

AMENDED AND RESTATED

BYLAWS

OF

DANTE ALIGHIERI SOCIETY

OF PUEBLO, COLORADO

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BYLAWS
OF
DANTE ALIGHIERI SOCIETY OF PUEBLO, COLORADO**

MISSION

WHEREAS, the Dante Alighieri Society of Pueblo, Colorado, a Colorado not-for-profit Corporation (the “**Corporation**” and “**Dante Pueblo**”) is hereby established pursuant to the Articles of Incorporation filed with the Colorado Secretary of State effective as of August 21, 1981 and as amended effective as of August 22, 2024 and in accordance with the Colorado Revised Nonprofit Corporation Act (Colo. Rev. Stat. Ann. §§7-121-101 to 7-137-301) and the Colorado Charitable Solicitations Act (Colo. Rev. Stat. Ann. §§6-16-101 to 6-16-114) as amended.

WHEREAS, Dante Pueblo is a non-profit organization whose origin derives from the inspiring principles and history of the Dante Alighieri Society located at Piazza Firenze, 27, Rome, Italy (the “**SDA**”), and is a member of the "Dante network" made up of all the Dante committees located around the world. Dante Pueblo is therefore constituted in compliance with local laws and in harmony with the Statutes of the SDA, of which it expressly is called to "protect and spread the Italian language and culture in the world.” In order to achieve its aims, Dante Pueblo may establish courses in Italian language and culture, disseminate and promote Italian publishing, conferences, cultural events and itineraries, artistic and musical events, award prizes and scholarships and make use of any other suitable initiatives aimed at raising the funds necessary to carry out its institutional activities and those related to them. It participates in activities aimed at illustrating the importance of the dissemination of the language, culture and creations of Italian genius and work. Dante Pueblo expressly denies the performance of activities other than those listed above, with the exception of those related to them and exercised, in any case, on a non-predominant basis.

WHEREAS, Dante Pueblo, although legally autonomous, is an expression of the "Dante Alighieri Society" (the “**SDA**”), established in Rome, Italy in 1889, erected as a non-profit organization with Reggio Decree no. 347 of 18 July 1893 and assimilated to non-profit associations of social utility pursuant to and for the purposes of Law no. 186 of 27 July 2004 of the Italian Republic. The activities of the SDA are regulated by Law no. 411 of 3 August 1985 and consist in the promotion of culture and art, for the protection and dissemination of the Italian language and culture in the world, reviving the ties of compatriots abroad with the mother country and nurturing among foreigners the love for Italian culture, civilization and language.

WHEREAS, Dante Pueblo’s membership in the "Dante Network" is subject to the signing of the Affiliation Agreement that governs the relations between Dante Pueblo and the Dante Alighieri Society headquarters. Failure to sign the Agreement or the termination of its effects for any reason will result in the prohibition of using the name of the “Dante Alighieri Society of Pueblo, Colorado”, the distinctive signs of the Dante Alighieri Society as well as the obligation, on the part of the President of Dante Pueblo, to communicate the exclusion from the "Dante Network" to all members. Dante Pueblo, which is part of the "Dante Network", is a member of the Dante Alighieri Society-Headquarters by right.

WHEREAS, Dante Pueblo’s historical and on-going mission is to (i) award scholarships to Pueblo area senior high school and university students to continue the study of the Italian language at the University level; (ii) to assist the various school boards of Pueblo with keeping Italian language classes in all of the area high schools whenever possible, and to (iii) sponsor cultural and social activities to enhance the Italian-American community of Pueblo and Southern Colorado regions.

ARTICLE I

OFFICES

Section 1.1 Business Offices. The principal office of the Corporation shall be as stated in the articles of incorporation. The Corporation may at any time and from time to time change the location of its principal office. The Corporation may have such other offices, either within or outside Colorado, as the Board of Directors (the “**Board**” and/or “**board**”) may designate or as the affairs of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered office required by the Colorado Revised Nonprofit Corporation Act (the “**Act**”) to be maintained in Colorado may be changed from time to time by the Board of Directors or by the President of the board of the Corporation, or to the extent permitted by the Act by the registered agent of the Corporation, provided in all cases that the street addresses of the registered office and of the business office or home of the registered agent of the Corporation are identical.

