

# **BYLAWS OF IL CENACOLO**

**An Italian Cultural Club Headquartered in San Francisco, CA  
Adopted as of and Effective as of June 24, 2021**

## **ARTICLE I – NAME, ORGANIZATION, OFFICES**

**Section 1.1 Name and Organization** – These are the Bylaws for Il Cenacolo, a California corporation (“Il Cenacolo” and sometimes “the Club”) organized as a Nonprofit Mutual Benefit Corporation under Section 23701(e) of the laws of the State of California and under Section 501(c)7 of the Internal Revenue Code. Il Cenacolo was incorporated on June 30, 1950, California Secretary of State corporation number C0246562.

**Section 1.2 Principal Office** – The principal office for the transaction of the business of Il Cenacolo was as of the date of the initial organization, and is as of the date hereof, located in the City and County of San Francisco.

**Section 1.3 Change of Address of Principal Office** – The Board of Directors of Il Cenacolo is hereby granted full power and authority to change the Principal Office of Il Cenacolo from one location to any other within the State of California. Any such change shall be enacted by the Board of Directors and noted by the Secretary in the Minutes of the meetings of the Board of Directors of Il Cenacolo but shall not be considered an amendment of nor shall it require a formal amendment of these Bylaws.

**Section 1.4 Seal** – No seal being required by the laws of the State of California, Il Cenacolo shall not have a corporate seal.

**Section 1.5 Purpose of Club** – The purpose of Il Cenacolo is to promote the awareness and understanding of Italian music, literature, culture, art, history, food, wine and leadership, or the understanding thereof as they apply to the City and County of San Francisco and or the State of California, or the community leadership thereof.

**Section 1.6 Fiscal Year** – The fiscal year of Il Cenacolo shall be set from time to time by the Board of Directors.

## **ARTICLE II – MEMBERS AND MEMBERSHIP**

**Section 2.1 Eligibility and Qualification for Membership** – Every person who qualifies under the Classes of Membership below is eligible to be a Member of Il Cenacolo. There shall be no limit on the number of Members Il Cenacolo may admit.

**Section 2.2 Classes of Membership** – Il Cenacolo shall have three classes of Membership as follows:

*Subsection (a) Regular Members* – Regular Membership is open to every person who is of Italian citizenship, ancestry or descent, or who has demonstrated a significant interest in Italian history, art, music, literature, food, wine and culture or the activities of the Club, and or of San Francisco and California.

*Subsection (b) Honorary Members* – Honorary Membership is open to every person approved by the Board of Directors as being possessed of exceptional literary, musical, artistic, scientific, cooking, winemaking or other cultural talent, or who has made a significant contribution to the art, music, literature, scientific advancement, history and culture of Italy and the Italian people, or to the art, history, literature, scientific advancement and culture of the City and County of San Francisco or of the State of California, or the community leadership for San Francisco and or California, or who has provided exemplary service to Il Cenacolo. Examples of Honorary Membership could include but are not limited to the Archbishop of San Francisco, the Director General of the San Francisco Opera and or of the Merola Program, the Consul General of Italy for the San Francisco area. Honorary Members may attend all Il Cenacolo events and functions on the same terms as Regular Members but shall not be eligible to vote on any matter, shall not be entitled to serve on the Board of Directors or to be elected to any office, may not nominate prospective Members, and shall not be charged dues for Membership.

*Subsection (c) Student Members* – Student Members are those persons between the ages of twenty-one and thirty and who are full-time students at a college or university. They shall have all the same rights as Regular Members except that the dues for Student Members shall be set at not less than \$25 nor more than 25% of Regular Membership, or such other amounts as may be set from time to time by the Board of Directors.

### **Section 2.3 Admission to Membership, Transferability and Termination**

*Subsection (a) Application* – Applications for Membership may be made to any officer of Il Cenacolo. Those persons or entities desiring to become a Member shall have their Membership sponsored by a Regular or Student Member of Il Cenacolo and shall submit an Application for Membership in a form prescribed by the Board of Directors.

