

BYLAWS¹ OF THE CULTURAL ASSOCIATION “ASSOCIATION OF AMERICAN COLLEGE AND UNIVERSITY PROGRAMS IN ITALY- (A.A.C.U.P.I.)”

ESTABLISHMENT – HEADQUARTERS – DURATION – PURPOSE

ARTICLE 1 – ESTABLISHMENT AND HEADQUARTERS

The cultural association called the “Association of American College and University Programs in Italy” (A.A.C.U.P.I.) is hereby established with headquarters in Rome, Corso Vittorio Emanuele II, n° 110 (in care of the Hotel Tiziano); it is governed by these Bylaws and by the legal norms in effect regarding such matters.

ARTICLE 2 – THE NATURE OF THE ASSOCIATION

The Association is voluntary and is non-profit. The Association may participate as a member of other associations or entities that have similar purposes.

ARTICLE 3 – THE DURATION OF THE ASSOCIATION

The duration of the Association is limited to December 31, 2100. It can be changed by decision of the Extraordinary Assembly.

¹ Translation by James Zarr

ARTICLE 4 – THE PURPOSES OF THE ASSOCIATION

The purpose of the Association is to safeguard the instructional goals and the moral, social and legal interests of the universities (“Universities”) and institutions of higher education at the university level (“Colleges”) from the United States and Canada, as defined below in Article 5, that carry out localized cultural activities of education and research in Italy.

By way of example, the Association shall perform the following activities:

1. promote any action aimed at encouraging the creation of such programs of study, education and research in Italy;
2. represent the common interests of Association members before public and private bodies and agencies, both in Italy and in the United States and Canada, both on the national and on the local level;
3. promote and encourage the interchange of knowledge and activities in the context of culture and education between the United States of America and Canada on one hand and the Republic of Italy on the other;
4. develop contacts between its own members and corresponding Italian cultural and educational entities;
5. organize roundtables, conventions, conferences, lectures, seminars, and debates that are of a cultural nature or, in any event, of interest to its members.

MEMBERSHIP

ARTICLE 5 – REQUIREMENTS FOR MEMBERSHIP AND ADMISSION OF NEW MEMBERS

5.1 – Only universities (“Universities”) and institutes of higher education at the university level (“Colleges”), both public and private, may be Active Members of the Association; they must be headquartered in the United States or in Canada, and they must be validly established there and operate as non-profit entities and be duly accredited by one of the following agencies:

1. MIDDLE STATES ASSOCIATION OF COLLEGES AND SECONDARY SCHOOLS
2. NEW ENGLAND ASSOCIATION OF SCHOOLS AND COLLEGES
3. NORTH CENTRAL ASSOCIATION OF COLLEGES AND SECONDARY SCHOOLS
4. NORTHWEST ASSOCIATION OF SECONDARY AND HIGHER SCHOOLS
5. SOUTHERN ASSOCIATION OF COLLEGES AND SCHOOLS
6. WESTERN ASSOCIATION OF SCHOOLS AND COLLEGES

as institutes of higher education and/or research at the university level, even if they are established in Italy in the form of a consortium. These active members carry out localized cultural activities in education and research in Italy, by means of their affiliation, for their own students, researchers and/or scholars, generally citizens of the United States or of Canada, by organizing academic programs of study, research and instruction (“programs”) or study and research centers.

These programs and study and research centers in Italy may be organized independently or in cooperation or association with one or several Universities or Colleges.

These programs give credit in the United States or in Canada for all courses conducted at their Italian sites to the students enrolled in them.

Scholarly associations that are duly recognized and accredited in the United States or in Canada, such as the Vergilian Society, may also be active members.

5.2 – Those universities and/or colleges that wish to be part of the Association, even though they do not possess all or some of the requirements given in point 5.1, may be Associate Members.

Such members must apply for admission in the way specified under point 5.6 and must pay the association dues.

5.3 – The status of Honorary Member may be conferred on eminent individuals, such as high-ranking individuals or persons who have rendered noteworthy service to the Association, at the proposal of the

Steering Committee and by majority vote of the General Assembly. Honorary members are exempt from paying any dues.

5.4 – The entities that are members of the Association, at the time they join, must indicate the physical person who legally represents it to the Association. Said individual, in his or her official capacity, is considered to reside at the Italian site of the member entity and, furthermore, the latter is obliged to notify the Association of any changes in its location or its representative.

