AMENDED AND RESTATED BYLAWS OF

Dante Alighieri Society, Inc. - Michigan Chapter

(A MICHIGAN NON-PROFIT CORPORATION)

EFFECTIVE: DECEMBER 6, 2026

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BYLAWS OF
Dante Alighieri Society, Inc. - Michigan Chapter
(A MICHIGAN NON-PROFIT CORPORATION)

ARTICLE 1
Name and Purposes

1.1 Name. The name of the corporation is Dante Alighieri Society, Inc. - Michigan Chapter (the "Corporation"). The business of the corporation may be conducted under such assumed names as duly authorized by the Board of Directors. The Corporation shall be organized as a nonstock, directorship entity pursuant to the Michigan Nonprofit Corporation Act, codified at MCL 450.2101 et seq (the "Act").

1.2 Purposes. The purposes for which the Corporation is organized are:

(a) To promote and preserve the Italian language and culture in the Italian-American community, as well as in the community at large.

(b) To operate exclusively for the purposes set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c) (3).

(c) To receive and administer funds, to acquire, to own, to invest, to dispose of, and to deal with real and personal property and interests therein, and to apply gifts, grants, contributions, bequests and devises, and the income and proceeds thereof, in furtherance of the purposes of the corporation with all the powers conferred upon it by the provisions of the Michigan Nonprofit Corporation Act (the "Act") and by the Articles of Incorporation and the Bylaws of the Corporation.

(d) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3), or by a corporation, contributions to which are deductible under Code Section 170(c)(2).

(e) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in this Article.

(f) No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence Legislation, (except as provided in Code Section 501(h) and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

1.3 Sources of Support. The corporation shall seek its financial support from membership revenues, gifts, grants, contributions, bequests, and devises from corporations, foundations, and the general public, as well as grants or contributions from local, state, and federal governments.

1.4 Dissolution. In the event of dissolution of the Corporation, the Board of Directors shall cause the assets of the Corporation to be distributed as follows:

(a) All liabilities of the Corporation shall be paid, or adequate provision shall be made for their payment;

(b) All of the Corporation's remaining assets, real or personal, shall be distributed to one or more charitable organizations qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, as determined by the Board of Directors, provided that such organizations support educational or cultural purposes consistent with the mission of the Corporation.

ARTICLE 2
Offices

2.1 Registered Office. The principal office of the Dante Alighieri Society of Michigan shall be located at the official DAS Michigan Chapter headquarters, as designated and approved by the Board of Directors. The registered address may be updated by Board resolution as needed.

2.2 Other Offices. The corporation may have other offices as the Board of Directors shall determine from time to time.

ARTICLE 3
Membership

3.1 Non-Voting Membership. The Board of Directors may approve classes of non-voting members with rights, privileges, and obligations established by the Board and as amended from time to time by majority vote of the Board of Directors. Members may be individuals, businesses, and other organizations that seek to support the mission of the Corporation. The Board of Directors, a designated committee of the Board of Directors, or any duly elected officer authorized by the Board of Directors, shall have authority to establish all policies for member admission to the Corporation, including but not limited to determining membership fees, if any. At no time shall member information be shared with or sold to other organizations or groups without the member's consent. At the discretion of the Board of Directors, members may be given endorsement, recognition and/or media coverage at fundraising activities, clinics, other events or on the Corporation website. Members are not authorized to conduct business, enter into contracts, vote, or otherwise exercise management or operational control over the Corporation.

3.2 Membership Fees. The membership fees shall be determined from time to time by the Board of Directors.

3.3 Categories of Membership. There shall be eight (8) categories of membership.

(a) **Individual Members**. These are individuals over eighteen (18) years old.

(b) **Family Members.** These are couples and couples with children less than eighteen years old.

(c) **Senior Members.** These are individuals over sixty-five (65) years old.

(d) **Student Members.** These are individuals who are full-time students.

(e) **Patron Members.** These are individuals who choose to pay patron dues. Patron dues are two times the individual member dues.

(f) **Life Members.** These are individuals or couples who choose to pay the lifetime dues in an up-front lump sum. Life membership dues are at least five times the individual member dues.

(g) **Corporate Members.** These are organizations such as corporations, trusts, associations, or alike entities seeking membership as bodies and not individually. Corporate members are not entitled to vote. Corporate membership dues are ten times the "individual" members' dues.

(h) **Honorary Members.** The Board of Directors may award honorary membership to certain individuals, in recognition of outstanding contribution to the community and commitment to the purposes of the corporation. Honorary Members shall pay no fee.

3.4 Meetings. Any membership meeting may be held at any place (either within or outside of the State of Michigan) and at such time as is designated in the notice of the meeting.

ARTICLE 4
Board of Directors

4.01 Number of Directors. The Corporation shall have a Board of Directors consisting of at least 3 and no more than 13 Directors.