*Subsection (b) Election to Membership* – A person or entity shall be admitted to Membership upon the approval of the Board of Directors and payment of current year's dues, which shall be prorated from the month of approval of the application to the end of the fiscal year when renewal dues become due for the successive year.

*Subsection (c) Transferability of Membership* – Memberships are not transferable.

*Subsection (d) Events of Termination* – Any Membership and all rights of Membership shall terminate on (i) the voluntary resignation of a Member submitted by written request or notice, effective immediately upon delivery of said notice to the President or Secretary of Il Cenacolo sent to the Principal Office of Il Cenacolo; (ii) Upon the non-payment of

dues or assessments within 60 days following the due date thereof, provided the Member so subject to termination has been given 15 days written notice of the termination as a result of such non-payment which notice shall provide the opportunity to cure such default in payment of the obligation; or (iii) upon the death, demise or incapacity of the Member.

*Subsection (e) Suspension and Expulsion of Members* – The Board of Directors, by majority vote, may suspend or terminate the Membership of any Member or may expel any Member for unacceptable behavior or a violation of these Bylaws.

*Subsection (f) Term of Membership* – Membership shall be annual with the term of Membership coinciding with the fiscal year of the Club as set from time to time by the Board of Directors. Regular and Student Memberships are from year to year and renew automatically for life provided dues are paid as required hereby unless terminated as set forth herein. Renewal of Honorary Membership must be approved by the Board of Directors annually at the first meeting of the Board of Directors in each fiscal year.

**Section 2.4 Membership Records** – The Secretary of Il Cenacolo, or at the option of the Secretary, the Membership Chair acting as the Secretary’s designated representative, shall keep in written form at the Principal Office of Il Cenacolo a Membership book or digital file such as may be made on Excel or other appropriate written or digital document or record containing the name, address, phone number and email address of each Member, their Class of Membership, their date of admission and the fact of and date of termination or resignation, if applicable.

**Section 2.5 Responsibility of Members: Dues, Assessments and Liabilities**

*Subsection (a) Dues* – The annual dues for Membership shall be in such amounts as shall be determined by the Board of Directors. Dues shall be payable for the first year on admission to Membership on a prorated basis from date of approval of Membership to end of the fiscal year, and thereafter annually on a fiscal year basis, except that the Board of Directors by majority vote may waive dues for the first year for certain new members.

*Subsection (b) Assessments* – Memberships may be subject to assessment, the amount of which and the method of and time of collection of which shall be set by the Board of Directors.

*Subsection (c) Avoidance of Payment* – Members, upon learning of the amount of dues for the forthcoming annual period, or of any assessment, may avoid liability therefore by resigning from Membership within 30 days of being notified of the date and amount of the dues and or assessment. However, resignation shall not terminate or relieve the liability of any Member who has previously become contractually liable for any dues, assessment or other cost, debt or obligation.

*Subsection (d) Non-Liability of Members for Debts* – A Member of Il Cenacolo shall not be liable for the debts, obligations or liabilities of Il Cenacolo solely by reason of Membership unless said Member has otherwise guaranteed such obligation in writing or is

contractually obligated pursuant to a written contract to pay for any debt, obligation or liability of Il Cenacolo.

### **Section 2.6 Meetings of Members**

*Subsection (a) Conduct of Meetings* – Meetings shall be conducted according to the procedures set forth below in ARTICLE V – CONDUCT OF MEETINGS.

*Subsection (b) Annual Meeting of Il Cenacolo* – Members shall meet annually on the last regular meeting date of the last month of each fiscal year for the election of Directors and for the transaction of such proper business as may come before the Members.

*Subsection (c) Special Meetings* – Special meetings of the Membership may be called by the President, by a majority vote of the Board, or upon written request for a special meeting by any four (4) Directors or by any ten (10) Members.

