

# Bylaws of the Civita Institute

Adopted by the Board of Director's on March 29, 2014 and as amended on:

February 18, 2015  
March 16, 2015  
March 29, 2019  
February 19, 2020  
June 17, 2020  
March 26, 2022  
December 7, 2022  
March 18, 2023

## Mission

The mission of the Civita Institute is to inspire and foster an interdisciplinary understanding of the unique qualities of Italian hill towns that remain pertinent to our contemporary experience, through the promotion of historic preservation, education and scholarly research, artistic creation, cultural exchange, and professional explorations.

## Vision

Inspiring creative excellence, education, and cultural exchange through exploration of the unique qualities of Italian hill towns.

## Purpose

The Civita Institute is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

## Background

Northwest Institute for Architecture and Urban Studies in Italy (NIAUSI), dba The Civita Institute, is a non-profit, 501(c)3 corporation originally established in 1981. The Civita Institute name went into effect by action of the Board of Directors in 2013.

The Civita Institute was established as an outgrowth of, yet separate from, the Italian Studies Programs offered by the College of Architecture and Urban Planning (now College of Built Environments) at the University of Washington. Its initial intent was to foster a better understanding of urban design issues in the Pacific Northwest by offering fellowships to mid-career design professionals for study of Italy's historically rich built environment. Over the years, its focus has widened to encompass many other aspects of the human-influenced environment and a broader range of offerings and programs.

In furtherance of its mission, the Civita Institute owns and operates properties in Civita di Bagnoregio, Italy. These properties were donated to the Civita Institute in 2013 by Tony Costa Heywood and the late Astra Zarina.

## Article One: Management

### Section 1 – Board of Directors

The business and property of the Civita Institute shall be managed by a Board of Directors of at least five (5) and no more than eleven (11) Directors. The specific number of Directors to serve during any term of office shall be determined by the Board.

### Section 2 – Directors

- A. Directors of the corporation shall be appointed by majority vote of the Board of Directors. Directors shall serve three year terms except where noted. The first full term of a new Director shall be two years except where noted. Terms of reduced length may be assigned at the discretion of the Board. Consecutive terms of office are allowed. Director terms shall be staggered so that in any given year

no more than one-half of Directors shall be subject to retirement or re-election.

- B. No member of the Board shall be an employee of the Corporation.
- C. Election of Directors shall take place at the annual Directors' meeting of the Corporation. Terms for each Director commence at noon on the first day of April following election.
- D. New Directors may be added at any Board meeting by majority vote. Terms for new Directors not elected at the annual Director's meeting expire at noon on the first day of April following election.
- E. The Board of Directors shall adopt rules governing the obligations and responsibilities as necessary to remain in good standing as defined in the rules and procedures provided in Exhibit B.

### Section 3 – Meetings

- A. Regular Meetings: The Board of Directors shall hold regular meetings at least six times each year at such time and place as is determined by the Board. The purpose of regular meetings is to conduct the business of the Corporation. Board of Director meetings shall follow the parliamentary procedures of Mastering Council Meetings by Ann Macfarlane and Andrew Estep, 2013, Seattle, WA.
- B. Annual Meeting: The Board of Directors shall hold an annual Directors' meeting during the first quarter of each calendar year. The purpose of the annual Directors' meeting is to conduct the business of the Corporation, elect Directors and Officers, and to assess and revise as necessary the goals of the Corporation.
- C. Special Meetings: The Board of Directors shall hold such special meetings as the President or a majority of Directors shall deem necessary or as required by law for the competent management of the affairs of the Corporation. Special Meetings shall follow the parliamentary procedures of Mastering Council Meetings by Ann Macfarlane and Andrew Estep, 2013, Seattle, WA.
- D. Attendance: Directors shall attend meetings in person, or by electronic means for those Directors otherwise unable to attend.
- E. Minutes: The Secretary of the Board of Directors shall record minutes of all Board meetings. In the event the Secretary is not in attendance the minutes shall be recorded by a Director designated by the President. Minutes shall be approved by majority vote of the Board of Directors prior to being entered into the corporate records.