4.02 Powers. The business, property, and affairs of the Corporation shall be managed by the Board of Directors.

4.03 Terms.

(a) All Directors shall be elected to serve a two-year term; however, the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately half the number of Directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of Directors elected at an annual meeting shall commence January 1st of the year following the election unless otherwise specified by the electing Board.

4.04 Qualifications and Election of Directors. In order to be eligible to serve as a Director on the Board of Directors, an individual must be at least 18 years of age and have completed at least two (2) years of volunteer service with the Corporation. Directors shall be elected by the Board of Directors by the majority vote of the then-current Board of Directors. The election of Directors to replace those who have fulfilled their term of office shall take place in December of each year.

4.05 Vacancies. The Board of Directors may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a Director or may appoint new Directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws. Vacancies in the Board of Directors due to resignation, death, or removal shall be filled by the Board at its first meeting after such vacancy occurs and shall appoint a substitute Director for the balance of the term of the Director being replaced.

4.06 Removal of Directors. Any elected Director may be removed from office with or without cause at any meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors then in office.

4.07 Board of Directors Management.

(a) The Board of Directors shall be managed by the Chairperson, who shall be the presiding authority of the Board of Directors, responsible for leading Board operations, ensuring corporate governance, and acting as the primary liaison between the Directors and officers. The initial Chairperson shall be Consiglia Adelfi. The Chairperson of the Board of Directors shall be elected by the majority vote of Directors at the annual meeting each year.

(b) The Board shall hold a minimum of four (4) regular meetings each calendar year at times and places fixed by the Board Chairperson. Written notice of the time and place of all meetings of the Board of Directors shall be given to each Director by electronic mail at the email address provided to the Corporation by the Director upon election to the Board of Directors. Notice shall be given not less than three (3) days' nor more than thirty (30) days' prior to the meeting. Notwithstanding the foregoing, a Director may request to receive notices via USPS First Class Mail by providing a physical address for notices upon their election to the Board of Directors. A Director's attendance at or participation in a meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting, or when he or she arrives, objects to the meeting or the transacting of business at the meeting and after objecting does not vote for or assent to any action taken at the meeting. Unless required under these Bylaws, notice or a waiver of notice of a meeting does not have to specify the business to be transacted or the purpose of, the regular or special meeting. Special meetings may be called by the Chairperson of the Board, Executive Director, Vice President, Secretary, Treasurer, or any two (2) other Directors of the Board of Directors. A special meeting must be preceded by at least 2 days' notice to each Director of the date, time, and place, but not the purpose of the meeting.

4.08 Manner of Acting.

(a) Quorum. A majority of the Directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the Board of Directors.

No business shall be considered by the Board of Directors at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(c) Deadlocked Board Decisions. On the occasion that Directors of the Board are unable to make a decision based on a tied number of votes, the Chairperson shall hold the deciding vote based in his/her sole discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, Directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed upon by all Directors in writing, which consents shall be filed with the minutes of the Board meeting. For purposes of this section an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of Directors gives consent.

4.09 Compensation for Board Service. Directors shall receive no compensation for carrying out their duties as Directors. The Board of Directors may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board of Directors responsibilities, such as travel expenses to attend meetings.

4.10 Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and approved by a majority vote of non-interested Directors in accordance with the Board Conflict of Interest policy and State of Michigan law.

4.11 Director and Officer Insurance. Nothing contained in these Bylaws shall be construed to prevent the Corporation from purchasing a director and officer insurance policy at commercially reasonable rates and terms.

ARTICLE 5
Officers

5.1 Officers. The officers of the corporation shall be President, Vice President, Secretary, Corresponding Secretary, and Treasurer, each of whom shall be chosen from among the Directors, and who shall be elected by the Board of Directors. The Board of Directors may appoint such other officers as it deems advisable, who need not be directors and who shall have such authority and shall perform such duties as may be prescribed by the Board.

Any two or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity. In addition to the powers set forth in these Bylaws, the officers shall have such authority and shall perform such duties as may be determined by the Board of Directors.

5.2 Term of Office and Vacancy. Each officer shall serve for a term of two (2) years. Any officer may serve consecutive terms. A vacancy in any office shall be filled by a vote of the Board of Directors. A person elected to fill a-vacancy shall serve for the balance of the unexpired term.

5.3 Removal. Any officer may be removed at any time, with or without cause, by the vote of a majority of the Board of Directors.

5.4 Duties of Officers. The duties of all officers shall be as set forth in these Bylaws and as specifically established by the Board of Directors from time to time.

(a) President. The President shall attend all meetings of the Corporation and its Board of Directors, shall act as the chief executive officer of the corporation, and, subject to the direction of the Board of Directors shall have general powers of supervision and management of the affairs of the corporation. The president shall appoint the chairperson of all committees and shall be an ex-officio member of all committees.

(b) Vice President. In the absence or disability of the president or in the event of (and during the period of) vacancy in that office, the Vice President shall have the powers and perform the duties of the President.