## **ARTICLE III – DIRECTORS**

**Section 3.1 Directors’ Authority** – The corporate powers of Il Cenacolo shall be vested in the Board of Directors, who shall be Regular and or Student members in good standing, and who shall be responsible for the policies, procedures, and operations of the Club between the Members Annual and or Special Meetings. Directors shall have the power to incur indebtedness for Il Cenacolo in an amount not to exceed ten percent (10%) of the then net worth of Il Cenacolo. Directors’ authority shall be exercised consistent with the laws of the State of California and the provisions governing non-profit organizations pursuant to 501(c)7 of the Internal Revenue Code of the United States.

**Section 3.2 Number of Directors** – The number of Directors shall be thirteen (13), or such other number of Directors as may from time to time be set by two-thirds (2/3<sup>rd</sup>s) of the then serving Directors. The thirteen directors shall be composed of (i) six (6) Executive Directors, (ii) six (6) Elected Directors, and (iii) the immediate Past President.

*Subsection (a)* The six (6) Officers elected by the Board of Directors shall be Members of the Board and shall be designated “Executive Directors”;

*Subsection (b)* There shall be six (6) “Elected Directors”; three (3) Elected Directors shall be elected each fiscal year to serve for two-year terms.

*Subsection (c)* The immediate Past President shall serve one term on the Board as the Past President.

### **Section 3.3 Qualification of and Election of Directors**

*Subsection (a) Directors* – Elected and Executive Directors must be chosen from among the Regular and Student Members who have been a Member for at least one full fiscal year prior to the date of election or appointment.

*Subsection (b) No Cumulative Votes* – Votes for Directors may not be cumulated. Each Regular or Student Member may only cast one vote for each Director for which he or she is casting a vote. The candidates receiving the highest number of votes in each election shall be deemed elected.

*Subsection (c) Nominations and Conduct of Elections* – Candidates for election as Director shall be determined by the Nominating Committee of the Board, which Nominating Committee shall reveal their nominations no later than thirty days before the annual meeting at which elections will be held. Any Regular or Student Member may also nominate candidate(s) to serve as a Director(s) provided the written nomination is received by the Secretary of Il Cenacolo at least thirty days before the election. A ballot for the election of Directors shall be sent to all Regular and Student Members not later than fifteen (15) days before the election in the form and style as set by the Executive Committee of the Board.

*Subsection (d) Voting* – Voting shall be either in person at a meeting or absentee via mail-in ballot, e-ballot, or by whatever method the Board shall decide. There shall be no voting by proxy. All absentee voting must be received by the Secretary of Il Cenacolo at least five (5) days prior to the start of the Annual Meeting of Members, and the votes cast thereby included in the ballot-counting at the meeting. The voting for Directors shall be the first order of business at the Annual Meeting of Members following the call to order and determination of a Quorum of Members.

*Subsection (e) Inspector of Elections* – The immediate Past President shall act as the Inspector of Elections. The Inspector of Elections shall count the absentee ballots, shall count the votes submitted at the meeting in person, and upon completion of counting all ballots and votes the Inspector of Elections shall announce the election results. The Inspector of Elections shall certify the election by written certification, attested to by the Secretary, which shall then be lodged in the Minutes Book of Il Cenacolo. Election results shall be announced as the next matter of business following completion of the count, but not later than the end of business of the Annual Meeting when the new Directors' terms of office shall thereupon commence. In the event that the Past President cannot act as the Inspector of Elections then the Treasurer shall act as Inspector of Elections.

### **Section 3.4 Terms of Office and Vacancies, Compensation**

*Subsection (a) Terms of Office* – Elected Directors shall serve for a term of two (2) years. Directors shall be eligible for reelection to one successive term and then must leave the Board for at least one year before standing again for election to the Board. Directors shall serve until expiration of the term, until removed as set forth below, or until a successor is elected and qualifies. The limit on terms of office is in recognition that Directors also serve as monthly program chairs (see Programs herein) and that the need for diversity in programming cannot be met if Elected Directors serve successively for more than four years. Executive Directors shall have their terms on the Board of Directors permitted to extend beyond four years if necessary

to complete their terms of office including if the Vice President becomes President and for the retiring President to serve in the successive period as the Past President.

