

**POLISH AMERICAN CONGRESS
OF SOUTHERN CALIFORNIA
A CALIFORNIA NONPROFIT CORPORATION**

BYLAWS

**Approved
June 24, 2024**

31 **BYLAWS OF**
32 **POLISH AMERICAN CONGRESS**
33 **OF SOUTHERN CALIFORNIA**
34 **A CALIFORNIA NONPROFIT CORPORATION**

35
36 **ARTICLE 1**
37 **OFFICES**

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39 **SECTION 1. PRINCIPAL OFFICE**

40
41 The principal office of the Corporation is in Los Angeles County, California at 3400 W. Adams
42 Blvd., Los Angeles, CA 90018.

43
44 **SECTION 2. CHANGE OF ADDRESS**

45
46 The Board of Directors is hereby granted full power and authority to change the principal office of
47 the Corporation from one location to another within Southern California. Any such change shall be
48 noted by the Secretary, who shall then advise the Members. The Board of Directors shall advise the
49 Members of changes to the principal office of the Corporation during the Annual Meeting.

50
51 **SECTION 3. OTHER OFFICES**

52
53 The Corporation may also have offices at such places, within Southern California, as its business may
54 require and as the Board of Directors may, from time to time, designate.
55 Current Chapters are Los Angeles County and Ventura County, Orange County and Inland Empire,
56 and San Diego County.

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58 **ARTICLE 2**
59 **DEFINITIONS AND PURPOSES**

60
61 **SECTION 1. DEFINITIONS**

62
63 Certain words used in these Bylaws shall have the following meanings:

- 64
65 a) "Articles of Incorporation" means the Articles of Incorporation of the Corporation filed with the
66 California Secretary of State, as the same may be amended from time to time.
67 b) "Board of Directors" or "Board" means the Board of Directors of the Corporation.
68 c) "Chapter" means an organization within the geographical area of Southern California that is a part
69 of the Corporation.
70 d) "Corporation" means Polish American Congress of Southern California, Inc. The Corporation is
71 autonomous, separate, independent, and distinct legal entity.
72 e) "Director" means a member of the Board of Directors.

- 73 f) “Member” means an organization or an individual, who has been accepted as a member of the
- 74 Corporation.
- 75 g) “National Director” means a person who has been approved by the Corporation to represent the
- 76 Corporation at meetings of the Polish American Congress on the national level.
- 77 h) “Officer” means an officer of the Corporation.

78

79 **SECTION 2. OBJECTIVES AND PURPOSES**

80

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

83

- 84 (a) To promote and unify activities of persons of Polish ancestry in the United States within the
- 85 lawful limit of their rights and duties as citizens, permanent residents and visitors to this country.
- 86 (b) To concern itself with the welfare of Polish Americans in ethnic, educational, social, cultural,
- 87 economic, political, historical, religious and sport matters pertaining to Poland and Polish
- 88 Americans.
- 89 (c) To promote Polish culture, language and history.
- 90 (d) To provide information about Poland’s historic role, its contributions, aims, needs, and right to
- 91 freedom, independence, sovereignty and integrity of its frontiers.
- 92 (e) To protect and defend the good name of Poland and persons of Polish ancestry against defamation
- 93 and discrimination.
- 94 (f) To encourage and promote close cooperation with Poland in the areas of civic, cultural,
- 95 educational, social, economic and other matters.
- 96 (g) To cooperate with Poles throughout the world and to extend assistance to them whenever possible.
- 97 (h) To establish funds for the purpose of carrying out the aims and objectives of the Corporation.
- 98 (i) To establish chapters in various regions of Central and Southern California to carry out the
- 99 purposes of the Corporation.
- 100 (j) To cooperate with Polish American organizations for the good of Polonia, Poland, and the United
- 101 States, in pursuit of common goals.
- 102 (k) To cooperate with other ethnic organizations, especially from Central and Eastern Europe,
- 103 towards common goals.
- 104 (l) To take a stand in support of Poland’s national independence, civic, religious and cultural
- 105 developments, free from any interference from abroad; and to take a stand in support of Polish
- 106 minorities around the world.

