

Polish American Congress

Southern California Division

By-laws

June 28, 2015

TABLE OF CONTENT

ARTICLE 1. OFFICES	3		
SECTION 1. PRINCIPAL OFFICE	3		
SECTION 2. CHANGE OF ADDRESS	3		
SECTION 3. OTHER OFFICES	3		
ARTICLE 2. PURPOSES	4		
SECTION 1. OBJECTIVES & PURPOSES	4		
SECTION 2. DEFINITIONS	4		
ARTICLE 3. BOARD OF DIRECTORS	5		
SECTION 1. NUMBER	5		
SECTION 2. POWERS	5		
SECTION 3. DUTIES	5		
SECTION 4. QUALIFICATIONS	5		
SECTION 5. TERM OF OFFICE	6		
SECTION 6. BOARD MEETINGS	6		
SECTION 7. NOTICE OF MEETINGS	6		
SECTION 8. WAIVER OF NOTICE & CONSENT TO HOLD MEETINGS			
SECTION 8.A. QUORUM FOR MEETINGS	6		
SECTION 9. NATIONAL DIRECTORS	6		
SECTION 10. VACANCIES	6		
SECTION 11. ANNUAL REPORT	6		
SECTION 12. ADVISORS TO THE BOARD OF DIRECTORS	7		
ARTICLE 4. OFFICERS	7		
SECTION 1. THE EXECUTIVE COMMITTEE	7		
SECTION 2. THE PRESIDENT	7		
SECTION 3. THE VICE PRESIDENT, AMERICAN AGENDA	7		
SECTION 4. THE VICE PRESIDENT, POLISH AGENDA	7		
SECTION 5. THE VICE PRESIDENT, PUBLIC RELATIONS	7		
SECTION 6. THE REGIONAL VICE PRESIDENTS, CHAPTER CHAIR PERSONS	7		
SECTION 7. THE SECRETARY	8		
SECTION 8. THE TREASURER	8		
SECTION 9. MEMBERSHIP DIRECTOR	8		
SECTION 10. HISTORIAN	9		
ARTICLE 5. COMMITTEES OF THE BOARD OF DIRECTORS	9		
SECTION 1. STANDING & AD HOC COMMITTEES	9		
SECTION 2. FAILURE TO PERFORM DUTIES OF COMMITTEE ASSIGNMENTS	9		
ARTICLE 6. MEMBERS	9		
SECTION 1. DETERMINATION OF MEMBERS	10		
SECTION 2. QUALIFICATION FOR MEMBERSHIP	10		
SECTION 3. ACCEPTANCE OF MEMBERS	10		
SECTION 4. TRANSFER OF MEMBERSHIP	10		
SECTION 5. TERMINATION OF MEMBERSHIP	10		
		ARTICLE 7. MEETINGS OF MEMBERS	10
		SECTION 1. PLACE OF MEETINGS	
		TELECONFERENCE	10
		SECTION 2. ANNUAL MEETINGS	10
		SECTION 3. QUORUM	11
		SECTION 4. SPECIAL MEETINGS	11
		SECTION 5. NOTICE OF MEETINGS	11
		SECTION 6. RESERVED	11
		SECTION 7. VOTING RIGHTS	11
		SECTION 8. PROCEDURES	11
		ARTICLE 8. CHAPTERS	12
		ARTICLE 9. DUES	12
		ARTICLE 10. AUDITING COMMITTEE	12
		SECTION 1. MEMBERS	12
		SECTION 2. QUALIFICATIONS	13
		SECTION 3. TERM OF OFFICE	13
		SECTION 4. DUTIES	13
		ARTICLE 11. GENERAL PROVISIONS	13
		SECTION 1. FISCAL YEAR	13
		SECTION 2. RESERVED	13
		SECTION 3. RESERVED	13
		SECTION 4. RULES OF ORDER	13
		SECTION 5. NON-LIABILITY OF DIRECTORS	13
		SECTION 6. INDEMNIFICATION BY CORPORATION OF DIRECTORS OFFICERS, EMPLOYEES & OTHER AGENTS	13
		SECTION 7. INSURANCE FOR CORPORATE AGENTS	14
		SECTION 8. BYLAWS VALIDATION	14
		ARTICLE 12. POLISH AMERICAN CONGRESS	14
		SECTION 1. AFFILIATION	14
		SECTION 2. RELATIONSHIP	14
		SECTION 3. REGIONAL COOPERATION	14
		ARTICLE 13. GRIEVANCE PROCEDURE	14
		SECTION 1. WRITTEN COMPLAINT	14
		SECTION 2. LITIGATION	15
		ARTICLE 14. AMENDMENT OF BYLAWS	15
		ARTICLE 15. DISSOLUTION OF THE CORPORATION	15

