

BY-LAWS

CASA ITALIANA LANGUAGE SCHOOL, INC. (Amended as of May 10, 2018)

ARTICLE I **The Corporation**

Section 1. Name. The name of this Corporation is Casa Italiana Language School, Inc. (hereinafter termed the Corporation).

Section 2. Office. The principal office of the Corporation shall be at 595 Third Street, N.W., Washington, DC 20001, or at such other location designated by the Corporate Members.

Section 3. Purpose and Philosophy. The Corporation is organized and operated exclusively for educational, charitable, and/or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law, as follows: The purpose of the Corporation is to provide an education in the Italian language, history, culture and religions of Italy consistent with the Corporation's mission to promote academic achievement. Notwithstanding any other provision hereof, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future federal tax code), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future federal tax code).

Section 4. Non-profit Status. The Corporation is and shall be a "not-for-profit corporation" and no part of the net earnings of the Corporation shall inure to the benefit of any trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no trustee, director or officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Section 501(h) of the Code), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Ente Gestore Status. The Corporation maintains a special relationship with the Embassy of Italy ("the Embassy") and its Director of Education Office joined in the common mission to increase the curricular offering of Italian Language and culture programs to students in public schools within the Embassy's jurisdictional territory. Casa Italiana Language School is designated by the Italian Embassy as an "Ente Gestore" as its representative under the Italian Ministry of Foreign Affairs and International Cooperation for the purpose of initiating "Memoranda of Understanding" with local school districts area to implement curricular Italian language and culture programs. In addition, the Ente Gestore assists with the implementation of the Italian language curricula, monitoring of the success of those educational programs as well as assists with the processing of grants and funding requests made by the local school districts to the Italian Embassy for Italian language and culture program support. The Embassy has designated Casa Italiana Language School/Ente Gestore Official Representatives over the following school districts:

| State | County | School District |
|----------------------|-----------------------|--------------------------------------|
| District of Columbia | District of Columbia | District of Columbia Public Schools |
| Maryland | Anne Arundel County | Anne Arundel County Public Schools |
| | Howard County | Howard County Public Schools |
| | Montgomery County | Montgomery County Public Schools |
| | Prince Georges County | Prince Georges County Public Schools |
| Virginia | Arlington County | Arlington County Public Schools |
| | Fairfax County | Fairfax County Public Schools |
| | Prince William County | Prince William County Public Schools |

The Corporation shall maintain a separate Ente Gestore program office managed by a full-time paid Assistant Director of Education who shall work with the Corporation’s President and/or Director of Education Programs in managing the Ente Gestore program and will also liaison with the Director of Educational Programs at the Italian Embassy and Embassy representatives as necessary.

ARTICLE II
Corporate Members

Section 1. Membership. The Corporation shall have one Class of Membership, which shall consist of three members ("Corporate Members"): (1) the Pastor of Holy Rosary Church of Washington, DC; (2) the President of Casa Italiana Language School, Inc.; (3) and a member of the Board of Directors of Casa Italiana Language School, Inc. (as elected by the Board of Directors of Casa Italiana Language School, Inc. and who shall serve a term no more than three (3) years).

Section 2. Powers of Membership. Each Corporate Member shall have the right to one vote and shall be qualified to vote on any issue that may properly come before any meeting of the Corporate Members, and to hold any office in the Corporation to which elected or appointed. The Corporate Members reserve unto themselves ultimate authority to authorize:

- (a) The approval of borrowing money for capital expenditures;
- (b) The purchase, sale, lease, disposition, or hypothecation of real property to the Corporation;
- (c) The appointment of fiscal auditors;
- (d) The election and removal of members to the Board of Directors and the filling of vacancies that may occur;
- (e) The appointment and/or termination of the President/Chief Executive Officer or Administrator;
- (f) The appointment and/or termination of an Executive Director of Educational Programs;
- (g) The approval of any budget which reflects an operating deficit;
- (h) The amendment of Articles of Incorporation and the adoption of Corporate by-laws, with the sole right to alter, change or amend such by-laws; and
- (i) The merging, liquidation, dissolution, winding up, or abandonment of the Corporation.

It is the intent of the Corporate Members to reserve unto themselves only the above enumerated reserved powers and authorities. Therefore, with the exception of such powers, the Corporate Members desire to delegate all appropriate authority and responsibility to a Board of Directors solely for the operation of the Corporation.

Section 3. Officers of the Corporate Members. The Chair of the Corporate Members shall be elected by majority vote of the members. The Chair shall preside over the annual meeting of the Corporate Members and over any special meeting. If he is unable to be present at a meeting, the Chair may designate another Corporate Member to preside. Corporate Members will elect a secretary of the Corporate Members, who will take minutes at any meeting of the Corporate Members.

Section 4. Meetings. The Corporate Members shall hold an annual meeting during the month of September of each year at such time and location as may be selected by the Chair. Special meetings may be held at any time upon call of the Chair. Special meetings may be held by means of telephone conferences or equipment of a similar communications nature. Minutes of such electronic conferences will be taken by the secretary of the Corporate Members and kept in the corporate books of record.