5.5 – Membership in the Association is free and voluntary, but it commits the members to respect the resolutions made by its representative bodies, according to the areas of competence defined in these Bylaws.

5.6 – To be admitted as a member, application must be made to the Steering Committee. The applicant must provide proof that it possesses all the requirements given in Paragraph 1 of this article. The Steering Committee decides on the admission of the member by a majority of at least two thirds of its members. The decisions of the Steering Committee are not subject to appeal and do not need to be justified.

The Steering Committee is to send a registered letter with notification of receipt to the applicant informing that the application has been accepted. Within thirty days the applicant must pay the membership dues.

5.7 – Membership status may be revoked for the following reasons:

- because of withdrawal from the Association, to be communicated in writing at least three months before the end of the membership year;
- because of a lapse, that is, because of losing any one of the requirements on which admission was based;
- by a vote of expulsion, proposed by the Steering Committee to the Assembly, for verified reasons of incompatibility, for having violated the norms and obligations of these Bylaws, or for other reasons that render the member unworthy; for this purpose, the Steering Committee, within the first month of every membership year, is to revise the list of members;
- for late payment of dues.

5.8 – The association fee or dues, which cannot be reassessed, may not be transferred by means of an “inter vivos” instrument.

ARTICLE 6 – THE ORGANS OF THE ASSOCIATION

The organs of the Association are:

- The Assembly
- The President
- The Secretary-Treasurer
- The Steering Committee
- The Election Committee.

THE ASSEMBLY

ARTICLE 7 – PARTICIPATION IN THE ASSEMBLY

The Assembly of Members is the sovereign body of the Association and it consists of all the enrolled members that have paid their membership dues.

The Assembly is convened by the Steering Committee no fewer than three times a year, and of these, at least once by October 31 to approve the previous year’s balance sheet and to present the budget for the current year, as well as to appoint association officers.

In addition, the Assembly may be convened, either in ordinary or extraordinary session:

- a) by decision of the Steering Committee;
- b) at the request, addressed to the President, of at least one third of the total number of members.

ARTICLE 8 – CONVENING THE ASSEMBLY

Both ordinary and extraordinary Assemblies are convened by the Steering Committee by means of a registered letter sent to the members at least fifteen days before the meeting at the legal address contained on

the list of members composed annually in keeping with Article 5. If the matter is urgent, the Assembly may be convened by telegram with five days' notice.

In the notice convening the Assembly, the day, time and place of the meeting must be specified, both for the first call to assembly and for the second, along with the order of business. The Assembly preferably is to be held at the sites of the members on a rotational basis in alphabetical order.

In the absence of the above procedures, the Assembly is considered regularly convened when all the members and all the members of the Steering Committee are present; nevertheless, in this event any of the participants may oppose the discussion of those subject concerning which he or she does not feel adequately informed.

ARTICLE 9 –THE CONSTITUTION AND DECISIONS OF THE ASSEMBLY

The Assembly in ordinary session: in the 1st call to assembly, the Assembly is validly constituted when at least one half plus one of the members are present or represented; in the 2nd call to assembly, it is validly constituted whatever the number of members, and it decides by a majority of those present.

The Assembly meeting in extraordinary session: in the 1st call to assembly, the Assembly is validly constituted when at least two thirds of the members are present, and it decides by the favorable vote of the majority of the members present or represented; in the 2nd call to assembly, it is validly constituted when at least half of the members are present, and it decides by a majority of the members present or represented.

Only in the case of dissolution of the Association, the Assembly decides by the favorable vote of 3/4 (three fourths) of the members.

Each member has the right to one vote and may be represented exclusively by another member by means of written proxy.

The President is to verify the validity of the proxies, which are to be kept, in every case, in the Association's archives.

The accumulation of more than eight proxies is forbidden, and absentee ballots are not allowed.

The Assembly is presided over by the President, and in his or her absence, by the Secretary, and in the absence of the latter, by a member of the Steering Committee or by an individual designated by the Assembly.

In addition, the President has the option, when he or she feels it is appropriate, to call on a notary or another person who is not a member to keep the minutes of the Assembly, acting as Secretary. The presence of a notary as secretary is obligatory for extraordinary assemblies.