**BYLAWS OF
POLISH AMERICAN CONGRESS OF
SOUTHERN CALIFORNIA, INC.**

A CALIFORNIA NONPROFIT CORPORATION

**ARTICLE I
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation is located in Los Angeles County, California, 3400 W. Adams Blvd. - Los Angeles, CA 90018.

SECTION 2. CHANGE OF ADDRESS

The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another within Southern California. Any such change shall be noted by the Secretary, who shall then advise the Members. The Board of Directors shall advise the Members of changes to the principal office of the Corporation during the Annual Meeting.

SECTION 3. OTHER OFFICES

The Corporation may also have offices at such places, within the State of California, as its business may require and as the Board of Directors may, from time to time, designate.

Current Chapters: Los Angeles County and Ventura County, Orange County and Inland Empire, and San Diego County.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The Corporation is a nonprofit public benefit organization engaged in civic, social, cultural, educational, and political activities. The primary objectives and purposes of the Corporation shall be:

- (a) To promote and unify activities of persons of Polish ancestry in the United States within the lawful limit of their rights and duties as citizens, permanent residents and visitors to this country.
- (b) To concern itself with the welfare of Polish Americans in ethnic, educational, social, sport, cultural, historical, economic, religious and political matters—pertaining to Poland and Polish Americans.
- (c) To promote Polish culture, language and history.
- (d) To provide information about Poland's historic role, its contributions, aims, needs, and right to freedom, independence, sovereignty and integrity of its frontiers.
- (e) To protect and defend the good name of persons of Polish ancestry and the people of Poland against defamation and discrimination.

- (f) To encourage and promote close cooperation with the people of Poland in the areas of civic, cultural, educational, social, economic and political matters.
- (g) To cooperate with Poles throughout the world. To extend assistance to them whenever possible, with special consideration for Poles in the former Soviet Bloc.
- (h) To establish funds for the purpose of carrying out the aims and objectives of the Corporation.
- (i) To establish chapters in various regions of California to carry out the purposes of the Corporation.
- (j) To cooperate with all Polish American organizations for the good of Polonia, Poland, and the United States.
- (k) To cooperate with Americans and other ethnic organizations, especially from Central and Eastern Europe, towards common goals.
- (l) To take a stand in matters pertaining to the people of Poland: To support their national independence, civic, religious and cultural developments, free from any interference from their neighbors; and to take a stand in matters pertaining to Polish minorities around the world.
- (m) To promote and support charitable activities primarily for the benefit of people of Polish ancestry.
- (n) To give complete support to the Government of the United States in its efforts to win and maintain a just and durable peace and to oppose the infiltration of communism, Nazism, and other subversive ideologies.

SECTION 2. DEFINITIONS

Certain words used in these Bylaws shall have the following meanings:

- (a) “Articles of Incorporation” means the Articles of Incorporation of the Corporation filed with the California Secretary of State, as the same may be amended from time to time.
- (b) “Board of Directors” or “Board” means the Board of Directors of the Corporation.
- (c) “Chapter” means an organization within the geographical area of Southern California that is a part of the Corporation.
- (d) “Congress” means the Polish American Congress, Inc. whose national headquarters is incorporated in the State of Illinois.
- (e) “Corporation” means Polish American Congress of Southern California, Inc. The Corporation is affiliated with the Congress. However, it is autonomous within its designated area and a separate, independent, and distinct legal entity.
- (f) “Delegate” means a person who represents an Organization Member of the Corporation.
- (g) “Director” means a member of the Board of Directors.
- (h) “Division” as used in these Bylaws means the same as Corporation.