### Section 4 – Voting

- A. Each member of the Board of Directors shall possess one vote in matters coming before the Board. All voting shall take place at regular, annual, or special meetings. Voting by proxy is prohibited. Two-thirds of the members of the Board shall constitute a quorum.
- B. Except where noted, all motions before the Board of Directors shall require a simple majority of those present for passage.
- C. Conflicts of Interest: A Director shall recuse him/herself from voting on matters in which he or she can be reasonably considered to have a conflict of interest. A conflict of interest exists when a Director is also an officer, board member, or employee of an organization, group, or business seeking action by the Civita Institute or its Board of Directors who would personally receive financial benefit from that action and acts in such a way as to influence the same.

### Section 5 – Removal of Directors

Any Director may be removed from office by a two-thirds affirmative vote of all Directors of the Corporation. Notice of the proposed removal of a Director must be given to such Director in writing prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Director must state the cause for the proposed removal. Cause for removal includes but is not limited to:

- A. The Director shows habitual disregard for attendance;
- B. The Director displays in voting, through undue influence, or other action a conflict of interest as defined in Article One Section 4 Paragraph C;
- C. The Director accepts a position of employment where all or part of his or her salary is paid by the Civita Institute. This does not include acceptance of stipend or living expenses by a Director in

pursuit of programs supported by the corporation;

- D. Behavior uncivil, inappropriate, or intended to undermine the authority of the Corporation or any of its Directors, Officers, or Advisors; or
- E. Failure to remain in good standing.

#### Section 6 - Rules & Procedures

- A. The Board of Directors shall adopt rules and procedures governing the conduct and operations of the Corporation.
- B. The Secretary of the Corporation shall assemble the complete current rules and procedures of the Corporation, and provide same to each Director upon initial election. The Secretary shall provide each Director revisions to these rules and procedures at each annual Directors' meeting.

#### Section 7 – Committees

The Board of Directors shall have the power to establish committees it deems necessary for the competent management of the affairs of the Corporation.

#### Section 8 – Resignations

A Director may resign his or her position on the Board of Directors and such resignation shall be effective immediately unless decided otherwise by a majority of the entire Board of Directors.

#### Section 9 – Leaves of Absence

The Board of Directors has the discretion through majority vote to grant leaves of absence to any Director upon written request. Granted leaves of absence shall not change the Director's term of office. During a leave of absence the Director shall have no voting rights, and the Director shall not count in calculation of a quorum.

### **Article Two: Officers**

#### Section 1 – General

The Board of Directors shall elect the following officers: President, Secretary, and Treasurer. All Officers shall be Directors of the Corporation. Consecutive terms of office are allowed. Single Directors may serve multiple Officer positions to the extent permitted by law.

#### Section 2 – Elections & Terms

Election of Officers shall take place at the annual Director's meeting of the Corporation. With the exception of the President, each Officer shall serve two year terms. Terms commence at noon on the first day of April following election.

#### Section 3 – Presidential Succession

At every second annual Director's meeting the Board of Directors shall elect a Director to the presidential succession track. During the first six months following election, this individual shall serve as Secretary. During the following six months, this individual shall serve as Treasurer. During the following two calendar years, this individual shall serve as President. During the fourth calendar year, this individual shall serve as Past President.

An option to extend the term of the current president for one year with two-thirds approval of all Directors may be implemented if there are no directors willing or able to serve in the presidential succession.

#### Section 4 – Duties of Officers

- A. Secretary: The Secretary of the Board of Directors shall keep all records of the Board of Directors and of the Corporation and perform such other acts as the President or Board of Directors may direct. At every second annual Director's meeting, a Secretary shall be elected to a six-month term in the presidential succession track. At in-between years, the Board of Directors shall elect a Director to the office of Secretary for a one-year term.
- B. Treasurer: The Treasurer shall receive and be accountable for all funds belonging to the Corporation; ensure all obligations incurred by the Corporation when payment is authorized by the Board of

Directors shall be paid by the President; maintain bank accounts in depositories designated by the Board of Directors; and render monthly and annual financial reports and in such detail as requested by the Board of Directors. At every second annual Director's meeting, the Secretary shall become the Treasurer during the second six-month period of the year. At in-between years, the Board of Directors shall elect a Director to the office of Treasurer for a one-year term.