Section 5. Notice of Meetings. Notice of meetings of the Corporate Members shall be given personally or by mail not less than one (1) nor more than fifty (50) days before the date of the meeting, and shall include the place, day, and hour of the meeting and in the case of a special meeting, the purpose for which the meeting was called.

Section 6. Informal Action. Any action required by law to be taken at a meeting of the Corporate Members or any action which may be taken at a meeting of Corporate Members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Corporate Members entitled to vote with respect to the subject matter.

Section 7. Quorum. A majority of the Corporate Members shall constitute a quorum for the transaction of business. The vote of the majority of the Corporate Members at any meeting at which a quorum is present shall decide any question properly brought before the meeting.

Section 8. Compensation. The Corporate Members will receive no compensation for service to the Corporation.

ARTICLE III **Board of Directors**

Section 1. Delegation of Powers from Corporate Members to Board of Directors. The Corporate Members shall elect a Board of Directors which shall have the authority for management of the affairs of the Corporation and the Casa Italiana Language School, Inc. The Board of Directors shall exercise any and all powers not prohibited by law or reserved to the Corporate Members as described in Article II, Section 2, of these bylaws such as:

- (a) Seeking a better understanding and wider support of the school within the local community.
- (b) Upon review of policies presented by the administration, authorizing such policies relating to curriculum, planning, programs and the operation and maintenance of facilities and equipment.

- (c) Evaluating the adequacy of the Board's policies and the effectiveness of their implementation.
- (d) In consultation with the Administrator of the School, approving the annual budget, setting tuition and fees, and approving an economically sound fiscal program which promotes the future welfare of the school.
- (e) Annual reporting on all aspects of its responsibilities to the members of the Corporate Board.

Section 2. Composition. The Board of Directors shall at all times consist of neither fewer than seven (7) nor more than twenty-one (21). Corporate Members are members of the Board of Directors.

Section 3. Term of Office of Directors. All non-Corporate Member Directors will serve a term of three (3) years, with the terms staggered so that, to the extent feasible, only one-third of the Directors' terms of office will expire each year. Each Director will be eligible for reelection to one or more additional full terms. A Director who has served two full terms may not be reappointed until at least one year after completing prior service. Corporate Members who serve as Directors may serve continuously.

Section 4. Selection and Removal of Directors. The Corporate Members will elect the members of the Board of Directors at annual or special meetings. The Secretary of the Corporate Members shall notify the Chair of the Board of Directors and the President/Chief Executive Officer or Administrator of the Corporation of the election of Directors. In the event of an interim vacancy on the Board of Directors, the Corporate Members will elect a Director to fill the vacancy for the remainder of the term of the Director whose position is being filled. The terms of the members of the Board of Directors shall commence upon their election and qualification and each Director shall hold office until his or her successor is elected and qualified.

Section 5. Officers of the Board of Directors. The Board of Directors shall elect a Chair of the Board and a Vice Chair of the Board who will serve for a term of two (2) years. If a Chair is elected when he or she has only year remaining in the term of service, he or she will serve as Chair for two (2) years. The Chair will preside over the Board of Directors' meetings and will be the Chair of the Executive Committee. The President/Chief Executive Officer will be responsible for the preparation of the minutes of all Board of Directors' meetings.

Section 6. Meetings of the Board of Directors. The Board of Directors shall meet at least four (4) times a year, having one (1) annual meeting and three (3) regular meetings. The annual meeting shall be held as soon after the annual meeting of the Corporate Members as feasible. All meetings of Board of Directors will be held at a time and location to be determined by the Chair of the Board. Meetings may be held by means of telephone conferences or equipment of a similar communications nature. Minutes of such electronic conferences will be kept in the corporate books of record.

Section 7. Notice of Meetings. Ten (10) days written notice of regular and annual meetings will be given by the President/Chief Executive Officer to all Directors and Corporate Members of the time, date, and location of the meeting and of the agenda. Special meetings may be called by the Chair of the Board at any time, and special meetings must be called upon the written request of at least two-thirds (2/3) of the members of the Board of Directors. The call shall state the purpose for which the meeting is being called and shall be communicated by the President/Chief Executive Officer or Administrator in writing, in person, or by telephone to each Director and to each Corporate Member one (1) business day in advance of the date of the special meeting.

Section 8. Informal Action by the Directors. Any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter.

Section 9. Order of Business. The order of business for all meetings of the Board of Directors shall be:

- Call to Order
- Opening
- Roll Call
- Announcement of a Quorum
- Approval of the Minutes of the Previous Meeting
- Reports of Committees
- Old Business to be Voted or Acted Upon
- New Business
- Appointment of Committees to Study or Deal with New Matters
- Announcement of Time and Place of Next Meeting
- Closing
- Adjournment

Any business brought before the Board of Directors which does not appear on the agenda may not be acted upon without a two-thirds (2/3) vote of the members present.