- (i) “Member” means an organization or an individual, who has been certified to be a member of the Corporation.
- (j) “National Director” means a person who has been approved by the Corporation to represent the Division at meetings of the Congress and who shall serve in the capacity of a National Director of the Congress.
- (k) “Officer” means an officer of the Corporation.
- (l) “Organization” means a corporation or an unincorporated association of persons. Such organization may be a component part of another organization.

ARTICLE 3 BOARD OF DIRECTORS

SECTION 1. NUMBER

The Corporation shall have a Board of Directors consisting of the Officers, the immediate Past President, any National Director(s) who are not Officers, an even number between eight to twelve Members elected to the Board of Directors by the Members at the Annual Meeting, plus up to three Members appointed by the President and approved by the Members at the Annual Meeting.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the Members, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation or by these Bylaws.
- (b) Appoint, employ, remove, discharge and prescribe the duties and fix the compensation, if any, for all employees of the Corporation.
- (c) Review all activities of the Officers and employees of the Corporation to assure that their duties are performed properly.
- (d) Meet at such times as required by these Bylaws.
- (e) Register their addresses with the Secretary of the Corporation.

SECTION 4. QUALIFICATIONS

Each Directors shall be a residents of the State of California, an Individual Member in good standing for at least one (1) year and a U.S. citizen or permanent resident.

SECTION 5. TERM OF OFFICE

Each Director shall be either elected by the Members or appointed by the President for a two (2) year term and until their successors are elected or appointed. The election of the eight (8), ten (10) or twelve Directors shall be staggered so that only half are elected each year.

SECTION 6. BOARD MEETINGS

The Board shall schedule at least four quarterly meetings during the year and such other meetings at the call of the President as may be required.

The President acts as Chairperson of the Board. The Chairperson may request that Directors indicate their respective opinion on any matter relating to activities of the Corporation through an agreed upon form of communication without necessitating a full Board meeting. A Director who misses three meetings without a valid excuse may be asked to resign or can be discharged by a majority of the entire Board of Directors.

SECTION 7. NOTICE OF MEETINGS.

Regular meetings (on site or conference calls) of the Board of Directors may be held without written notice provided otherwise notified. Emergency meetings of the Board of Directors shall be held upon three (3) days' notice and only the emergency subject matter shall be discussed.

SECTION 8. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of the Board of Directors at a meeting that is allegedly not validly called and/or noticed are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 8.A. QUORUM FOR MEETINGS

A quorum of the Board of Directors shall consist of 1/5 of the directors or a minimum of four of the directors.

SECTION 9. NATIONAL DIRECTORS

The President shall recommend and the Board of Directors shall appoint National Directors in accordance with the Bylaws of the Congress. These appointments shall be confirmed by the Members at the Corporation's Annual Meeting. The President and the Board of Directors shall give priority to Directors in the selection of National Directors. The President is ex-officio a National Director. For any appointment not confirmed, nominations shall be taken from the Members at the Annual Meeting

SECTION 10. VACANCIES

Vacancies on the Board of Directors, including those due to removal, shall be filled by appointment by the President with the approval of the Board of Directors.

SECTION 11 ANNUAL REPORT

The President shall submit an Annual Report to the Members at the Annual Meeting. The Board of Directors may elect to print and distribute the Annual Report by mail to the Members prior to the Annual Meeting.

SECTION 12. ADVISORS TO THE BOARD OF DIRECTORS

Advisors to the Board of Directors may be a Chaplain, Accountant, President's Assistant, Legal Counsel, and such other persons as prescribed by the Board of Directors.

ARTICLE 4 OFFICERS

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall consist of the following Officers: the President, the Vice-President American Agenda, the Vice-President Polish Agenda, the Vice-President Public Relations, the Regional Vice-Presidents Chapters Chairpersons, the Secretary, Assistant Secretary (appointed by the President), Membership Secretary, and the Treasurer. Each Officer shall be a residents of the State of California, an Individual Member in good standing for at least one (1) year, and a U.S. citizen or permanent resident of the United States.