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108

ARTICLE 3
BOARD OF DIRECTORS

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111 **SECTION 1. NUMBER OF DIRECTORS**

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113 The Corporation shall have a Board of Directors consisting of the Officers, that include at a minimum
114 the President, Treasurer and Secretary. The Board shall also include other Officers, Vice Presidents,
115 Past Presidents, Directors, and National Directors who are not Officers, for a total between 3 and 15

116 Officers and Directors elected to the Board of Directors by the Members at the Annual Meeting.

117

118 **SECTION 2. POWERS**

119

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

124

125 **SECTION 3. DUTIES**

126

127 It shall be the duty of the Directors to:

128

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

137

138 **SECTION 4. QUALIFICATIONS**

139

140 Each Director shall be a resident of the State of California, a U.S. citizen or permanent resident, as
141 well as a Member in good standing for at least one (1) year.

142

143 **SECTION 5. TERM OF OFFICE**

144

145 Each Director shall be elected by the Members for a two (2) year term or until their successors are
146 elected. The election of the Directors shall be staggered so that only half are elected each year.

147

148 **SECTION 6. BOARD MEETINGS**

149

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

152

153 The President acts as Chairperson of the Board. The Chairperson may request that Directors indicate
154 their respective opinion on any matter relating to the activities of the Corporation through an agreed
155 upon form of communication without necessitating a full Board meeting.

156

157 A Director who misses three meetings without a valid excuse may be asked to resign or can be
158 discharged by a majority of the entire Board of Directors.

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SECTION 7. NOTICE OF MEETINGS

Regular meetings (on site or conference calls) of the Board of Directors shall be held with at least seven-day advance notice sent to all Directors and Officers. Emergency meetings of the Board of Directors shall be held upon one-day notice and only the emergency subject matter shall be discussed.

SECTION 8. QUORUM FOR MEETINGS

A quorum of the Board of Directors shall consist of at least 51% of the legally unrelated Board members.

SECTION 9. NATIONAL DIRECTORS

The Board’s Nominating Committee shall recommend, and the Board of Directors shall appoint as many National Directors as allowed by national Polish American 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

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.

**ARTICLE 4
OFFICERS**

SECTION 1. BOARD OFFICERS

The Board of Directors shall include the following Officers: The President, the Vice-President American Agenda, the Vice-President Polish Agenda, the Vice-President Public Relations, the Chapters Chairs, the Secretary, Membership Secretary, and the Treasurer. Each Officer shall be a resident of the State of California, a Member in good standing for at least one (1) year; and a U.S. citizen or permanent resident of the United States.

202 **SECTION 2. THE PRESIDENT**

203
204 The President shall be the chief executive officer of the Corporation and shall, subject to control of
205 the Board of Directors, supervise and direct affairs of the Corporation and the activities of the
206 Officers. The President shall preside over the meetings of the Board of Directors and shall perform all
207 the duties incident to that office and such other duties as may be prescribed by the Board of Directors.
208 The President shall be custodian of the corporate seal.

209
210 **SECTION 3. THE VICE-PRESIDENT, AMERICAN AGENDA**

211
212 In the absence of the President, the Vice-President, American Agenda shall perform all of the duties
213 of the President and such other duties as may be prescribed by the Board of Directors.

214
215 **SECTION 4 THE VICE-PRESIDENT, POLISH AGENDA**

216
217 In the absence of the President and the Vice-President, American Agenda, the Vice-President, Polish
218 Agenda shall perform all of the duties of the President and such other duties as may be prescribed by
219 the Board of Directors.

220
221 **SECTION 5. THE VICE-PRESIDENT, PUBLIC RELATIONS**

222
223 The Vice-President, Public Relations shall perform such duties as may be prescribed by the Board of
224 Directors.

