

Constitution and By-laws

Article I - Name

Section 1. The name of the Honor Society shall be: Gamma Kappa Alpha Italian Honor Society, the initials signifying "Knowledge and Virtue".

Article II - Purposes

Section 1. The purposes of the Society shall be:

- a. To recognize the outstanding scholastic performance in the fields of Italian languages and literature;
- b. To encourage college students to acquire a greater interest in, and a deeper understanding of, Italian culture;
- c. To honor those who foster friendly relations and mutual respect between the United States or Canada and Italy.

Article III - Membership

Section 1. Chapters. A chapter may be established only in a college or university that grants the baccalaureate or higher degrees and that is accredited by the appropriate national or regional accrediting agency. Any department or staff teaching Italian at such institutions may apply for a local chapter by requesting a charter application form from the national chapter.

Sections 2. Individuals. There shall be three kinds of individual membership: regular, associate, and honorary.

a. Regular member: Any senior or junior in college, university, or other institution of higher learning having a Chapter of Gamma Kappa Alpha may be elected to membership by a majority vote of the duly constituted Chapter. Regular membership as such will be conferred for truly honorific performance or accomplishment.

b. Associate member: Payment of dues by faculty or other interested parties will constitute associate membership.

c. Honorary member: Distinguished members of the Italian community and those scholars who have made valuable contributions in the field of Italian literature and culture may be elected to honorary membership of the national chapter by a majority vote of the national Assembly upon recommendations by three members of the society. All such recommendations must be accompanied by a description of the candidate's qualifications.

Article IV - Meetings

Section 1. Local Chapters plan programs for their regular meetings which will ordinarily consist of forums for papers by students and faculty and for visiting lecturers.

Section 2. National meetings are held annually during the MLA Convention. At such meetings papers on a literary topic or on some aspect of Italian culture will be presented. A business meeting will ordinarily follow. These meetings will be designated Meetings of the National Assembly of Gamma Kappa Alpha Italian Honor Society.

Article V - Council

Section 1. There will be a National Council to consist of one representative, preferably an officer, from each member Chapter. This person shall be elected by the local Chapter for one year.

Section 2. It shall be the duty of the Council to investigate and pass on all matters pertaining to qualifications for representation in the Honor Society, as well as other issues that may be assigned to it for resolution.

Section 3. The Council shall meet annually at the MLA Convention.

Section 4. A quorum for the transaction of business at Council meetings shall be two-thirds of official representatives from the Chapters holding membership in the Honor Society.

Article VI - Officers

Section 1. The officers of the Honor Society shall be (a) President, (b) Vice-President, (c) Secretary and (d) Treasurer, to be elected by the National Assembly for three years, with initial elections being staggered to allow continuity.

Section 2. There shall be an Executive Committee which shall consist of the President, the Vice-President, the Secretary, the Treasurer, the immediate past President, and two members elected from the National Assembly, one member from the regular Honor Society group and one member from the honorary or associate group. The Executive Committee shall meet regularly at the time and place of each annual meeting of the National Assembly, and at such special meetings as a majority of its members shall deem necessary and proper.

Section 3. The functions of the officers and of the Executive Committee shall be as follows:

a. The President shall preside at all meetings and shall direct the activities of the Honor Society.

b. The Vice-President shall preside at meetings in the absence of the President, and shall be responsible for organizing and hosting the meetings.

- c. The Secretary shall prepare the minutes of each meeting and shall announce the meetings, ordinary or extraordinary, to members.
- d. The Treasurer shall receive the dues, shall pay the expenses incurred by the Honor Society, and shall prepare a financial report at the end of each fiscal year.
- e. The Executive Committee shall determine the agenda of the annual National Assembly, shall be responsible for all official actions of the Society, and shall serve as the final appeals body for actions taken by the Council.

Article VII - Amendments

Section 1. The Constitution may be amended by a four-fifths vote of the members at any regularly called meeting of the Honor Society provided notice of the proposed amendments is distributed at least one month prior to the meeting.

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Bylaws of Gamma Kappa Alpha National Italian Honor Society, Inc.

Article I - Name and Purpose

Section 1. NAME: The Name of the Corporation shall be Gamma Kappa Alpha National Italian Honor Society.

Section 2. PURPOSES: The purposes of the society shall be:

- A. To recognize outstanding scholastic performance in the fields of Italian language and literature;
- B. To encourage college students to acquire a greater interest in, and a deeper understanding of, Italian culture;
- C. To honor those who foster friendly relations and mutual respect between the United States or Canada and Italy.