The Executive Committee shall be the governing body of the Corporation and shall conduct the business of the Corporation with the approval and under the ultimate direction of the Board of Directors.

SECTION 2. THE PRESIDENT

The President shall be the chief executive officer of the Corporation and shall, subject to control of the Board of Directors, supervise and direct affairs of the Corporation and the activities of the Officers. The President shall preside over the meetings of the Board of Directors and the Executive Committee and shall perform all the duties incident to that office and such other duties as may be prescribed by the Board of Directors. The President may appoint up to three (3) Directors at large upon approval by the Members at the Annual Meeting.

SECTION 3. THE VICE-PRESIDENT, AMERICAN AGENDA

In the absence of the President, the Vice-President, American Agenda shall perform all of the duties of the President and such other duties as may be prescribed by the Board of Directors.

SECTION 4. THE VICE-PRESIDENT, POLISH AGENDA

In the absence of the President and the Vice-President, American Agenda, the Vice-President, Polish Agenda shall perform all of the duties of the President and such other duties as may be prescribed by the Board of Directors.

SECTION 5. THE VICE-PRESIDENT, PUBLIC RELATIONS

The Vice-President, Public Relations shall perform such duties as may be prescribed by the Board of Directors.

SECTION 6. THE REGIONAL VICE-PRESIDENTS, CHAPTER CHAIRPERSONS

The Regional Vice-President Chapter Chairpersons shall preside over their respective Chapters, and shall report on the activities and financial status of their respective chapters, and perform such other duties as maybe a prescribed by the Board.

SECTION 7. THE SECRETARY

The Secretary shall have the following specified powers and duties:

- (a) To record all transactions and minutes of the Board of Directors meetings and of the Annual Meeting.
- (b) To certify and keep records of the minutes of the Board of Directors and of the Annual Meetings in a safe and accessible location available for inspection by Directors or the Auditing Committee.
- (c) To provide notice of all Board of Directors meetings and Annual Meetings and such other notices as may be prescribed by the Board of Directors.
- (d) To be custodian of the corporate seal.

SECTION 8. THE TREASURER

The Treasurer shall be the chief financial officer of the Corporation and shall have charge, custody of and be responsible for all funds and securities of the Corporation. The Treasurer shall deposit all such funds in the name of the Corporation into a financial institution approved by the Board of Directors. The Treasurer shall have the following specified duties:

- (a) To record dues, all monetary transactions, donations, other income and expenses for the Corporation and to issue proper receipts for these funds.
- (b) To disburse the funds of the Corporation for proper expenses, and to take proper vouchers for such disbursements. The disbursement of funds must be authorized by an approved Corporation budget or by the Board of Directors.
- (c) To prepare and certify written quarterly financial reports for each Board meeting and for each Annual Meeting and such other reports as prescribed by the Board of Directors.
- (d) To issue checks for disbursements, but only if co-signed by two of three authorized signers. Authorized signers of Corporation checks must be approved by the Board of Directors.

SECTION: 9 MEMBERSHIP DIRECTOR

The Membership Director shall:

- (a) Welcome new Members to the Corporation, and contact new Members to arrange and coordinate their activities within the Corporation.
- (b) Maintain all records pertaining to all categories of Membership.
- (c) Mail requests for dues to Members.
- (d) Verify and submit applications to the Board of Directors.

- (e) Calculate Membership dues split between Chapters, Corporation and Congress.
- (f) Establish contact with supporters and members from POLAM Federal Credit Union and encourage them to join as Individual Members.
- (g) Keep record of dues requirements for all classes of Members.

SECTION 10: HISTORIAN

The Historian shall keep notations of historic events and collect records, articles, documents, pictures, and other memorabilia that pertain to the Corporation and its activities, and shall present them at the Annual Meetings or as prescribed by the Board. The records kept by the Historian shall be the property of the Corporation and passed on to the next Historian.

**ARTICLE 5
COMMITTEES OF THE BOARD OF DIRECTORS**

SECTION 1. STANDING AND AD HOC COMMITTEES

The President, with the approval of the Board of Directors, can establish Membership, Ways and Means, Polish Agenda, American Agenda, Culture & Youth, Grievance, Charitable, Political Action, and other Standing and Ad Hoc Committees as necessary to carry on the activities of the Corporation.