225
226 **SECTION 6. THE CHAPTER CHAIRS**

227
228 The Chapter Chairs shall preside over their respective Chapters and shall report on the activities and
229 financial status of their respective chapters and perform such other duties as may be prescribed by the
230 Board.

231
232 **SECTION 7. THE SECRETARY**

233
234 The Secretary shall have the following specified powers and duties:

- 235
236 (a) To record all transactions and minutes of the Board of Directors meetings and of the Annual
237 Meeting.
238 (b) To certify and keep records of the minutes of the Board of Directors and of the Annual Meetings
239 in a safe and accessible location available for inspection by Directors or the Auditing Committee.
240 (c) To provide notice of all Board of Directors meetings and Annual Meetings and such other notices
241 as may be prescribed by the Board of Directors.

242
243 **SECTION 8. THE TREASURER**

244

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

- 249
- 250 (a) To record dues, all monetary transactions, donations, other income and expenses for the
- 251 Corporation and to issue proper receipts for these funds.
- 252 (b) To disburse the funds of the Corporation for proper expenses, and to take proper vouchers for
- 253 such disbursements. The disbursement of funds must be authorized by an approved Corporation
- 254 budget or by the Board of Directors.
- 255 (c) To prepare quarterly financial reports for each Board meeting and for each Annual Meeting and
- 256 such other reports as prescribed by the Board of Directors.

257
258 **SECTION 9. MEMBERSHIP SECRETARY**

259
260 The Membership Secretary shall:

- 261
- 262 (a) Welcome new Members to the Corporation and contact new Members to arrange and coordinate
- 263 their activities within the Corporation.
- 264 (b) Maintain all records pertaining to all categories of Membership.
- 265 (c) Mail requests for dues to Members.
- 266 (d) Verify and submit applications to the Board of Directors.
- 267 (e) Establish contact with supporters and members from POLAM Federal Credit Union and
- 268 encourage them to join as Individual Members.
- 269 (f) Keep records of dues requirements for all classes of Members.

270
271 **ARTICLE 5**
272 **COMMITTEES OF THE BOARD OF DIRECTORS**

273
274 **SECTION 1. STANDING AND AD HOC COMMITTEES**

275
276 The President, with the approval of the Board of Directors, can establish Membership, Ways and
277 Means, Polish Agenda, American Agenda, Culture & Youth, Grievance, Charitable, Political Action,
278 and other Standing and Ad Hoc Committees as necessary to carry on the activities of the Corporation.

279
280 Each Director may be required by the President to oversee or chair a standing committee. Exempt
281 from this requirement are the Secretary, Treasurer, the Past President, Membership Secretary and the
282 Chapter Chairs.

283
284 **SECTION 2. FAILURE TO PERFORM DUTIES OF COMMITTEE ASSIGNMENTS**

285
286 Failure by a Director to perform the duties and responsibilities of a standing committee assignment
287 may constitute, in effect, the Director’s resignation from the Board of Directors and that position on

288 the Board of Directors may be declared vacant. The Director may also forfeit the position of National
289 Director if that had been previously so approved, and that position of National Director may be
290 declared vacant.

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292

ARTICLE 6
MEMBERS

293

294

SECTION 1. DETERMINATION OF MEMBERS

296

297 The Members of the Corporation shall be divided into six (6) classes of membership as follows:
298 Individual, Organization, Honorary, Supporting, Family, and Student Member.

299

300 (a) **Individual Member** shall be defined as any person of Polish ancestry, or anyone related by blood
301 or marriage to a person of Polish ancestry, that is also a citizen or permanent resident of the
302 United States, or any U.S. citizen, a resident of Southern California, who intends to support the
303 purpose and activities of the Corporation. Applications for Individual Membership shall be
304 approved by the Board of Directors. Individual Members pay annual dues and have a right to
305 vote.