ARTICLE II

MEMBERSHIP

Section 2.1 Classification, Qualification, Privileges and Election of Members. To become a voting member, interested parties must fill in and sign the appropriate registration form and pay their annual dues annually. Student members may receive the status of member, together with the membership card, at the time of enrollment in a language course and are considered non-voting members. Meritorious members are designated by Headquarters in Rome on the proposal of the President of Dante Pueblo. Honorary members are appointed by a majority vote of the general membership of Dante Pueblo, on the proposal of the Board of Directors, within reason. Meritorious members and honorary members are exempt from paying the membership fee.

For Meritorious and Ordinary members, the Board of Directors of the Corporation decides on the acceptance of applications for admission in the first session following the date of submission of the registration form and the related payment of the membership fee. The decisions of the Board of Directors are final and indisputable and the Board of Directors is not required to communicate the reasons for any non-admission.

Section 2.2 Dues. The dues are determined by the Board of Directors and are in effect for one calendar year – January to January. Dues will not be pro-rated if not paid in

January. Dues shall be due and payable on or before January 16th of each year. Dues will be considered late if not paid by January 30th of each year. Members who have not paid their dues by March 1st of the calendar year will be considered delinquent and will lose the right to vote in any meetings of the members, if eligible. Additionally, they will be marked as “inactive” on the membership roster. A delinquent member may reinstate their membership by paying the current year’s dues and any past years owed. The Board may waive past dues owed by a member by a majority vote of the Board.

Section 2.3 Transfer of Membership. Membership in Dante Pueblo is non-transferable. A member shall have no ownership rights or beneficial interests of any kind in the property of the Corporation.

Section 2.4 Annual Meeting of Members. An annual meeting of the voting members will be held at a date and time specified by the Board but no later than January 31st of each year. The annual meeting of members is made up of all members registered with the Corporation and up to date with the payment of membership dues. A majority of those voting members present shall constitute a quorum at any meeting of the Corporation. Members will be given either written and/or electronic notice at least seven days before the annual meeting which will contain the agenda, the date, time and the place for the annual meeting. Proxies are allowed exclusively in favor of other members in good standing and each member cannot be the bearer of more than two proxies. A meeting of members must be convened in the event of the resignation of the President and in the case of the resignation of at least half of the members of the Board of Directors. The members may have the right and duty to act and decide upon the following as presented to the members by the Board:

- a) Approve (by January 31st of each year) the budget and the annual report drawn up by the Board of Directors.
- b) Elect the President and the available board of director seats in accordance with Article III of these bylaws.
- c) Elect delegates to vote at the annual General Assembly convened by the Headquarters in Rome.
- d) Appoint the Honorary Members, on the proposal of the Board of Directors, within reason, and assigns any functions that are also honorary.
- e) Approve any changes and/or additions and deletions to these bylaws in accordance with Section 7.5 of these bylaws .

Section 2.5 Special Meetings. A special meeting of the voting members for any purpose or purposes may be called by the President and may be called by the President upon the written request of a 3 or more voting members.

Section 2.6 Action Without a Meeting. Any action required or permitted to be taken at a meeting of the voting members may be taken without a meeting either by unanimous written consent or by written ballot. Action by unanimous written consent is taken when a consent in writing, setting forth the action to be taken, is signed by the all of the voting members

in good standing. Such consent shall have the same force and effect as a vote of the members entitled to vote thereon. Action by ballot is taken when a ballot is returned by a majority of the voting members in good standing. Action by ballot does not have to be unanimous.

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 General Powers. Except as otherwise provided in the Act, the articles of incorporation or these bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed by, its Board of Directors.