Decisions made by a majority as provided in Article 10 are binding for the minority as well, although the individual members retain their right to withdraw.

ARTICLE 10 – THE FORM OF VOTING IN THE ASSEMBLY

The Assembly normally votes by a show of hands.

At the proposal of the President and for matters of particular importance, the vote may be taken by secret ballot. In this case, the President may also select two tellers from among those present.

ARTICLE 11 – THE DUTIES OF THE ASSEMBLY

The Assembly has the right:

- a) in ordinary session:
 - to appoint the association's officers;
 - to discuss and decide on the annual budget and on the reports of the Steering Committee;
 - to set, at the proposal of the Steering Committee, the entrance fees and the membership dues, as well as the penalty for late payment;
 - to decide on directives of a general nature for the Association on the activities it has carried out or will in its various areas of competence;
 - to decide on any other matter of an ordinary nature set before it by the Steering Committee for its approval;

b) in extraordinary session:

- to decide on the dissolution of the Association;
- to decide on a proposal to change the Bylaws;
- to decide on the transfer of the Association's headquarters;
- to decide on any other matter of an extraordinary nature set before it by the Steering Committee for its approval.

THE PRESIDENT

ARTICLE 12 – THE DUTIES OF THE PRESIDENT

The Assembly elects a President preferably but not necessarily from among the members based on the nominations provided by the Election Committee.

The President is the legal representative of the Association to third parties and in court, as well as to all governmental and judicial authorities, and the President signs for the Association.

The President may appoint and dissolve committees as needed.

The President may grant either members or third parties special powers of attorney or transaction proxies for specific acts or types of acts.

The President, in particular, supervises the implementation of the decisions of the Assembly and the Steering Committee, and he or she is responsible for maintaining the archives.

The President does not have any power of extraordinary administration in any case; furthermore, he or she may not:

- a) contract debts of any kind, with the exclusion of commercial debts no greater than ten thousand euros assumed for the purchase of goods and/or services needed for the normal operation of the Association;
- b) grant any liens, mortgages, or privileges whatsoever on the goods that form the assets of the Association, nor grant guarantees and/or backing in its name.

For all of the above, the President must necessarily ask beforehand for the approval of the Assembly of members.

The President's term of office is for two years, with the possibility of re-election.

He or she may hire or fire staff as required to carry out the Office of President.

If the President resigns or is seriously impeded, as determined by a majority of the Steering Committee, the same Committee is to elect a President to serve until the next ordinary Assembly.

THE SECRETARY-TREASURER

ARTICLE 13 – THE DUTIES OF THE SECRETARY-TREASURER

The Assembly elects a Secretary-Treasurer from among the members, based on the nominations provided by the Election Committee.

The Secretary-Treasurer sees to the economic management of the Association itself, in keeping with the operating instructions that the Steering Committee may issue, while retaining those statutory powers and duties that belong to the Office.

The Secretary-Treasurer's term of office is for two years, with the possibility of re-election, and he or she may hire and fire staff as needed to carry out the Office of Secretary-Treasurer.

The Secretary-Treasurer does not have any power of extraordinary administration in any case; furthermore, he or she may not:

- a) contract debts of any kind, with the exclusion of commercial debts no greater than fifteen million liras assumed for the purchase of goods and/or services needed for the normal operation of the Association;
- b) grant any liens, mortgages, or privileges whatsoever on the goods that form the assets of the Association, nor grant guarantees and/or backing in its name.

For all of the above, the Secretary-Treasurer must necessarily ask beforehand for the approval of the Assembly of members.

THE STEERING COMMITTEE

ARTICLE 14 – THE DUTIES OF THE STEERING COMMITTEE

The Steering Committee has the ordinary and extraordinary administration of the Association.

The Steering Committee is composed of a variable number of members, with a minimum of four and a maximum of twelve, chosen by the Assembly of members; the term of office is for two years with the possibility of re-election.

The Assembly that appoints the Committee members also sets their number. The Committee elects the President and the Secretary-Treasurer from among its members if the Assembly has not done so.

The Steering Committee is to meet, always at the first call to order, if possible once every two months, and in any event whenever the President feels it is necessary or when at least four members of the Committee request it.