(c) Secretary. The secretary shall cause a record to be kept in permanent form of all meetings of the Board of Directors and shall send out notices of all membership and Board of Director meetings.

(d) Corresponding Secretary. The Corresponding Secretary shall be responsible for all correspondence with the Società Dante Alighieri in Rome, Italy.

(e) Treasurer. The Treasurer will have general charge of the corporation's finances. When necessary and proper, the treasurer will endorse, on behalf of the corporation, all checks, drafts, notes, and other obligations and evidences of the payment of money to the corporation or coming into his or her possession; will deposit the same, together with all other funds of the corporation coming into his or her possession, in such bank(s) as may be selected by the Board of Directors. The Treasurer will keep full and accurate account of all receipts and disbursements of the corporation in books belonging to the corporation, which will be open at all times to the inspection of the Board of Directors, will present to the Board of Directors at its annual meeting a report as Treasurer, and will make such other reports to the Board of Directors as it may require.

5.5 Compensation. The compensation of all agents, employees, officers and representatives of the corporation shall be fixed by the Board of Directors or in accordance with the method for such determination which is established by it.

ARTICLE 6
Committees

6.1 Standing Committees. The committees listed below shall constitute the Standing Committees of the Corporation. The Board may create ad hoc and/or special committees as needed, such as fundraising, housing, etc. The President of the Board shall appoint all committee chairs. Each committee chair shall appoint the members of the committee among the members of the corporation. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these Bylaws, the Articles of Incorporation, or state law. Minutes of all committee meetings shall be taken and kept in the Corporation's books and records as prescribed by the Board of Directors.

(a) **Education Committee**. The Education Committee shall be responsible for developing and implementing programs and strategies to be used in promoting and preserving the Italian language.

(b) **Cultural Committee.** The Cultural Committee shall promote and develop cultural activities such as lectures, concerts, exhibits and other cultural events.

(c) **Membership and Nominating Committee.** This Committee shall contact members interested in serving on the Board of Directors, and it will present a slate of candidates at least sixty (60) days before the annual meeting. It shall also be responsible for soliciting membership in the community at large.

(d) **Development Committee.** The Finance Committee shall prepare the budget for the Corporation and establish policies and plans far; the procurement of operational funds. It shall propose to the Board of Directors such campaigns or drives for raising amounts of money as it deems appropriate but shall organize and oversee at least one (1) fundraising campaign each fiscal year.

6.2 Reports of Committees. The studies, findings, and recommendations of all committees will be reported to the Board of Directors for consideration and action except as otherwise ordered by the Board of Directors.

ARTICLE 7
Fiscal Year

7.1 Fiscal Year. The fiscal year of the corporation shall be determined from time to time by the Board of Directors.

ARTICLE 8
Miscellaneous provisions

8.1 Expenditure Approval. The Board of Directors shall designate officers to approve expenses and sign checks, drafts, or other obligations for the payment of money.

8.2 Borrowing. No loans and no renewals of any loans shall be contracted on behalf of the Corporation except as specifically authorized by a majority vote of the Board of Directors. The authority contained in this section shall be express and confined to specific instances.

8.3 Società Dante Alighieri – Sede Centrale Compliance. The Operational Regulations of

the Società Dante Alighieri – Sede Centrale in Rome, the Convenzione di Affiliazione, and the PLDIA Center Agreement, as amended from time to time, are hereby incorporated by reference ("Central Documents"). The Corporation shall at all times comply with the Central Documents. To the extent that a conflict arises between the terms of these Bylaws and the Central Documents, the Central Documents shall prevail.

8.4 Corporate Seal. The Board of Directors may prescribe a suitable seal for the corporation. If a seal is prescribed, it may be used by causing it or a facsimile to be affixed, impressed or reproduced in any other manner.

8.5 Bylaws Amendments. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board of Directors, provided, however:

(a) that no amendment shall be made to these Bylaws which would cause the Corporation to cease to qualify for tax-exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code; and

(b) that an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors requires ratification by a two-thirds vote of a quorum of Directors at a Board of Directors meeting; and

(c) that all amendments be consistent with the Central Documents and Articles of Incorporation.

Any provision of these Bylaws that requires the vote of a larger proportion of the directors than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

8.6 Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions taken by Board of Directors without a meeting, and a record of all actions taken by committees of the Board. In addition, the Corporation shall keep a copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

8.7 Conflict of Interest Policy. The Corporation shall maintain and periodically review for updates a conflict of interest policy, which conflict of interest policy shall be disseminated to all officers and Directors upon election or appointment, as applicable.

CERTIFICATE OF ADOPTION OF BYLAWS

I do hereby certify that the above stated Bylaws of Dante Alighieri Society – Michigan Chapter were approved by the Dante Alighieri Society – Michigan Chapter on Sunday, December 6, 2026 and constitute a complete copy of the Bylaws of the corporation.

Secretary _____
CHIARA BUCCHI

Date: December 6, 2026