Section 3.2 Qualifications, Number, Election and Tenure.

(a) Qualifications. Each director must be a natural person who is eighteen years of age or older. A director must be a resident of Colorado.

(b) Number. The number of directors of the Corporation shall be from five (5) to nine (9) as determined by the members. Any action of the members to change the number of directors, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these bylaws and such action must satisfy the requirements for amending these bylaws as provided herein. One board seat shall be designated to be held by the immediate past president, if so chosen by said immediate past president. If the past president chooses not to hold their reserved board seat, then that seat will be considered an “at large” board position and can be filled according to the procedures contain in these bylaws.

(c) Election and Tenure. Directors shall be appointed by the voting members every two (2) years. Each director so appointed shall hold office for two (2) years until such director’s term expires and thereafter until such director’s successor shall have been elected and qualified, or until such director’s earlier death, resignation or removal.

Section 3.3 Resignation; Removal; Vacancies. Any director may resign at any time by giving written notice to the President of the board or to the secretary of the Corporation. A director’s resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned in the event of such director’s incapacity as determined by a court of competent jurisdiction. Any director may be removed at any time, with or without cause, by the voting members. Any vacancy may be filled by the voting members. A director elected to fill a vacancy shall hold the office for the unexpired term of such director’s predecessor in office. Any vacancy to be filled by reason of an increase in the number of directors may be filled by appointment by the voting members, and a director so chosen shall hold office until the next election of directors and thereafter until such director’s successor shall have been elected and qualified, or until such director’s earlier death, resignation or removal. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.4 Regular Meetings. A regular annual meeting of the Board of Directors shall be held at the time and place, either within or outside Colorado or via video conferencing, as determined by the board, for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The Board of Directors may provide by resolution the time and place, either within or outside Colorado, for the holding of additional regular meetings.

Section 3.5 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President of the board or any three (3) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place, either within or outside Colorado or via video conferencing, for holding any special meeting of the board called by them.

Section 3.6 Notice of Meetings. Notice of each meeting of the Board of Directors stating the date, time and place of the meeting shall be given to each director at such director's business or residential address at least five days prior thereto by the mailing of written notice by first class, certified or registered mail, or at least two days prior thereto by personal delivery or private carrier of written notice or by telephone, facsimile, electronic transmission or any other form of wire or wireless communication (and the method of notice need not be the same as to each director). Written notice, if in a comprehensible form, is effective at the earliest of: (i) the date received; (ii) five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; and (iii) the date shown on the return receipt, if mailed by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Oral notice is effective when communicated in a comprehensible manner. If transmitted by facsimile, electronic transmission or by other form of wire or wireless communication, notice shall be deemed to be given when the transmission is complete. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting except as otherwise provided in the Act.

Section 3.7 Quorum and Voting. A majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by the Act, the articles of incorporation or these bylaws. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice other than an announcement at the meeting, until a quorum shall be present.

Section 3.8 Voting by Proxy. For purposes of determining a quorum with respect to a particular proposal, and for purposes of casting a vote for or against a particular proposal, a director may be deemed to be present at a meeting and to vote if the director has granted a signed written proxy to another director who is present at the meeting, authorizing the other director to cast the vote that is directed to be cast by the written proxy with respect to the particular proposal that is described with reasonable specificity in the proxy. Except as provided

in this Section 3.8 and as permitted by Section 3.13, directors may not vote or otherwise act by proxy.