- C. **President:** The President of the Board of Directors shall supervise all activities of the Corporation; execute all instruments on its behalf; ensure payment of all obligations incurred by the Corporation when payment is authorized by the Board of Directors; preside at all meetings of the Board of Directors of the Corporation; and perform such other duties usually inherent in such office and as directed by the Board of Directors.
- D. **Past President:** The Past President of the Board of Directors shall advise the current President on all matters pertaining to the office of President, act for the President in his or her absence in such cases when the President is unable to act, and perform such other acts as the President or Board of Directors may direct.

#### Section 5 – Resignations

Should any officer resign his or her office, the Board of Directors shall appoint by majority vote a Director to serve the position until expiration of the term.

### **Article Three: Membership & Chapters**

Section 1 – Membership: The Board of Directors shall have the discretion to offer membership in the Corporation.

Section 2 – Chapters: The Board of Directors shall have the power to establish chapters based in locations outside of the Seattle area subject to rules and policies approved from time to time by a majority vote of the Board of Directors.

### **Article Four: Amendments**

These bylaws may be amended by a two-thirds affirmative vote of all Directors of the Corporation.

### **Article Five: Real Property Disposition**

#### Section 1 – Property Disposition Advisory Group

Sections 13.2 and 13.3 including subsections 13.3.1, 13.3.2, 13.3.3 and 13.3.4 of the Lease and Development Agreement are incorporated by reference into these bylaws as set forth in Exhibit A.

#### Section 2 – Removal of Advisors

Any Advisor may be removed from office by a two-thirds affirmative vote of all Directors of the Corporation. Notice of the proposed removal of an Advisor must be given to such Advisor in writing prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Advisor must state the cause for the proposed removal. Cause for removal includes but is not limited to:

- A. **Conflict of interest:** A conflict of interest exists when an Advisor is also an officer, board member, or employee of an organization, group, or business seeking action by the Civita Institute or its Board of Directors who would personally receive financial benefit from that action and acts in such a way as to influence the same;
- B. The Advisor accepts a position of employment where all or part of his or her salary is paid by the Civita Institute. This does not include acceptance of stipend or living expenses by an Advisor in pursuit of programs supported by the Corporation; or
- C. Behavior uncivil, inappropriate, or intended to undermine the authority of the Corporation or any of its Directors, Officers, or Advisors.

**Article Six: Other Property Disposition**

Any transfer (including sale, loan, lease, exchange or gift), whether temporary or permanent, of any Civita Institute-owned furnishings, furniture, drawings, photographs, slides, art work, books, documents, equipment and/or any other personal property, shall require a two-thirds affirmative vote of all Directors of the Corporation.

**Article Seven: Dissolution**

Upon dissolution of the Corporation, the remaining assets of the Civita Institute must be used exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

**EXHIBIT B, BYLAWS ARTICLE 1 SECTION 2.E.**

**Part 1 Director in Good Standing Criteria**

**Part 2 Director Code of Conduct Pledge**

**(Adopted February 21, 2023)**

**EXHIBIT B PART 1 DIRECTOR IN GOOD STANDING CRITERIA**

**A Director in Good Standing on the Civita Institute Board of Directors will:**

1. Actively support the Board of Directors in its furtherance of the Mission and Vision as stated in the Bylaws of the Civita Institute.
2. Agree to the Code of Conduct Pledge; see Exhibit B Part 2 Director Code of Conduct Pledge.
3. Acknowledge that a Director has a fiduciary responsibility to the organization to protect its financial assets, intellectual assets, and reputation by exercising a high standard of care, trust, honesty, and loyalty in managing the affairs of the Civita Institute.
4. Follow the guidelines of the *Charity & Nonprofit Board Service in Washington State* as presented by the Secretary of State (included in the Civita Institute's Director Binder) and *Mastering Council Meetings*, the Board of Directors' adopted parliamentary procedures in 2022 (for readoption or removal at Retreat 2023).
5. In collaboration with Board initiatives, preserve its physical assets and support committees designated for these purposes by the Board.
6. Accept the minimum financial responsibilities of:
  - a. Paying the annual Basic Membership (currently \$75);
  - b. Annually bring in an additional \$500 (lead an Educational Program, live or virtual event, or solicit memberships, donations, etc.).
7. Perform at least 10 hours each month PLUS attend one monthly Board of Director meeting. Hours shall not be averaged across the year but shall be performed monthly in order to keep the necessary and ongoing activities of the Board current.
8. Maintain a weekly tally of the time spent serving the initiatives of the Board, using the DIRECTOR HOURS ACTIVITIES spreadsheet template. A director of the Board will maintain a tally, and will provide a completed tally of time as requested by the Board of Directors or its responsible officiant.