306 (b) **Organization Member** shall be defined as any organization consisting of a substantial number of
307 persons of Polish ancestry. This would include, but not be limited to: chapters, groups or
308 branches of national Polish organizations, independent Polish societies and clubs; and religious
309 congregations, such as parishes, convents or monasteries, which serve the Polish American
310 community. Organization Members retain autonomy in their respective affairs and are not liable
311 for the actions of the Corporation. The Corporation is not liable for the actions of their
312 Organization Members.

313 (c) **Honorary Member** shall be defined as an individual person who has distinguished
314 himself/herself in organizational, patriotic, civic, educational, scientific, professional or religious
315 fields and who has, upon the recommendation of the President, been approved by the Board of
316 Directors to be so honored. Honorary Members are exempt from any dues or fees and do not have
317 the right to vote in matters of the Corporation unless they also hold an Individual Membership.

318 (d) **Supporting Member** is defined as a member of POLAM Federal Credit Union or other business
319 entities without the right to vote.

320 (e) **Family Member** shall be defined as comprising of two directly related persons with one of them
321 of Polish ancestry, and they shall be U.S. citizens or permanent residents, that reside in Southern
322 California. Both persons in the Family Member category shall have the right to vote.

323 (f) **Student Member** shall be defined as a person enrolled in an institution of higher education, such
324 as university or college. Student Members do not have voting rights.

325

SECTION 2. QUALIFICATIONS FOR MEMBERSHIP

327

328 The qualification for each class of membership shall be the definition of that specific class and each
329 Individual, Family and Student Member shall be a resident of the State of California. Individual,
330 Family and Student Members require the support of two current Corporation Members in good

331 standing who need to sign the candidate’s application prior to being considered.

332

333 **SECTION 3. ACCEPTANCE OF MEMBERS**

334

335 Applications for membership shall be submitted to, reviewed and approved by the Board. All
336 applications shall be treated and considered in a confidential manner.

337

338 **SECTION 4. TRANSFER OF MEMBERSHIP**

339

340 Membership in the Corporation is not transferable or assignable.

341

342 **SECTION 5. TERMINATION OF MEMBERSHIP**

343

344 The Board of Directors may suspend or expel a Member for cause after an appropriate hearing and by
345 a majority vote of those present at a given Board Meeting. The Board may terminate the membership
346 of any Member who becomes ineligible for membership. The Board may also suspend or expel any
347 Member delinquent in the payment of dues, that is any Member that does not pay the dues by the
348 Annual Meeting. Procedure for said termination shall be pursuant to Robert’s Rules of Order Newly
349 Revised.

350

351 **ARTICLE 7**

352 **MEETINGS OF MEMBERS**

353

354 **SECTION 1. PLACE OF MEETINGS OR TELECONFERENCE**

355

356 Meetings of Members shall be held at locations and times designated by the Board of Directors. The
357 said Meetings may be held in person or by teleconference.

358

359 **SECTION 2. ANNUAL MEETINGS**

360

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

365

366 **SECTION 3. QUORUM**

367

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

369

370 **SECTION 4. SPECIAL MEETINGS**

371

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

374
 375 **SECTION 5. NOTICE OF MEETINGS**
 376
 377 Members shall receive written notice of an Annual Meeting at least thirty (30) days in advance of the
 378 meeting. Members shall receive written notice of Special Meetings at least thirty (10) days in
 379 advance of the meeting. Written Notice can indicate electronic communication.

380
 381 **SECTION 6. VOTING RIGHTS**
 382
 383 Individual, Family and Organization Members have the right to vote at all Annual and Special
 384 Meetings as follows:
 385
 386 (a) Each Individual Member is entitled to one (1) vote. In addition, an Individual Member may also
 387 represent only one (1) organization as a delegate with one additional vote. Proxy voting shall not
 388 be permitted.
 389 (b) Both persons in the Family Member category shall have a right to vote, with a maximum of two
 390 votes per Family.
 391 (c) Each Organization Member is entitled to one vote. The organizational vote shall require a written
 392 designation signed by its authorized Board member and verified and confirmed by the
 393 Membership Secretary.
 394 (d) No Members who are delinquent in the payment of dues shall be entitled to participate in the
 395 Annual/Special Meeting unless the delinquent dues are paid in full prior to the start of the
 396 Annual/Special Meeting.

