the subject at hand. If more than one member asks to be recognized, the President shall determine who shall speak first.
J. Members shall not use offensive language or resort to personal criticism or attacks when addressing the membership.
K. No member shall speak more than twice on the same subject, unless otherwise approved by the President and/or until all other members desiring to speak have had an opportunity to do so.
L. If the members are ready to take action on the issue before them, the President shall clearly state the proposal under discussion and ask the members if they are ready to take action. The President shall place the motion or proposal to a vote.
M. No member shall vote on any motion or proposition which affects them directly.

Revised 11/14/05

ARTICLE IX

QUORUM

Section 1. GENERAL MEETING:
At any meeting of the Guild forty-five (45) members shall constitute a quorum.

Section 2. BOARD MEETING:
At any meeting of the Board five (5) members shall constitute a quorum.

Section 3. QUORUM NOT PRESENT:
Meetings of the Guild or the Board where a quorum is not present, shall have no power to transact business except to adjourn from time to time until a quorum shall be present.

ARTICLE X

VOTING

Section 1. MEMBER VOTE ENTITLEMENT:
Each member in good standing shall be entitled to one vote during elections and matters that come before the general membership. (See Art. II, Sec. 4 for definition of "member in good standing.")

Section 2. WRITTEN BALLOT:
All voting during the election shall be conducted by written ballot. In the event of no opposition, the vote shall be approved by acclamation of the general membership.

Revised 4/10/17

Section 3. ABSENTEE BALLOT:
An absentee ballot may be requested prior to the election of officers. The ballot must be received no later than 7:30 P.M. on the date of election.

ARTICLE XI

AMENDMENTS

Amendments to these by-laws may be proposed in writing by any active member of the Guild. A proposal must be presented in writing to the Board for review and recommendation. If approved by the Board, the proposed amendment(s) will be presented to the general membership for discussion and/or vote. If necessary, the amendment(s) will then be taken to the membership for approval at a future meeting.

Revised 11/14/05

ARTICLE XII

PENALTIES

Section 1. INDECENT LANGUAGE OR DISGRACEFUL CONDITION:

Any member who, during the course of any Guild meeting, uses any indecent or improper language or enters the meeting room in a disgraceful condition, shall be asked to leave the meeting.

Section 2. DISORDER/DISTURBANCE:

Any member who, during any social event or at any other meeting or gathering of the Guild, is responsible for any disorder, or causes any disturbance, may be expelled from membership in the Guild and/or fined up to $100. If expelled, the member shall lose all rights in the Guild. NOTE: Any fine and/or expulsion shall be made only after the determination by the Board.

ARTICLE XIII

STANDING RULES

Be it resolved that, if warranted, an annual financial assessment may be levied at the discretion of the Board and approval of the general membership.

First Edition: June 14, 1997
Revised: 9/1998
Revised: 9/1999
Revised: 9/2001
Revised: 3/2003
Revised: 3/26/2003
Revised: 5/29/2003
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