Section 10. Quorum. One-third of the total number of Directors shall be necessary to constitute a quorum. The absence of a Director who is a Corporate Member shall not be counted in determining a quorum. If a quorum shall not be present, a majority of the Directors present in person shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present. The vote of a majority of the Directors at any meeting at which a quorum is present shall decide any question properly brought before the meeting, except as otherwise provided by these bylaws, the Articles of Incorporation, as amended, or the Law.

Section 11. Compensation. The Board of Directors will receive no compensation for service to the Board.

ARTICLE IV Committees

Section 1. Executive Committee. The Board of Directors shall have as a standing committee an Executive Committee to assist the Board in carrying out the active management of the Corporation. Members of the Executive Committee will be appointed by the Chair of the Board. The Chair and Vice Chair shall be ex-officio members, and the Chair shall be the Chair of the Executive Committee.

Section 2. Finance Committee. The Board of Directors shall have as a standing committee a Finance Committee to assist the Board in directing the financial management of the Corporation. Members of the Finance Committee will be appointed by the Chair of the Board.

Section 3. Nominating Committee. A Committee may be appointed by the Chair to assist the Board in making recommendations regarding candidates to be elected to the Board by the Corporate Members.

Section 4. Other Committees. The Board of Directors is authorized to create such other standing and ad hoc committees as may be deemed desirable at any time. Members of these committees will be appointed by the Chair of the Board. Any committee except the Executive Committee may include persons who are not members of the Board of Directors. Members of all committees, standing and ad hoc, may be appointed at any time by the chair. Committee members will serve for a term of one (1) year, unless a shorter term is specified at the time of appointment. All committee members serve at the pleasure of the Chair of the Board. The Chair of the Board shall serve as an ex-officio member of all standing and ad hoc members.

ARTICLE V

Roles and Duties

Section 1. President/Chief Executive Officer. The President is the Chief Executive Officer. The President/Chief Executive Officer shall be appointed by the Corporate Members after consultation with the Board of Directors. The President/Chief Executive Officer is responsible to the Board of Directors and is subject to annual evaluation by the Board of Directors. The President/Chief Executive Officer shall perform duties and functions which shall include but not be limited to:

- (a) The management, planning, organization, supervision, coordination, and evaluation of the day-to-day operation of the Corporation and the financial management of the Corporation in accordance with budget policies approved by the Board of Directors.
- (b) The assignment of qualified staff.
- (c) In consultation with the Chair of the Board and accordance with these by-laws, schedules meetings of the Board of Directors, assists in preparation of the agenda for such meetings, and notifies Board members and Corporate Members by mail of the date, time and place of the meetings.
- (d) Prepares and submits to the Corporate Members at its annual meeting the annual report of the operations of the Corporation.
- (e) Attends all meetings and deliberations of the Board of Directors except for executive sessions.
- (f) Assists the Chair of Board committees in the preparation of the agenda for committee meetings, attends such meetings if appropriate, and, as requested by the committee Chair, arranges for the attendance of staff meetings.
- (g) Ensures that staff members perform their duties in compliance with the highest professional standards, and, when appropriate, for the discharge of staff members in accordance with the administrative policies of the Corporation as established by the President/Chief Executive Officer.

Section 2. Other Officers of the Corporation. Other Officers of the Corporation may include a Treasurer and a Secretary. All such officers shall be elected by the Board of Directors.

Section 3. Duties. Neither the Corporate Members, officers of the Board of Directors nor any of the Directors shall have any responsibility for day-to-day management of the Corporation and specifically for the payment of payroll taxes or compliance with any federal, District of Columbia, or state tax law. All such responsibilities shall be met by the President/Chief Executive Officer or by those to whom he or she delegates appropriate authority in writing.

**ARTICLE VI
Indemnification**

The Corporation shall indemnify at the fullest extent now or hereafter permitted by the Law any person who is or was a Corporate Member, Director or Officer of the Corporation, or member of any committee of the Board of Directors against expenses and liabilities in connection with any proceeding involving the Director or Officer or Committee Member or Corporate Member, by reason of his or her being or having been such a Director or Officer or Committee Member or Corporate Member. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any statute of the District of Columbia.

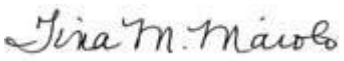
**ARTICLE VII
Dissolution**

Upon the termination, dissolution or final liquidation of the Corporation in any manner and for any reason, the Board of Directors shall first pay or provide for the payment of all liabilities of the Corporation; all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code (or the corresponding section of any future federal tax code), or shall be distributed to the federal government, or to state or local government, for the purpose of funding an Italian Language Program in a public school.

**ARTICLE VIII
Amendments**

These by-laws may be amended by a vote of two-thirds (2/3) of the Board of Directors, subject to the approval of the Corporate Board. Notice of the proposed amendments must be mailed or hand delivered to the Board members no less than ten (10) days prior to the voting on the amendment. Such notice shall also include the time and place when the vote shall be held on such amendment.

IN WITNESS WHEREOF, said corporation has caused these By-Laws to be signed this 10th day of May, 2018.

By: 

Authorized Officer/Corporate Secretary

Title: Corporate Secretary