397
 398 **SECTION 7. PROCEDURES**
 399
 400 The President shall chair the Annual and Special Meetings and appoint the Sergeant at Arms,
 401 Nominating Committee, and other Committees as necessary. Other procedures are as follows:
 402
 403 (a) The Corporation’s Secretary shall record the minutes and all transactions.
 404 (b) Voting in the elections for Officers and Directors shall be by secret ballot at the Annual Meeting.
 405 (c) The nominating and voting procedures shall be established by the Board of Directors at least one
 406 (1) month before the Annual Meeting. Additional nominations from the floor for vacant offices
 407 may be made by voting Members present at the Annual Meeting.
 408 (d) Changes to the Bylaws shall require previous notice and approval of at least two-thirds (2/3) of
 409 those present and voting at the Annual Meeting.

410
 411 **ARTICLE 8**
 412 **CHAPTERS**
 413

414 Chapters may be established and approved by the Board of Directors as follows:
 415
 416 (a) The Corporation may approve the establishment of the following chapters: Los Angeles (Los

- 417 Angeles County together with Ventura, Santa Barbara and Kern Counties); Orange (Orange
 418 County together with Riverside and San Bernardino Counties, aka “Orange County – Inland
 419 Empire”); and San Diego (San Diego County together with Imperial County). The Board of
 420 Directors may establish other Chapters and rearrange chapter boundaries as necessary.
- 421 (b) An active Chapter must have at least five (5) members in good standing and have a minimum of
 422 two (2) meetings a year. The Board reserves the right to dissolve Chapters that do not meet these
 423 requirements.
 - 424 (c) The Chapter Chair shall preside over the Chapter meetings.
 - 425 (d) Each Chapter Chair shall provide an activity and financial report to the Board at each Board
 426 Meeting.

427
 428 **ARTICLE 9**
 429 **DUES**

430
 431 The annual dues for Individual, Family, Student, and Organization Members shall be established by
 432 the Board of Directors. Other matters pertaining to dues are as follows:

- 433
- 434 (a) All dues are due and payable by March 1 of each year to the Treasurer of the Corporation.
- 435 (b) Dues are delinquent if not paid by March 1 of each year. A Member’s delinquent dues must be
 436 paid prior to the start of the Annual/Special Meeting, for that Member to have voting rights restored
 437 at that Meeting.
- 438 (c) Members whose dues are delinquent lose all voting rights until their dues are fully paid. Members
 439 who are candidates for the Board should pay all delinquent dues including those for previous
 440 years to be eligible.

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 442 **ARTICLE 10**
 443 **AUDITING COMMITTEE**

444
 445 **SECTION 2. QUALIFICATIONS**

446
 447 Auditing Committee Members shall be residents of Southern California, Individual Members in good
 448 standing for at least one (1) year and U.S. citizens or permanent residents.

449
 450 **SECTION 3. TERM OF OFFICE**

451
 452 Auditing Committee members shall serve for a period of two (2) years.

453
 454 **SECTION 4. DUTIES**

455
 456 The Auditing Committee shall periodically review the financial accounts of the Corporation, its
 457 Chapters and its committees on an annual basis prior to the Annual Meeting. The Auditing
 458 Committee shall determine if all income was accounted for and if all expenditures were authorized by
 459 an approved budget or by the Board of Directors. The Auditing Committee shall present their report

460 at the Annual Meeting.