Section 3.9 Compensation. Directors shall not receive compensation for their services as such. However, the reasonable expenses of directors of attendance at board meetings may be paid or reimbursed by the Corporation. Directors shall be qualified to receive reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

Section 3.10 Committees. By one or more resolutions adopted by the vote of a majority of the directors present in person at a meeting at which a quorum is present, the Board of Directors may designate from among its members one or more committees, each of which, to the extent provided in the resolution establishing such committee, shall have and may exercise all of the authority of the Board of Directors, except as prohibited by the Act. The delegation of authority to any committee shall not operate to relieve the Board of Directors or any member of the board from any responsibility or standard of conduct imposed by law or these bylaws. Rules governing procedures for meetings of any committee shall be the same as those set forth in these bylaws or the Act for the Board of Directors unless the board or the committee itself determines otherwise. The committees that the board has so appointed and designated shall be listed on Annex A attached here and incorporated herein. Updates to the committees on Annex A shall be made by the manner designated in this Section 3.10. The Secretary of the Corporation shall update Annex A annually and attach updates to these bylaws as the committees are created, dissolved and/or are amended. If no updates are changes are made to Annex A, then no update shall be made. When changes are made to Annex A, such updates shall be attached hereto and incorporated herein once approved by the Board.

Section 3.11 Board of Trustees; Advisory Boards. The Board of Directors may from time to time form a Board of Trustees, as well as one or more advisory boards, committees or other bodies composed of such members, having such rules of procedure, and having such President, as the Board of Directors shall designate. The Board of Trustees would provide advice and guidance to the Board of Directors on issues of importance to the Corporation and referred to the Board of Trustees by the Board of Directors. The name, objectives and responsibilities of any other advisory board, and the rules and procedures for the conduct of its activities, shall be determined by the Board of Directors. An advisory board may provide such advice, service and assistance to the Corporation, and carry out such duties and responsibilities for the Corporation as may be specified by the Board of Directors; except that, such advisory board may not exercise any power or authority reserved to the Board of Directors by the Act, the articles of incorporation or these bylaws. Further, no advisory board shall have authority to incur any corporate expense or make any representation or commitment on behalf of the Corporation without the express approval of the Board of Directors or the President of the board of the Corporation.

Section 3.12 Meetings by Telephone and/or Video Conference. Members of the Board of Directors or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.13 Action Without a Meeting.

(a) Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if each and every member of the board or committee in writing either: (i) votes for such action; (ii) votes against such action; or (iii) abstains from voting. Each director or committee member who delivers a writing described in this Section 3.13(a) to the Corporation shall be deemed to have waived the right to demand that action not be taken without a meeting.

(b) Action is taken under this Section 3.13 only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted.

(c) No action taken pursuant to this Section 3.13 shall be effective unless writings describing the action taken and otherwise satisfying the requirements of Section 3.13(a), signed by all directors and not revoked pursuant to Section 3.13(d), are received by the Corporation. Any such writing may be received by the Corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the Corporation with a complete copy of the document, including a copy of the signature on the document. Action taken pursuant to this Section 3.13 shall be effective when the last writing necessary to effect the action is received by the Corporation unless the writings describing the action taken set forth a different effective date.

(d) Any director who has signed a writing pursuant to this Section 3.13 may revoke such writing by a writing signed and dated by the director describing the action and stating that the director's prior vote with respect thereto is revoked, if such writing is received by the Corporation before the last writing necessary to effect the action is received by the Corporation.

(e) Action taken pursuant to this Section 3.13 has the same effect as action taken at a meeting of directors and may be described as such in any document.

(f) All signed written instruments necessary for any action taken pursuant to this Section 3.13 shall be filed with the minutes of the meetings of the Board of Directors.

ARTICLE IV

OFFICERS AND SPECIAL APPOINTMENT OFFICERS

Section 4.1 Designation and Qualifications. The elected officers of the Corporation shall be:

- (i) President
- (ii) First Vice-President
- (iii) Second Vice-President
- (iv) Secretary

(v) Treasurer

One person may hold more than one office at a time. All elected officers of the Corporation must also be board members of the Corporation. All elected officers must be natural persons who are eighteen years of age or older.