*Subsection (b) Executive Directors* shall serve as Directors during their term of office, as follows:

The President, Vice President, and Past President shall each serve a two-(2) year term in each office and may not stand for reelection to succeed themselves.

The President, upon termination of the term of office, shall automatically serve another two (2)-year term on the Board as Past President.

The Secretary and the Treasurer may be reelected for up to a total of six (6) successive years in office.

The Membership Chair and the Program Chair shall be nominated by the other Members of the Board at the Board's Annual Meeting, and elected by majority vote of the other Members of the Board at said Annual Meeting with Membership and Program Chair candidates recusing themselves from the voting. Membership Chair and Program Chair shall not serve for more than four (4) successive years in office.

*Subsection (c) Vacancies on the Board* – Vacancies on the Board of Directors shall occur upon (i) written notice of resignation from the Board submitted to and received by the President or Secretary of Il Cenacolo addressed to the Principal Office of Il Cenacolo, effective upon receipt or upon a designated date set forth in the written resignation, (ii) upon the death or disability of a Director, (iii) for cause as determined by the Board of Directors and upon vote of the Board (iv) by written vote of at least twenty-five (25) Regular or Student Members requesting the Director's removal (v) when the number of directors are increased by vote of the Board, and (vi) the failure of Members to elect a full slate of Directors at any meeting of Members to elect Directors, and (vii) by a Director failing to attend three consecutive meetings of the Board without a reasonable excuse as accepted by a majority of the remainder of the Directors. Vacancies shall be filled by election of a replacement Director to serve the remainder of the term, elected by written majority vote of a majority of the remaining Directors, which written election shall be lodged in the Minutes Book of the Club.

*Subsection (d) Appointment to Fill Vacant Directorships* – The Board of Directors may appoint an Interim Director to serve out the remaining term for any vacancy. Said appointment filling a vacancy shall be by majority vote of existing Directors, no Quorum being required.

*Subsection (e) – Compensation of Directors* – Directors shall serve without compensation but may upon the approval of the Executive Committee of the Board of Directors be reimbursed for out-of-pocket expenses to attend events, meetings, or other official functions requiring Club representation at meetings and or events held in areas outside of the Northern District of the State of California (defined as that area of the State north of the Tehachapi Mountain range).

**Section 3.5 Executive Committee of Directors** – The President, the Vice President, the Secretary, the Treasurer, the Membership Chair and the Program Chair shall act as the Executive Committee of the Board and shall be responsible for operations of Il Cenacolo between periodic meetings of the Board.

**Section 3.6 Conduct of Meetings of Directors**

*Subsection (a) Conduct of Meetings* – Meetings shall be conducted according to the procedures set forth below in ARTICLE V CONDUCT OF MEETINGS.

*Subsection (b) Meetings of the Board of Il Cenacolo* – Directors shall meet at least quarterly at a meeting to be held during (i) the last regular meeting date of the last month of each fiscal year, said meeting serving as the annual meeting of the Board, and which shall follow the annual meeting of Members, and (ii) in the last regular Thursday meeting date of each successive September, January, and March, for the transaction of such other proper business as may come before the Board. The Board may meet more frequently for regular board meetings as shall be determined by vote of a majority of the Board of Directors but not more frequently than monthly. Dates of said meetings may be changed by majority vote of the Directors.

*Subsection (c) Special Meetings* – Special meetings of the Board of Directors may be called by the President, by majority vote of the Executive Committee, by any four (4) Board Members, or in writing by any ten (10) Regular Members.

**Section 3.7 Service as Monthly Program Chair** – Each Director other than the President and the Past President shall serve periodically one month at a time per fiscal year as Program Chair for the month, (except for months in which the Club does not hold events) coordinating with the Programming Chair and the Programming Committee.