Each Director may be required by the President to oversee or chair a standing committee. Exempt from this requirement are the Secretary, Treasurer, the Past President, Membership Director and the Regional Vice-Presidents Chapter Chairpersons.

SECTION 2. FAILURE TO PERFORM DUTIES OF COMMITTEE ASSIGNMENTS

Failure by a Director to perform the duties and responsibilities of a standing committee assignment may constitute, in effect, the Director's resignation from the Board of Directors and that position on the Board of Directors may be declared vacant. The Director may also forfeit the position of National Director if that had been previously so approved, and that position of National Director may be declared vacant.

**ARTICLE 6
MEMBERS**

SECTION 1. DETERMINATION OF MEMBERS

The Members of the Corporation shall be divided into five (5) classes of membership as follows: Individual, Organization, Family, Honorary and Supporting Member.

- (a) Individual Member shall be defined as any individual person of Polish ancestry, or anyone related by blood or marriage to a person of Polish ancestry, and shall be a citizen or permanent resident of the United States.
- (b) Organization Member shall be defined as any organization consisting of a substantial number of persons of Polish ancestry. This would include, but not be limited to: chapters, groups or branches of national Polish organizations, independent Polish societies and clubs; and religious congregations, such as parishes, convents or monasteries, which serve the Polish-American community. Organization Members

retain autonomy in their respective affairs and are not liable for the actions of the Corporation or the Congress. Congress and the Corporation are not liable for the actions of their Organization Members.

- (c) Honorary Member shall be defined as an individual person who has distinguished himself/herself in organizational, patriotic, civic, educational, scientific, professional or religious fields and who has, upon the recommendation of the President, been approved by the Board of Directors to be so honored. Honorary Members are exempt from any dues or fees and do not have the right to vote in matters of the Corporation unless they shall also hold an Individual Membership.
- (d) Supporting Member is defined as a member of POLAM Federal Credit Union or other business entities without the right to vote.
- (e) Family Member shall be defined as two directly related persons with one of them of Polish ancestry, and they shall be the citizens or permanent residents of the United States. The Family Member has one voting right.

SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

The qualification for each class of membership shall be the definition of that specific class and each Individual Member shall be a resident of the State of California or other states without a Polish American Congress Division.

SECTION 3. ACCEPTANCE OF MEMBERS

Applications for membership shall be submitted to, reviewed and approved by the Board. In addition, all applications shall be treated and considered in a confidential manner. All applications accepted by the Corporation shall be forwarded to the Congress for final approval of membership.

SECTION 4. TRANSFER OF MEMBERSHIP

Membership in the Corporation is not transferable or assignable.

SECTION 5. TERMINATION OF MEMBERSHIP

The Executive Committee may suspend or expel a Member for cause after an appropriate hearing and by a majority vote of those present at the Annual or at any Special Meeting, may terminate the membership of any Member who becomes ineligible for membership or suspend or expel any Member who shall be delinquent in the payment of dues. Procedure for said termination shall be pursuant to Robert's Rules of Order Newly Revised.

ARTICLE 7 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS OR TELECONFERENCE

Meetings of Members shall be held at locations and times designated by the Board of Directors.

SECTION 2. ANNUAL MEETINGS

The Members shall meet annually no later than June 30th of each year for the purpose of electing Officers and Directors whose terms have expired. In addition, the Members shall vote to confirm or deny the selection of National Directors approved by the Board of Directors. Cumulative voting shall not be permitted. Proxy voting shall not be permitted.

SECTION 3. QUORUM

A quorum for the Annual and Special Meetings shall consist of 1/6 of the eligible membership.

SECTION 4. SPECIAL MEETINGS

The President, with the approval of the Board of Directors, may call Members to Special Meetings as required or necessary from time to time.

SECTION 5. NOTICE OF MEETINGS:

Members shall receive a written notice of an Annual Meeting at least thirty (30) days in advance of the meeting. Members shall receive a written notice of Special Meetings at least thirty (30) days in advance of the meeting. Written Notice can include email when authorized.