The President shall have the authority to add the following Special Appointment Officers to the Corporation, which does not designate such Special Appointment Officers as board members, with the approval of the majority of the board to serve during his/her tenure as President:

- vi. Historian
- vii. Newsletter Editor
- viii. Dante.Global liaison
- ix. Marketing liaison

One person may hold more than one office at a time. All Special Appointment Officers of the Corporation may or may not also be board members of the Corporation, and such appointment(s) do not make such Special Appointment Officers board members. All Special Appointment Officers must be natural persons who are eighteen years of age or older.

Section 4.2 Election and Term of Office. The Board of Directors, or an officer or committee to which such authority has been delegated by the Board of Directors, shall elect or appoint the officer(s) at or in conjunction with each annual meeting of the Board of Directors. If the election and appointment of officer(s) shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Each officer shall hold office for two (2) year terms or until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation or removal.

Section 4.3 Compensation. There shall be no compensation for any elected or special appointment officer of the Corporation.

Section 4.4 Removal. Any officer or agent may be removed by the Board of Directors at any time, with or without cause, but removal shall not affect the contract rights, if any, of the person so removed. Election, appointment or designation of an officer or agent shall not itself create contract rights.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the President or to the Board of Directors. An officer's resignation shall take effect upon receipt by the Corporation unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. An officer shall be deemed to have resigned in the event of such officer's incapacity as determined by a court of competent jurisdiction. A vacancy in any office, however occurring, may be filled by the Board of Directors, or by any officer or committee to which such

authority has been delegated by the Board of Directors, for the unexpired portion of the term. If a resignation is made effective at a later date, the Board of Directors may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board of Directors may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 4.6 Authority and Duties of Officers and Special Appointment Officers. The officers and the special appointment officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

Elected Officers:

(a) President. The President shall (i) preside at all meetings of the Board of Directors; (ii) see that all resolutions of the Board of Directors are carried into effect; and (iii) by January 31st of each year submit to the SDA via the Dante.global intranet, with the help of the Dante.global liaison and any other Board Members as required, the annual report of activity carried out for the past year as required by the Affiliation Contract; (iv) perform all other duties incident to the office of President and as from time to time may be assigned to the President by the Board of Directors. The President shall only be elected for 2 consecutive terms. An exceptions to this rule can be made by written request to the President of the SDA who, after consulting the SDA's Central Council, can accept or refuse the extension. Should the President cease to hold office for any reason, the First Vice-President shall assume his/her functions until new elections are held according to the Section 2.4 of these bylaws.

(b) First Vice-President. The First Vice-President shall assist the President and perform all of the duties of the President in the absence of the President.

(c) Second Vice-President. The Second Vice-President shall perform all of the duties of the President in the absence of both the President and the First Vice-President.

(d) Secretary. The Secretary shall keep a correct record of all meetings of the Corporation and Board and email same to each member of the Board in a timely manner after such meetings. The Secretary shall make updates to Annex A of these bylaws as needed and required as described in Section 3.10 of these bylaws.

(e) Treasurer. The Treasurer shall (i) receive all monies of the Corporation; (ii) pay out funds only upon presentation of signed and itemized invoices and/or receipts; (iii) prepare a Treasurers Report at each meeting of the board which details the financial status of all accounts; (iv) prepare any and all tax returns, or oversee the preparation of such tax returns by a certified public accountant; (v) audit financial records of the Corporation annually.

Special Appointment Officers:

(f) Historian. The Historian shall keep a current history of the Corporation and act as custodian for the printed materials generated by the Corporation, upkeep

any and all scrapbooks of the Corporation. Such records may be kept electronically and uploaded to the Corporations website.

(g) Newsletter Editor. The Newsletter Editor shall be responsible for publishing at least four (4) newsletters per year in January, April, July and October and distributing the same to the members either via print and/or electronic means.

(h) Dante.global liaison. The Dante.global liaison shall assist the President with the communications, correspondence and requirements of the Corporation with respect to the SDA and the Dante.global platform, including but not limited to the annual report as required by the Affiliation Contract, the dante.global language learning platform, the “minisito” as defined in the Affiliation Contract between the Corporation and SDA and any other mandatory reporting requirements as defined and enumerated in the Affiliation Contract.