**ARTICLE IV – OFFICERS AND COMMITTEES**

**Section 4.1 Qualification for Office** – Candidates for office of Il Cenacolo shall be eligible only after having served one full two(2)-year term as a Director.

**Section 4.2 Elected Officers** – The Elected Officers of Il Cenacolo shall be:

- President
- Vice President
- Treasurer
- Secretary
- Membership Chair
- Programming Chair\*

*\*As distinguished from monthly program chairs*

**Section 4.3 Officers' Election and Terms of Office** – The President and Vice President shall be elected to and shall serve one term of two (2) years and may not succeed themselves in the office held. The Membership Chair and the Program Chair shall serve one(1)-year terms and may be reelected for consecutive terms of up to four (4) fiscal years. The Treasurer and Secretary shall be elected for up to three (3) successive two(2)-year terms (for a total of six (6) years in office). The Past President shall not be an elected office (unless vacant and the Board needs to fill the vacancy) but instead shall be held automatically by the outgoing President only for a period of two (2) years. Officers other than Membership Chair and Program Chair (who shall be elected annually) shall be elected by the Board of Directors at the first Board meeting following the Annual Meeting of Members in even-numbered calendar years. Any officer other than the President and or Treasurer may concurrently hold the positions of Membership Chair and or Programming Chair, and otherwise no officer shall concurrently be elected or appointed to two officer positions.

**Section 4.4 Standing Committees** – The following are the standing committees of Il Cenacolo. A Member may be appointed to serve on any committee by the President with the advice and consent of the Executive Committee. Additional Committees may be created and or approved from time to time upon approval of the Board. The President of Il Cenacolo shall be an *ex-officio* Member of each Committee.

*Subsection (a) Nominating Committee* – comprised of the President, the Past President, and the Vice President. The Nominating Committee is charged with the duty to present nominations to the Board by the date of the Board Meeting of the month preceding the Annual Meeting of Members.

*Subsection (b) Membership Committee* – duties as assigned by the President and approved by the executive committee from time to time.

*Subsection (c) Programming Committee*– duties as assigned by the President and approved by the executive committee from time to time.

*Subsection (d) Finance and Audit Committee* – coordinates with and chaired by the Treasurer to determine fiscal policy, make recommendations for dues and assessments, review Club investments, and annually, at least thirty (30) days prior to the Annual Meeting, reviews the books of account of the Club as prepared by the Treasurer, and making a report of said review to the Board and the Members. The Finance Committee is also the Audit Committee and shall review and consult on preparations for budgets for Il Cenacolo and upon approval of the budget by the Board of Directors to ensure that disbursements are made in accord with approved budgeted expenditures.

**Section 4.5 Executive Committee** – the Executive Committee shall be comprised of:

President

Vice President

Treasurer



Secretary  
Membership Chair  
Programming Chair

The Executive Committee is the Operating Committee of Il Cenacolo and is charged with administering and implementing all decisions of the Board of Directors between Annual and Quarterly Board Meetings and or other regular or specially-called Board meetings.

## **ARTICLE V – CONDUCT OF MEMBERSHIP AND BOARD MEETINGS**

### **Section 5.1 Annual/Quarterly/and Special Meetings of Membership and of the Board**

*Subsection (a) Annual Meetings* – The Annual Meeting of Members and the Annual Meeting of Board of Directors as required under Subsections 2.6(b) and 3.7 respectively shall be held on the last regular meeting day of each fiscal year, or on such other date as may be set by the Executive Committee of the Board, at the principal place of business of Il Cenacolo or at such other place as designated by the Executive Committee of the Board.