SECTION 6. (RESERVED)

SECTION 7. VOTING RIGHTS

Individual and Organization Members have the right to vote at all Annual and Special Meetings as follows:

- (a) Each Individual Member is entitled to one (1) vote. In addition, Individual members may also resent only one (1) organization as a delegate with one additional vote. Proxy voting shall not be permitted.
- (b) Each Organization Member is entitled to two votes plus one additional voting delegate for every 100 registered members of the organization, not to exceed a maximum of ten (10) voting delegates. An Organization Member's voting delegates must be present at the meetings. Proxy voting shall not be permitted.
- (c) No Members who are delinquent in the payment of dues or the Annual/Special Meeting's registration fee shall be entitled to participate in the Annual/Special Meeting unless the delinquent dues are paid at least thirty (30) days prior to or day of the Annual/Special Meeting.
- (d) All non-member, Polish American communications media organizations shall each be exempt from any registration fees and shall each be allowed up to two non-voting observers. Media may be prohibited from attending or observing Annual or Special Meetings at any time.

SECTION 8. PROCEDURES

The President shall chair the Annual and Special Meetings and appoint the Parliamentarian, Sergeant at Arms, Nominating Committee and Balloting Committee as necessary. Other procedures are as follows:

- (a) The Corporation acting Secretary shall record the minutes and all transactions.
- (b) Voting in the elections for Officers and Directors shall be by secret ballot at the Annual Meeting.

- (c) The nominating and voting procedures shall be established by the Board of Directors at least two (2) months before the Annual Meeting. Additional nominations from the floor for vacant offices may be made by voting Members present at the Annual Meeting
- (d) Changes to the Bylaws shall require previous notice and at least two-thirds (2/3) of those present and voting.

ARTICLE 8 CHAPTERS

Chapters may be established and approved by the Board of Directors as follows:

- (a) The Corporation may approve the establishment of the following chapters: Los Angeles (Los Angeles County together with Kern County); Orange (Orange County together with Riverside and San Bernardino Counties, aka “Orange County –Inland Empire”); Ventura (Ventura and Santa Barbara Counties); and San Diego (San Diego County together with Imperial County). The Board of Directors may establish other chapters and rearrange chapter boundaries as necessary.
- (b) An active chapter must have at least ten (10) members of the corporation in good standing and have a minimum of two (2) meetings a year.
- (c) The Regional Vice-President, Chapter Chairperson shall preside over the Chapter meetings. Other officers of the chapter are Vice-Chairperson(s), Secretary, Treasurer, and other officers, as needed.
- (d) Each Regional Vice-President, Chapter Chairperson shall provide an activity and financial report to the Board at each Board Meeting.

ARTICLE 9 DUES

The annual dues for Individual and Organization Members shall be established by the Board of Directors. The registration fee for participation in the Annual/Special Meetings shall be established by the Board of Directors. Other matters pertaining to dues are as follows:

- (a) All dues are due and payable on March 1 of each year to the Treasurer of the Corporation.
- (b) Dues are delinquent if not paid by March 1 of each year.
- (c) Members whose dues are delinquent lose all voting rights until their dues are fully paid, including those for previous years, unless exempted or excused otherwise by the Board of Directors.

ARTICLE 10 AUDITING COMMITTEE

SECTION 1. MEMBERS

Up to five (5) and no less than three (3) members of the Auditing Committee shall be elected by the Members at the Annual Meeting as vacancies occur. They shall not be Officers or Directors when possible.

SECTION 2. QUALIFICATIONS

Auditing Committee Members shall be residents of California, Individual Members in good standing for at least one (1) year and U.S. citizens or permanent residents.

SECTION 3. TERM OF OFFICE

Auditing Committee members shall serve for a period of two (2) years.

SECTION 4. DUTIES

The Auditing Committee shall periodically review the financial accounts of the Corporation, its Chapters and its committees on a quarterly and on an annual basis. The Auditing Committee shall determine if all incomes were accounted for and if all expenditures were authorized by an approved budget or by the Board of Directors. The Auditing Committee shall present their report at the Annual Meeting.