Article II - Membership

Section 1. LOCAL CHAPTERS: A Local Chapter may be established only in a college or university that grants the baccalaureate or higher degrees and that is accredited by the

appropriate national or regional accrediting agency. Any department or staff teaching Italian at such institutions may apply for a charter as a Local Chapter by requesting a charter application form from the Society. The Society's Board of Directors shall have the sole power and discretion to grant chapters establishing Local Chapters. The Society, by its Board of Directors, may declare a local chapter to be inactive, if such chapter shall induct no regular member during a period of two (2) academic years.

Section 2. INDIVIDUALS: There shall be three kinds of individual membership: regular, associate, and honorary.

A. Regular member: Any senior or junior having attained the minimal standards as stated below at a college, university, or other institution of higher learning having a Local Chapter of Gamma Kappa Alpha may be elected to membership by a majority vote of the members of a duly constituted Local Chapter. Regular membership as such will be conferred for truly honorific performance or accomplishment.

1. Standards and requirements for membership: The following minimal standards shall apply for membership in the Society:

a. The Society shall elect only persons actively engaged in the study or research in the field of Italian language and literature.

b. Required student performance for admission to membership shall be as follows:

i. At institutions offering a major in Italian a student must have at least a B average in Italian and be at least in the upper 35% of his class.

ii. At institutions not offering a major in Italian the student must have taken at least five courses in Italian, have attained at least a B average in Italian, and be at least in the upper 35% of his class.

iii. No student may be considered who has less than two courses in Italian at the college level, nor may a student be considered who has not taken advanced courses beyond the intermediate level at those institutions offering such courses.

iv. The scholastic record of the student as interpreted by the institution shall be the basis for computing the scholastic eligibility for the purpose of classification in rank as specified in Sections i. and ii. above.

B. Associate member: Associate membership may be conferred when appropriate, on university or college faculty members or other persons interested in the purposes of the Society, based upon the recommendation of a Local Chapter, subject to the discretionary approval of the National Council.

C. Honorary Member: Distinguished members of the Italian community and those scholars who have made valuable contributions in the field of Italian literature and culture may be elected

to honorary membership in the Society by a majority vote of the National Council upon recommendation by three members of the Society. All such recommendations must be accompanied by a description of the candidate's qualifications.

Article III - Meetings

Section 1. LOCAL CHAPTER MEETINGS: Local Chapters plan programs for their regular meetings which will ordinarily consist of forums for papers by students and faculty and for visiting lecturers.

Section 2. ANNUAL MEETINGS OF THE SOCIETY: Society meetings shall be held in conjunction with the yearly convention of the Modern Languages Association or such other place and time, once each year, as shall be designated by the Board of Directors. At such meetings papers on a literary topic or on some aspect of Italian culture may be presented. The Annual Meeting of the Society shall follow. These Annual Meetings will be designated Meetings of the National Council of Gamma Kappa Alpha National Italian Honor Society (the "National Council"). Notice of the date, time and place of the Annual Meeting, signed by the Secretary of the Society, shall be mailed to each Local Chapter and member of the Council at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting.

Section 3. SPECIAL MEETINGS OF THE SOCIETY: Special Meetings of the National Council may be called by the Board of Directors or the Executive Committee at their discretion. Upon the written request of a majority of the duly constituted Local Chapters, the Board of Directors shall call a special meeting to consider a specific subject. Notice for any special meeting signed by the Secretary shall be mailed to each Local Chapter and to each member of the National Council at least ten (10) days and not more than fifty (50) days before the time appointed for the special meeting. Notice of the special meeting shall set forth the place, date, time and purpose of the meeting. No business other than that specified in the notice shall be transacted at any special meeting.

Section 4. QUORUM: For the Annual Meeting of the National Council and for special meetings the presence in person or by proxy of a majority of all members entitled to vote shall constitute a quorum.

Section 5. PROXIES: Every member of the National Council entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be invalid after eleven months from the date of its execution.

Article IV - National Council

Section 1. MEMBERSHIP: The National Council shall consist of: one representative, preferably an officer, from each Local Chapter, hereinafter called the Chapter Academic Advisor, who shall be elected by each Local Chapter for one year; up to three Regional

Representatives from each established region of the Society (Eastern, Midwest, South, Far West and Canada), elected by the Board of Directors from among the membership of each region of the Society; and the members of the Society's Board of Directors.