*Subsection (b) Quarterly Meetings of the Board of Directors* – In addition to the Annual Meeting of the Board, the Board of Directors of Il Cenacolo shall hold regular quarterly meetings in the first, second and third quarters of each fiscal year, usually at the last regular meeting day of the months of September, January (in lieu of December due to conflicts of the holiday season) and April, or at such other time as designated by the Executive Committee of the Board, and at designation of the Executive Committee may hold regular Board meetings at a maximum of monthly. Said meetings shall be held at the principal offices of Il Cenacolo or at such other place set by the Executive Committee of the Board and on such dates as set by the Executive Committee and specified in the Notice of Meeting.

*Subsection (c) Special Meetings* – Special meetings of Members, and special meetings of the Board of Directors, may be called by (i) the President, (ii) a majority vote of the Executive Committee, (iii) by any four (4) Directors, or (iv) by any ten (10) Members.

*Subsection (d) Notice of Meetings* – Regular and special meetings of the Members and or the Board shall be called by written notice personally delivered to each Director or Member as the case may be, which notices shall be mailed by first class United States mail, postage prepaid, or by personal delivery directly to such person, or by facsimile transmission, or digitally by email and or text, addressed as set forth in the records of Il Cenacolo. Notices shall be transmitted not later than fifteen (days) before any annual meeting of Directors or any Annual or Special meeting of Members, and at least five (5) days before any other regular or special Directors meeting. A copy of any such Notice of Meeting shall be filed in the minutes of Il Cenacolo along with an affidavit of the Secretary attesting to such delivery.

*Subsection (e) Notice for Election of Directors* – All notices for election of Directors shall contain the names of all candidate Directors chosen by the Nomination Committee and such additional candidates as shall be nominated in writing from the Members,

shall contain the actual ballot, shall specify the date upon which written ballots must be received to be counted.

## **Section 5.2 Quorum**

*Subsection (a) Quorum for Meeting of Members* – A Quorum of Members for the conduct of any meeting of Members shall be the lesser of fifteen percent (15%) of Regular and Student Members or a cumulative twenty-five (25) Regular and Student Members present in person. Proxies shall not be allowed.

*Subsection (b) Quorum for Meeting of Directors* – A Quorum for meeting of Directors shall be fifty percent plus one of the currently serving Directors. Directors may not attend a meeting by proxy or be counted toward a Quorum by proxy.

## **Section 5.3 – Venue for Meetings** – Meetings of Members or Directors shall be held:

*Subsection (a)* At the Principal Office of Il Cenacolo;

*Subsection (b)* At such other location as designated by the Executive Committee of the Board and specified in the Notice of Meeting;

*Subsection (c) Virtually* – If virtual attendance is available and provided, then Members and or Directors physically absent from a Membership or Directors meeting may participate in any meeting virtually by communication such as ZOOM, GoToMeeting, Skype, or other such technology whereby the participants may be both viewed and heard. Attendance at such a virtual meeting by any Member or Director respectively shall be deemed the same as attendance in person. If only the Member's phone number is shown as "participating" that Member *may* participate in discussions but *may not* count toward a Quorum or vote on any matter.

## **Section 5.4 Action Taken by Written Ballot and or Written Resolution without Meetings**

*Subsection (a) Directors' Action without a Meeting* – Any action required or permitted to be taken by the Board may be taken without a meeting provided (i) written notice of the proposed action is given to all Directors with not less than five (5) days advance notice, (ii) not more than two (2) Directors file a written notice of objection to the taking of such action, or (iii) if two thirds (2/3<sup>rds</sup>) of the then currently serving Members of the Board individually and or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of Il Cenacolo and shall have the same force and effect as the vote of such Directors.

*Subsection (b) Action of Members without a Meeting* – Any action which could be taken at a regular or special meeting of Members may be taken without a meeting provided (i) written ballots must be submitted by the Secretary to Members setting forth the proposed action, and specifying such reasonable time as shall be set by the Board for return in order to be counted, which shall be not less than ten (10) days, within which time returns shall be sent to Past President as Inspector of Elections, (ii) the number of votes cast and or ballots returned

shall equal or exceed the Quorum to be present in person at a meeting, and (iii) the number of affirmative votes and or election ballots cast equals or exceeds the number that would be required to approve any such action at any regularly called meeting or any regular balloting. The ballot or notice shall specify the number of returns that must be received to satisfy Quorum requirements and the percentage of votes in the affirmative required to adopt the desired action. If the written action is for election of Directors or Elected Officers then the candidate with the highest number of votes shall be deemed elected.