(i) Marketing liaison. The marketing liaison shall be in charge of all social media posting, press and publicity campaigns, email campaigns to promote events and submit same to the webmaster to be added to the Corporations website. All committee chairpersons, officers and board members shall submit information to the marketing liaison for release and publication.

ARTICLE V

FIDUCIARY MATTERS

Section 5.1 Indemnification.

(a) Scope of Indemnification. The Corporation shall indemnify each director, officer, employee and volunteer of the Corporation to the fullest extent permissible under the laws of the State of Colorado, and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 5.1. The Corporation shall have the right, but shall not be obligated, to indemnify any agent of the Corporation not otherwise covered by this Section 5.1 to the fullest extent permissible under the laws of the State of Colorado.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Corporation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these bylaws that shall not have been invalidated. Notwithstanding any other provision of these bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Corporation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 5.2 General Standards of Conduct for Directors and Officers.

(a) Discharge of Duties. Each director shall discharge the director's duties as a director, including the director's duties as a member of a committee of the board, and each officer with discretionary authority shall discharge the officer's duties under that authority (i) in good faith; (ii) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (iii) in a manner the director or officer reasonably believes to be in the best interests of the Corporation.

(b) Reliance on Information, Reports, Etc. In discharging duties, a director or officer is entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the Corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the Board of Directors of which the director is not a member if the director reasonably believes the committee merits confidence. A director or officer is not acting in good faith if the director or officer has knowledge concerning the matter in question that makes reliance otherwise permitted by this Section 5.2(b) unwarranted.

(c) Liability to Corporation. A director or officer shall not be liable as such to the Corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Section 5.2.

(d) Director Not Deemed to Be a "Trustee." A director, regardless of title, shall not be deemed to be a "trustee" within the meaning given that term by trust law with respect to the Corporation or with respect to any property held or administered by the Corporation including, without limitation, property that may be subject to restrictions imposed by the donor or transferor of such property.

Section 5.3 Conflicts of Interest.

(a) Definition. A conflict of interest arises when any "responsible person" or any "party related to a responsible person" has "an interest adverse to the Corporation." A "responsible person" is any individual in a position to exercise substantial influence over the affairs of the Corporation, and specifically includes, without limitation, directors and officers of the Corporation. A "party related to a responsible person" includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. "An interest adverse to the Corporation" includes any interest in any contract, transaction or other financial relationship with the Corporation, and any interest in an entity whose best interests may be impaired by the best interests of the Corporation including, without limitation, an entity providing any goods or services to or

receiving any goods or services from the Corporation, an entity in which the Corporation has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Corporation.

(b) Disclosure. If a responsible person is aware that the Corporation is about to enter into any transaction or make any decision involving a conflict of interest, (a “conflicting interest transaction”), such person shall: (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the Corporation of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the Corporation entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

(c) Approval of Conflicting Interest Transactions. The Corporation may enter into a conflicting interest transaction provided either:

(i) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or to a committee of the Board of Directors that authorizes, approves or ratifies the conflicting interest transaction, and the board or committee in good faith authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the board or committee, even though the disinterested directors are less than a quorum; or

(ii) The material facts as to the responsible person’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the Board members entitled to vote thereon; or

(c) The conflicting interest transaction is fair as to the Corporation.

Section 5.4 Liability of Directors for Unlawful Distributions.

(a) Liability to Corporation. A director who votes for or assents to a distribution made in violation of the Act or the articles of incorporation of the Corporation shall be personally liable to the Corporation for the amount of the distribution that exceeds what could have been distributed without violating the Act or the articles of incorporation if it is established that the director did not perform the director’s duties in compliance with the general standards of conduct for directors set forth in Section 5.2.