9. Be willing to serve as an Officer of the Board (Secretary, Treasurer, President) as part of the revolving leadership structure per the Bylaws of the Civita Institute.
10. Support all committees of the Board. Actively chair a committee or be an officer of the Board. Participate in committee work as a Chair and or a Director serving Board-directed “committees of the whole”. Recruit non-director volunteers to assist committees.
11. Prepare for, attend, and actively participate in all regular Board meetings (typically once monthly) and the annual Retreat by reviewing minutes, reports, or other materials prior to meetings. If unable to attend, the Director will notify the Board President at least 24 hours in advance. If a Director thinks that a change of date for a regularly scheduled Board meeting is beneficial, the Director shall submit the reason for the request to the Board President with a minimum of one week’s notice. The Board President will endeavor to seek unanimous consent from all Directors, otherwise the original date will remain. However, if a quorum of the Board will not be achievable without a change of date, the date will be changed according to a majority vote of all Directors of the Board.
12. Accept and support all votes of the Board, observe Board-approved protocols, respect Board-approved leadership and Board-approved activities of all committees, and maintain positive communications with all Directors and with non-directors. When sharing personal views, avoid causing “tension or strife” with parties outside the Board.
13. Follow voting protocols as agreed to by the Board of Directors. By the time a motion is put to a vote, Directors should be prepared to vote “yes” or “no.” Abstentions should be limited to use in situations where members have conflicts of interest or when a majority of the Board agrees that there is not enough information available to vote responsibly.
14. Work to enhance and expand Civita Institute memberships and partnerships through collaboration with existing contacts, networking with new contacts and colleagues, etc.
15. Endeavor to respond to Board correspondence within 48 hours (at a minimum acknowledge receipt of the correspondence).
16. Sign and conform to Bylaws’ Article 1 Section 2.E. Exhibit B Part 1 Director in Good Standing Criteria, and Exhibit B Part 2 Director Code of Conduct (as follows), and acknowledge that failure to meet either Part 1 or Part 2 will result in:
  - a. Recognition of the situation in a Board of Directors meeting along with identification of corrective measures;
  - b. Loss of voting privileges if corrective measures aren’t implemented prior to the next regular Board of Directors meeting.

## **EXHIBIT B PART 2 DIRECTOR CODE OF CONDUCT PLEDGE**

**All current Civita Institute (CI) Board Members (also known as Directors) shall pledge to support the Civita Institute Bylaws and to act in compliance with its values and goals and for its best interests, and to behave and act consistently by respecting the legal and ethical obligations related to their office, which include but are not limited to the following Code of Conduct:**

1. Uphold and adhere to all provisions of the Civita Institute Bylaws.
2. Uphold and adhere to all agreements between the Civita Institute and others.
3. Strongly and actively encourage all others to uphold and adhere to their agreements with the Civita Institute.
4. Fully honor duty of care, loyalty, and obedience to the Civita Institute, acting first and foremost in the fiduciary interests of the Civita Institute above personal interests or relationships that are in conflict with duties as a director. If such conflicts of interest exist, Board Member will either recuse themselves from taking any action involving such conflicts or resign their position as a Board Member.
5. Not take any actions adverse to the best interests of the CI or that risk exposing the CI to liabilities or loss of revenue, or the Directors to legal liabilities.
6. Not share confidential Board information with individuals outside the Board, including but not limited to executive session discussions, unless authorized to do so by the Board.
7. Abide by approved Board votes and decisions in a manner that supports the ability of the CI to protect its interests, sustain its mission, facilities, revenues, and membership.
8. Not spread false and derogatory information to individuals outside the Board that might damage the reputations and/or undermine the authority and practices of the Corporation, its Board, Officers, Directors, donors or educational program organizers.
9. Not encourage donors or CI contractors to disregard and violate written agreements between a donor or contractor and the CI.
10. Whether inadvertently or intentionally violating this Code of Conduct, Board members will work to repair and remediate any damage that was caused to the satisfaction of a majority of the Board.
11. Not leave a Board meeting or fail to attend a Board meeting without a legitimate reason.