Section 2. DUTIES: It shall be the duty of the National Council to Investigate and pass on all matters pertaining to qualifications for representation in the Society as well as other issues that may be assigned to it for resolution.

Article V – Directors

Section 1. NUMBER: The property, affairs, activities, and concerns of the Society shall be vested in a Board of Directors, of not less than three nor more than fifteen Directors. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2. ELECTION OF DIRECTORS AND TERM: At the Annual Meeting of the National Council next held after the adoption of these by-laws there shall be an election by majority vote of the members for positions on the Board. All directors so elected shall originally be divided into two groups as nearly equal in number as is practicable. The first group shall serve for a term of one year. The second group shall serve for a term of two years. At each Annual Meeting of the National Council thereafter a number of Directors equal to that of those whose terms have expired shall be elected for a term of two years. At the expiration of any term, any Director may be reelected. At all times, the Board shall be so constituted that at least one Director shall be from among the membership of the Chapter Academic Advisors, at least one (1) shall be from among the Regional Representatives and at least one (1) shall be from among the associate or honorary membership.

Section 3. MEETINGS OF BOARD: Regular meetings of the Board of Directors shall be held immediately succeeding the election at the Annual Meeting of the National Council. The President may, when he deems necessary, or the Secretary shall, at the request in writing of three (3) members of the Board, issue a call for a special meeting of the Board, and only five (5) days' notice shall be required for such special meetings.

Section 4. OFFICERS OF THE BOARD: The Board of Directors shall elect one of their number President; one of their number Vice-President; one of their number Secretary; and one of their number Treasurer. The meeting of the Board of Directors to elect officers shall be held at its regular meeting following the Annual Meeting of the National Council. Officers shall hold their offices until new officers are elected and seated.

Section 5. DUTIES OF DIRECTORS: The Board of Directors may: (a) hold meetings at such times and places as they think proper; (b) admit members and suspend or expel them by ballot; (c) appoint committees on particular subjects from the members of the Board, or from other members of the Society; (d) audit bills and disburse the funds of the Society; (e) print and circulate documents and publish articles; (f) carry on correspondence and communicate with

others interested in the purpose of the Society; (g) employ agents; (h) devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Society and to best protect the interests and welfare of the members; and (i) to determine the agenda of the annual National Assembly, be responsible for all official actions of the Society, and serve as the final appeals body for actions taken by the National Council.

Section 6. **ACTION BY THE BOARD:** Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7. **QUORUM:** A majority of members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice-Presidents the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than ten (10) days later.

Section 8. **ABSENCE:** Should any member of the Board of Directors absent himself unreasonably from three consecutive meetings of the Board without sending a communication to the President or Secretary stating his reason for so doing, and if his excuse should not be accepted by the members of the Board, his seat on the Board may be declared vacant, and the President may forthwith proceed to fill the vacancy.

Section 9. **VACANCIES:** Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be held within sixty days after the occurrence of the vacancy. The person so chosen shall hold office until the next Annual Meeting of the National Assembly or until his successor shall have been chosen at a special meeting of the members.

Section 10. **REMOVAL OF DIRECTORS:** Any one or more of the Directors may be removed either with or without cause, at any time, by a vote of two-thirds of the members present at any special meeting called for that purpose.

Article VI – Officers

Section 1. **NUMBER:** The Officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. The Officers of the Society shall be the persons who hold the identical offices on the Board of Directors.

Section 2. **DUTIES OF OFFICERS:** The duties and powers of the Officers of the Society shall be as follows:

A. **PRESIDENT.** The President shall preside at the meetings of the Society and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees. He shall also, at the annual meeting of the National Assembly and such other times as he deems proper, communicate to the Society or to the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Society and shall perform such other duties as are necessarily incident to the office of the President.

B. **VICE-PRESIDENT.** In case of the death or absence of the President, or of his inability from any cause to act, the Vice-President shall perform the duties of his office.

C. **SECRETARY:** It shall be the duty of the Secretary to give notice of and to attend all meetings of the Society and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Society to collect the fees, annual dues, and subscriptions and pay them over to the Treasurer; to notify members of their appointment on committees to furnish the Chairman of each committee with a copy of the vote under which the committee is appointed, and at his request give notice to the Board of Directors, an annual report of the transactions and condition of the Society and generally to devote his best efforts to forwarding the business and advancing the interests of the Society. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem. The Secretary shall be the keeper of the Society's Corporate Seal.