(b) Contribution. A director who is liable under Section 5.4(a) for an unlawful distribution is entitled to contribution: (i) from every other director who could be liable under Section 5.4(a) for the unlawful distribution; and (ii) from each person who accepted the distribution knowing the distribution was made in violation of the Act or the articles of incorporation, to the extent the distribution to that person exceeds what could have been distributed to that person without violating the Act or the articles of incorporation.

Section 5.5 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

ARTICLE VI

RECORDS OF THE CORPORATION

Section 6.1 Minutes, Etc. The Corporation shall keep as permanent records minutes of all meetings of the member and Board of Directors, a record of all actions taken by the member or Board of Directors without a meeting, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation, and a record of all waivers of notices of meetings of the member and of the Board of Directors or any committee of the Board of Directors.

Section 6.2 Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 6.3 Records In Written Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 6.4 Records Maintained at Principal Office. The Corporation shall keep a copy at its principal office of all records required to be maintained by either the Act or the Internal Revenue Code.

ARTICLE VII

MISCELLANEOUS

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be as established by the Board of Directors.

Section 7.2 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 7.3 Designated Contributions. The Corporation may accept any contribution, gift, grant, bequest or devise that is designated, restricted or conditioned by the donor, provided that the designation, restriction or condition is consistent with the Corporation's general tax-exempt purposes. Donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control over such contributions, and shall have authority to determine the ultimate expenditure or distribution thereof in connection with

any such special fund, purpose or use. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used exclusively to carry out the Corporation's tax-exempt purposes.

Section 7.4 Separate Fund for Disclaimed Property or Property Received From an Irrevocable Trust Funded by a Director. In the event the Corporation receives property (a) as the result of a qualified disclaimer for federal gift or estate tax purposes executed by a director; (b) from a charitable trust funded by a director, whether directly or indirectly, by executing a disclaimer for federal gift or estate tax purposes, (c) from a charitable lead trust funded by a director, or (d) from any other irrevocable trust funded by a director which would not be includible in such director's gross estate for federal estate tax purposes in the event of the director's death, then such property shall be segregated and held in a separate fund, in accordance with the following provisions. Each separate fund shall be administered and distributed by a separate fund committee consisting of one or more members of the Board of Directors of the Corporation other than the director whose disclaimer, or whose funding of a charitable lead trust or other irrevocable trust described above, resulted in the transfer of the subject property to the Corporation (the "Disqualified Director"). The members of such separate fund committee shall be selected by the Board of Directors, other than the Disqualified Director. The Disqualified Director shall have no right to vote or otherwise participate in any decisions relating to the composition of the separate fund committee, the administration of the separate fund, or the use or distribution of the principal or income from the separate fund. The Disqualified Director shall have no right to participate in any decision relating to amendments to the governing instruments of the Corporation that would alter this Section or otherwise affect the separate fund or the separate fund committee.

Section 7.5 Amendments. The Board of Directors may at any time and from time to time alter, amend or repeal these bylaws and adopt new bylaws, with approval of such changes being ratified by a majority vote of the voting members.

Section 7.6 References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

Section 7.7 Principles of Construction. Words in any gender shall be deemed to include the other gender; the singular shall be deemed to include the plural and vice versa; the words "pay" and "distribute" shall also mean assign, convey and deliver; and the table of contents, headings and underlined paragraph titles are for guidance only and shall have no significance in the interpretation of these bylaws.

Section 7.8 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

(END)

**ANNEX A
COMMITTEES**

(updated annually or as needed according to Section 3.10 of the Bylaws)

