



ESB Italian National Chapter: By-Laws

Article I: Inconsistencies

If these By-Laws are in conflict with the terms of the ESB Statutes and By-Laws, the terms of the latter shall prevail.

Article II: Members

Any ESB active or student member in good standing and affiliated to an organisation located in Italy is also a rightful member of the Italian National Chapter of the ESB. The same applies to corporate members whose legal site is located in Italy, and to honorary and senior members who are resident in Italy. ESB members of Italian nationality, but working or resident in other countries, can also join the Chapter by sending a request to the President of the Chapter. Should a member of the ESB Italian National Chapter want to stop belonging to the Chapter, (s)he shall inform the Executive Board of the ESB Italian National Chapter in written form (typically by email). The information shall be then transferred to the ESB Council.

Article III: Meetings of Members

All members in good standing of the Chapter may attend the General Assembly of the Chapter.

The General Assembly is to be held every year, in a place and time decided by the Executive Board of the Chapter, and is chaired by the President of the Chapter, or, if absent, by other member of the Executive Board delegated by the President. Notification of the General Assembly of the Chapter, together with the Agenda as set by the Executive Board of the Chapter, shall be sent to each member not less than thirty and not more than fifty days prior to the date of the meeting.

The President, or the majority of the Executive Board members, or at least one tenth of the Chapter members may convene an extraordinary meeting of the Chapter.

Article IV: Executive Board of the Chapter

The operations of the Chapter shall be managed by an Executive Board. The Executive Board has and exercises all the powers and authority of supervision and management provided for by the By-Laws.

The Executive Board shall comprise three members. Additional members, *ex officio*, of the Executive Board shall be the Members of the ESB Council, who are also members of the ESB Italian National Chapter. The Executive Board elects among its members a President.

The members of the Executive Board shall be elected for two years by the affirmative secret vote of a majority of the attending members in good standing at the General Assembly. The candidates can be proposed by the Executive Board or by the members. Proposals from the members are to be submitted to the President of the Chapter at least three weeks before the meeting where the vote is to take place. Only active members in good standing and resident in Italy may be elected to the Executive Board.

Each Executive Board member shall hold office until his/her successor shall have been duly elected or appointed and shall have qualified.

The Executive Board, by appropriate vote of two-thirds of its number, may determine the amount of annual dues, if any, payable to the Chapter by members of each class, except senior members and honorary members. Any annual Chapter fee shall not exceed 20% of the ESB annual fee.

Article V: Amendments to the By-Laws of the Chapter

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a majority of the active members of the Chapters in good standing at any General Assembly. The new By-Laws shall be submitted to the ESB Council, which might impose specific changes under its unquestionable judgement, if potential conflicts with the Statutes and By-Laws of the ESB are identified.

Article VI: Dissolution of the Chapter

The Chapter may be dissolved i) by the ESB Council or ii) at a properly constituted extraordinary meeting of the Chapter specially convened for this purpose. In the latter case, at least 20% of the total Chapter members must be present. A resolution to dissolve the Chapter must be proposed by the Executive Board of the Chapter or by 10% of the total members or at least 10 members of the Chapter, whichever is the greater. The resolution is passed if it gains the vote of at least $\frac{3}{4}$ of voting members present at the extraordinary meeting.