#### **Section 5.5 Meeting Rules**

*Subsection (a) Meeting Rules* – All meetings shall be conducted according to Robert’s Rules of Order.

*Subsection (b) Presiding over Meetings* – All meetings shall be presided over by the President, and in the President’s absence by the Vice President, and in their absence by the Past President, in that order, and if all three of them cannot so preside, then the Members or Directors present at the respective Membership and or Board meeting shall elect a Presiding Officer to act during that meeting.

*Subsection (c) Adjournment in Event of Failure of a Quorum* – In the event of a failure of a Quorum for any annual, quarterly or special meeting of Members and or of the Board, as the case may be, the meeting may be adjourned by majority vote of the actual number of Members or of Directors present. Such adjournment shall be from time to time and the meeting shall recommence at the newly designated time and venue. The Secretary shall give Notice of Adjournment and of the continuation of the meeting at the new date and time.

### **ARTICLE VI – MISCELLANEOUS PROVISIONS**

**Section 6.1 Keeping of Records** – Il Cenacolo shall keep adequate and correct written records of (a) the accounts and minutes of the proceedings of its Members and of the Board, (b) of the name, address, phone number, email address and Membership Class of all Members; (c) of the books of account of all receipts and disbursements of Il Cenacolo; and (d) of all contracts and obligations entered into by Il Cenacolo.

**Section 6.2 Governing Law** – These Bylaws and all actions of Il Cenacolo shall be governed by the laws of the State of California and specifically by Corporations Code 7150-7153 thereof and the Rules and Regulations under Section 501(c)7 [Social Club] of the Internal Revenue Code.

**Section 6.3 Amendment of Bylaws** – These Bylaws maybe amended by the written consent of two thirds (2/3<sup>rds</sup>) of the then Members of the Board of Directors in attendance at any duly called meeting of the Board, provided that the Directors present constitute a Quorum and provided no such consent shall materially or adversely affect the rights of Members, or repeal, reclassify or cancel any category of Membership or change the number or method of election of Directors. The Bylaws may also be amended or repealed by majority vote of a

Quorum of those of the Members of Il Cenacolo in attendance at the Annual Meeting or a specially-called meeting of Members provided a Quorum is present.

**Section 6.4 Use of Membership List** – The Membership List of Members and or their contact information shall be confidential. It may not be retransmitted to any person not a Member of the Club or not otherwise authorized by the Board of Directors as a recipient thereof. The use of the Il Cenacolo Membership List by a Member for a commercial announcement requires advance approval of the Executive Committee. Repeatedly and knowingly violating this policy after notice from the Executive Committee may result, upon majority vote of the Board, in suspension and or expulsion from Il Cenacolo.

**CERTIFICATE OF SECRETARY OF IL CENACOLO**  
**A California Non-Profit Corporation**

The undersigned hereby certifies as follows:

- 1) I am the duly appointed/elected Secretary of Il Cenacolo;
- 2) I hereby certify that the foregoing Bylaws dated June 24, 2021 consisting of twelve pages including this Certificate of Secretary, were adopted by majority vote of Absentee Members and Members in attendance at the Annual Membership Meeting of Il Cenacolo held by Zoom conference on the last regular Thursday meeting of June, said being June 24, 2021.
- 3) These Bylaws consisting of these twelve pages including this page, as adopted effective June 24, 2021, shall remain in effect as the Bylaws of Il Cenacolo until further amended or revoked and unless amended and or revoked will remain effective until and unless the corporation is dissolved.

*Eugene Lanzone*

Secretary, Il Cenacolo  
June 24, 2022