The Steering Committee, in keeping with the laws in force, prepares the annual financial statement, accompanying it with a report on the handling of the past year and forecasts for the coming membership year.

The meetings and decisions of the Steering Committee are recorded in minutes to be signed by the President and by the Secretary.

THE ELECTION COMMITTEE

ARTICLE 15 – MEMBERSHIP

The Election Committee consists of three active members appointed by the Steering Committee at least three months prior to the election of a new President or new Secretary-Treasurer.

ARTICLE 16 – FUNCTION

The Election Committee's function is to collect nominations, suggestions and recommendations from all the members concerning the person to the

named President or Secretary-Treasurer and to propose, for that purpose, one or more nominations to the Assembly that meets to elect them.

The Committee members may carry out this duty separately, but each is bound to communicate to the other members the results of their conversations in order to provide the Assembly with their joint nominations.

The opinion expressed by the Election Committee is not binding, even when it is expressly required by the Bylaws.

The Election Committee has finished its function and must, therefore, be considered automatically dissolved as soon as the Assembly has named the President or Secretary-Treasurer.

FINANCES AND ASSETS

ARTICLE 17 – ASSOCIATION INCOME

The income of the Association consists exclusively of:

- a) the entrance fee to be paid when the application for admission as an Association member is accepted;
- b) the ordinary annual dues, to be established yearly by the ordinary Assembly on the recommendation of the Steering Committee;
- c) extraordinary assessments as needed, decided by the Assembly with respect to specific initiatives that require funds in excess of those in the ordinary budget;
- d) voluntary payments by the members;
- e) agreements, grants, generosity and bequests by third parties or by members, voluntary contributions and extraordinary donations;
- f) contributions from governmental agencies, from local entities, from credit institutions, and from entities generally speaking.

The dues must be paid in advance in one payment by November 30 of each year.

ARTICLE 18 – THE LENGTH OF THE DUES PERIOD

Dues are owed for the entire academic year in progress, no matter when new members actually join.

A member who withdraws, or who ceases to be part of the Association for any reason, is required to pay the association dues for the entire academic year in progress.

ARTICLE 19 – THE RIGHTS OF ACTIVE MEMBERS TO THE ASSOCIATION’S ASSETS

Any member who ceases to be part of the Association for any reason whatsoever loses any right to the Association’s assets.

FINAL AND GENERAL CONSIDERATIONS

ARTICLE 20 – THE MEMBERSHIP YEAR

The membership year begins on the 1st of October of each year and ends on the 30th of September of the following year.

The administration and keeping of the Association’s books is entrusted to the Secretary-Treasurer, according to the directions of the President and of the Steering Committee.

Unless specifically provided otherwise by law, the Association may not, for as long as it remains in effect, distribute any profits or management surpluses, not even indirectly, nor any funds, reserves, or capital.

ARTICLE 21 – DISSOLUTION AND LIQUIDATION

In the case of the dissolution of the Association, the Assembly is to designate one or more receivers, establishing their powers.

The assets of the Association at the end of the liquidation are to be turned over to another entity which has a similar goal of public service, after having heard the opinion of the oversight body mentioned under Article 3, Paragraph 190, of Law N° 662 of 23 December 1996, unless another destination is required by law.

Special norms for the working and execution of these Bylaws may be established as needed by means of internal regulations, to be developed under the supervision of the Steering Committee and to be approved by the ordinary Assembly.

ARTICLE 22 – THE BOARD OF ARBITERS

Any disagreement that may arise between the Association and its members, or the entities of the Association, resulting from or related to the execution of these Bylaws, as well as any decision of the Assembly, with the exception of those disagreements which, by law, may not be subject to compromise, is deferred to the decision of a board of arbiters composed of three members; each of the opposing parties is to name one arbiter, and the third is to be chosen by the common agreement of the first two. In the absence of agreement, the third arbiter is to be appointed by the President of the Rome Tribunal, who also is to name the arbiter on behalf of any party that has not done so. The arbiters decide *ex bono et equo*, without any procedural formalities, except in those cases covered by law.

ARTICLE 24 – RECOURSE

For all matters not covered by these Bylaws, recourse is to be made to the legal norms and general principles of Italian law.

Signed: Portia Anne Prebys

Signed: Simone Ghinassi, Notary.

Registered in Florence 3
at the Office of Civil Records

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