ARTICLE 11 GENERAL PROVISIONS

SECTION 1. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

SECTION 2. (RESERVED)

SECTION 3. (RESERVED)

SECTION 4. RULES OF ORDER

All Meetings shall be governed by Roberts' Rules of Order Newly Revised, as such rules may be revised from time to time, insofar as such rules are not inconsistent with these Bylaws, with the Articles of Incorporation, or with provisions of law.

SECTION 5. NON-LIABILITY OF DIRECTORS AND MEMBERS

The Directors and Members shall not be personally liable for debts, liabilities, or other obligations of the Corporation.

SECTION 6. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a Director, Officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue of matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding. If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fine, settlements and other amounts reasonably incurred in

connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Corporation Law.

SECTION 7 INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including Director, Officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Corporation Law.

SECTION 8. BYLAWS VALIDATION

All provisions of these Bylaws effective as of June-2015 by approval of the Members at the Annual Meeting.

ARTICLE 12 POLISH AMERICAN CONGRESS, INC.

SECTION 1. AFFILIATION

The Corporation is an affiliated member of the Polish American Congress, Inc. incorporated in the State of Illinois.

SECTION 2. RELATIONSHIP

The Corporation desires to carry out its purposes and objectives, and the purposes and objectives of the Congress; to strive to increase membership; to cooperate and communicate with the Congress and its other divisions; and to submit brief annual written reports to the Congress. The Corporation however, is an independent, separate, and distinct legal entity incorporated in the State of California and operating in conformity with the laws and regulations of the State of California.

SECTION 3. REGIONAL COOPERATION

The Corporation shall organize regional conferences and cooperate with other divisions of the Congress in the Western United States.

ARTICLE 13 GRIEVANCE PROCEDURE

SECTION 1. WRITTEN COMPLAINT

Any grievance against any Member, Delegate, Officer, Chapter, or Division shall be initiated by a written complaint signed by the member of Congress in good standing.

- (a) The complaint shall be verified or notarized and shall have attached to it any and all affidavits, exhibits, transcripts and any other document on which the complainant shall base its grievance.

- (b) The complaint with all attachments shall be submitted to the Secretary of the Division. The grievance shall then be investigated by the specifically selected Grievance Committee for findings of fact and conclusions of law to the Executive Committee.
- (c) Adoption of the Grievance Committee's finding of fact and conclusions of law by the Executive Committee shall be final. Interested Members can appeal the Executive Committee decision which shall be heard by the Members at the Annual Meeting whose decision shall be final.

SECTION 2. LITIGATION

No Member, Delegate, Officer, Chapter or Division shall institute any litigation with respect to any matter properly recognized under the broad provisions of this Article, until all administrative remedies have been exhausted.

ARTICLE 14 AMENDMENT OF BYLAWS

Subject to the California Nonprofit Corporation Law, these Bylaws, or any of them, may only be altered, amended, or repealed and new Bylaws may only be adopted as follows:

- (a) Proposals of changes and amendments to these Bylaws must be presented in writing to the Secretary of the Corporation with sufficient copies so that the Secretary may distribute the copies to the Directors.
- (b) Proposals of changes and amendments to these Bylaws must be in printed form with the existing word(s) crossed out, yet still visible, followed by new word(s) in bold font.
- (c) Proposals of changes and amendments to these Bylaws must be available to Directors at least sixty (60) days before the Annual Meeting. At least three (3) Directors must sign a petition for consideration for the proposals to be considered by the entire Board of Directors.
- (d) Following a review of the proposed changes and amendments to these Bylaws by Directors, the Secretary shall mail or electronic where ever possible copies of the proposals together with the recommendations of the Board of Directors to all Members no later than thirty (30) days before the Annual Meeting. The President shall include the proposals on the agenda of the Annual Meeting to be approved by the Members.

ARTICLE 15 DISSOLUTION OF THE CORPORATION

In the event of the dissolution of the Corporation, all remaining funds in the Corporation's treasury shall be assigned to the Polish American Charities of Southern California to be designated for use for humanitarian purposes by the Polish American Charities of Southern California Board of Directors.