1. **Nominating Committee** - Vacancies for Board of Directors/Officer positions may or may not be made by a nominating committee elected by the Board of Directors. If no nominating committee is elected, then board positions and officer vacancies shall be made according to Articles II, III and IV of these bylaws. If a nominating committee is elected by the Board, then the following procedures shall be followed:
 - a) The elected nominating committee and any upcoming vacant board and/or officer positions shall be announced at the Summer Festa in August or at any general meeting of the members thereafter, but prior to the annual elections deadline in December.
 - b) The elected nominating committee shall report to the members the vacancies existing on the board and the nominations received for such at the Regional Dinner in November or at any general meeting of the members thereafter, but prior to the annual elections in December,
 - c) The election of the Board of Directors and/or officer positions shall then be voted on in person at a general meeting of the members or via an electronic email ballot prior to or in December of each year.
 - d) Elected officers will then be installed each January 1st and hold office for two-year terms.
 - e) The consent of each candidate must be obtained before their name is placed in nomination. Nominations may be made from the floor at any meeting of the members. The consent of each candidate made by nomination from the floor must also be obtained.

2. **Education Scholarship Committee** - shall handle all matters pertaining to the scholarships awarded to students in May of each year. Students are eligible for scholarships from Dante Pueblo if they meet the criteria set by this committee and as approved by the board. The criteria and process for awarding scholarships is as defined below.
 - a. **Criteria** – Scholarship applicants must fill out a scholarship application form. They are asked to write a short essay on how the Dante Scholarship will help them pursue their studies of the Italian language and culture. Applicants are also asked to attach a high school or university official transcript to their application. No late applications will be accepted. High school and university educators are asked to write a letter of recommendation for their students who applied for the award.
 - b. **Process** – After the application deadline of each year, the Education Scholarship Committee will convene and evaluate all applications. The committee will determine the eligibility of each candidate and prepare an acceptance or rejection

letter for the applicants. High school and university educators will be notified of the status of their students' applications.

3. **Italian Class Coordinator** – shall establish and supervise the Italian classes and organize and promote sessions. These lessons will be held on an ad hoc basis and be offered to the Dante Pueblo membership. The classes will be offered in a space that supports instructional technology and provides free parking to participants. A nominal fee may be required by participants to support course materials.
4. **Membership Committee** – shall handle all matters pertaining to membership such as
 - a. provide information and assistance regarding membership in general;
 - b. assist in onboarding new members to Dante Pueblo;
 - i. draft welcome letters
 - ii. send membership cards
 - iii. adding new members to the headquarters intranet, with the assistance of the Dante Global liaison as needed
 - c. correspond with potential new members and give them information about joining Dante Pueblo;
 - d. update the membership roster as new members join and as current members become inactive (including the birthdates of new members);
 - e. be responsible for all communications in the event of congratulatory occasions, illness, or death of any member or their immediate family;
 - f. welcome guests and provide name tags at all social functions.
 - g. hold an annual membership recruitment event at the Dante Pueblo's expense
5. **Finance Committee** – shall be responsible for the following:
 - a. prepare the annual budget;
 - b. make recommendations for financial investments to the executive board;
 - c. audit all financial records of the organization on a monthly basis and at the end of each calendar year, reporting its findings to the board;
 - d. work in conjunction with other committees to ensure financial feasibility of all events and projects;
6. **Summer Festa Committee** – shall be responsible for planning and running the Summer Festa in August of every year.
7. **Regional Dinner Committee** – shall be responsible for planning and running the Regional Dinner in November of every year.
8. **Christmas Party Committee** – shall be responsible for planning and holding a Christmas Party in December every year.
9. **Correspondence Committee** – shall be responsible for making telephone calls to Members informing them about meetings, events or elections, writing thank you notes, and any other membership correspondence either written or verbal as requested and in conjunction with Board Members and/or Committee chairs as deemed necessary.

DANTE ALIGHIERI SOCIETY OF PUEBLO, COLORADO

BYLAWS CERTIFICATE

The undersigned certifies that he is the President of the Board of the Dante Alighieri Society of Pueblo, Colorado, a Colorado nonprofit Corporation, and that, as such, the undersigned is authorized to execute this certificate on behalf of said Corporation, and further certifies that attached hereto is a complete and correct copy of the presently effective bylaws of said Corporation.

Dated: October 1st, 2024.

Signed by:

769B57393516425

Name: Dr. Chris Picicci

Title: President