D. **TREASURER:** The Treasurer shall keep an account of all moneys received and expended for the use of the Society. He shall deposit all sums received in a bank, or banks, or trust company, approved by the Board of Directors and make a report at the annual meeting or when called upon by the President. The funds, books and vouchers in his hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of his term of office, he shall deliver over to his successor all books, moneys and other property, or, in the absence of the Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem. The Treasurer shall, if required by the Board of Directors, give to the Society such security for the faithful discharge of his duties as the Board may direct.

Section 3. **COMPENSATION:** No part of the net earnings of the Society shall inure to the benefit of any Officer or Director of the Society or any private individual (Except that reasonable compensation may be paid for services rendered by a Director or Officer to the Society affecting one or more of its purposes based on a contract for services signed by the Directors). Directors shall be reimbursed for reasonable expenses incurred in the performance of official duties.

Article VII – Committees

Section 1. **EXECUTIVE COMMITTEE:** There shall be an Executive Committee which shall consist of the President, Vice-President and Secretary of the Society. The Executive Committee may act on behalf of the Society in any matter when the Board of Directors is not in

session, reporting to the Board of Directors for its ratification of their action at each regular or special meeting called for the purpose. Two (2) members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by two (2) members.

Section 2. SPECIAL COMMITTEES: The president may at any time, appoint committees on any subject.

Section 3. COMMITTEE QUORUM: A majority of any committee of the Society shall constitute a quorum for the transaction of business, unless any committee shall by a majority vote of its entire membership decide otherwise.

Section 4. SPECIAL COMMITTEE VACANCIES: Special committees shall have the power to fill vacancies in their membership.

Article VIII – Membership Dues

Section 1. DUES: Membership dues shall be set by the Board of Directors. Each Regular and Associate Member shall pay a membership fee at the time of admission on to the membership rolls of the Society.

Section 2. LOCAL CHAPTERS: One-third of the levied dues shall remain with the Local Chapters and the balance will be deposited with the Society.

Section 3. HONORARY MEMBERS: Annual dues shall be waived for all Honorary Members of the Society.

Article IX – Assets and Funds

Section 1. OWNERSHIP: No Director, Officer or employee of the Society shall have any right, title or interest in any of the assets and funds of the Society; all assets and funds of the Society shall be owned exclusively to the Society.

Section 2. DISPOSITION: All funds of the Society shall be deposited in the name of the Society in an account or accounts as approved by the Board of Directors and shall be used solely to pay the proper expenses of the Society. Funds shall be withdrawn from such account or accounts only upon the authorization and signatures of two persons. They shall be either the President and one person from among the Vice-President, the Secretary and the Treasurer, or the Vice-President and one person from among the President, the Secretary and the Treasurer, or upon the written authorization and signature of such person or persons as the Board of Directors shall designate by resolution. Any funds or other assets of the Society which, in the judgment of the Board of Directors shall not immediately be required to effect the purpose of the Society may be invested, reinvested, and administered by the Board of Directors in such securities, real estate or other investment as in the judgment of the Board of Directors is sound and proper.

Section 3. DISSOLUTION: In case of dissolution of the Society, the assets remaining after payment of its just debts and obligation shall be transferred to charitable, literary or

educational organizations which would qualify under the provisions of Section 501(c) 3 of the Internal Revenue Code and its Regulations. Such organizations shall be chosen by the Board of Directors.

Article X – Fiscal Year

Section 1. FISCAL YEAR: The fiscal year shall be September 1 to August 31.

Article XI – Indemnification

Any person made a party to any action, suit or proceeding, civil or criminal, by reason of the fact that he, his testator or intestate, is or was an Officer, or Director of the Society, shall be indemnified by the Society against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Officer or Director, is liable for misconduct in the performance of his duties. In the case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be deemed as adjudication that such Director or Officer is liable for misconduct in the performance of his duties, if such Director or Officer, was acting in good faith in what he considered to be the best interest of the Society and with no reasonable cause to believe that the action was illegal.

Article XII – Notices

Section 1. NOTICES: All notices to members shall be mailed to their addresses as given on the books of the Society and such mailing shall constitute presumptive evidence of service thereof.

Article XIII – Amendments

Section 1. These bylaws may be amended only at a duly held meeting of the Board of Directors by a majority vote of the members present provided notice of the purport of proposed amendment has been stated in the call for the meeting.