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462

ARTICLE 11 GENERAL PROVISIONS

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464

SECTION 1. FISCAL YEAR

465

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

468

SECTION 2. RULES OF ORDER

469

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

473

SECTION 3. NON-LIABILITY OF DIRECTORS AND MEMBERS

474

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

477

SECTION 4. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

478

479 To the extent that a person who is, or was, a Director, Officer, employee or other agent of this
480 Corporation has been successful on the merits in defense of any civil, administrative or investigative
481 proceeding brought to procure a judgment against such person by reason of the fact that he or she is,
482 or was, an agent of the Corporation, or has been successful in defense of any claim, issue of matter,
483 therein, such person shall be indemnified against expenses actually and reasonably incurred by the
484 person in connection with such proceeding. If such person either settles any such claim or sustains a
485 judgment against him or her, then indemnification against expenses, judgments, fine, settlements and
486 other amounts reasonably incurred in connection with such proceedings shall be provided by this
487 Corporation but only to the extent allowed by, and in accordance with the requirements of, Section
488 5238 of the California Nonprofit Corporation Law.

489

SECTION 5. INSURANCE FOR CORPORATE AGENTS

490

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

501

503 the California Nonprofit Corporation Law.

504

505 **SECTION 6. BYLAWS VALIDATION**

506

507 All provisions of these Bylaws shall become effective upon approval by the Members at the Annual
508 Meeting.

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510

ARTICLE 12

511

POLISH AMERICAN CONGRESS, INC.

512

513 **SECTION 1. AFFILIATION**

514

515 The Corporation is an independent, separate, and distinct legal entity incorporated in the State of
516 California and operating in conformity with the laws and regulations of the State of California.

517

518 The Corporation holds membership status of the Polish American Congress, Inc., an organization
519 incorporated in the State of Illinois.

520

521

ARTICLE 13

522

GRIEVANCE PROCEDURE

523

524 **SECTION 1. WRITTEN COMPLAINT**

525

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

528

529 The complaint shall be verified or notarized and shall have attached to it all affidavits, exhibits,
530 transcripts and any other document(s) on which the complaint is based.

531

532 The complaint with all attachments shall be submitted to the Secretary. The complaint shall then be
533 investigated by the specifically selected Grievance Committee which shall submit findings of fact and
534 conclusions of law to the Board of Directors.

535

536 Adoption of the Grievance Committee's findings of fact and conclusions of law by the Board of
537 Directors shall be final unless appealed. Members can appeal the decision which shall be heard by the
538 Members at the Annual Meeting whose decision shall be final.

539

540

ARTICLE 14

541

AMENDMENT OF BYLAWS

542

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

545

- 546 (a) Proposals of amendments to these Bylaws must be presented in writing to the Secretary of the
- 547 Corporation who will distribute copies to the Directors.
- 548 (b) Proposals of amendments to these Bylaws must be in printed form with the existing word(s)
- 549 crossed out, yet still visible, followed by new word(s) in bold font.
- 550 (c) Proposals of amendments to these Bylaws must be available to Directors at least thirty (30) days
- 551 before the Annual Meeting. At least three (3) Directors must sign a petition for consideration for
- 552 the proposals to be considered by the entire Board of Directors.
- 553 (d) Following a review and approval of the proposed amendments to these Bylaws by Directors, the
- 554 Secretary shall mail or electronically distribute copies of the proposals to all Members in good
- 555 standing no later than fifteen (15) days before the Annual Meeting. The President shall include
- 556 the proposals on the agenda of the Annual Meeting to be approved by Members.
- 557 (e) The amendments to these Bylaws shall be binding when approved by two-thirds of Members in
- 558 good standing who attend the Annual Meeting.
- 559

560 **ARTICLE 15**

561 **DISSOLUTION OF THE CORPORATION**

562

563 In the event of the dissolution of the Corporation, all remaining funds in the Corporation’s treasury

564 shall be assigned to the Polish American Charities of Southern California to be designated for use for

565 humanitarian purposes by the Polish American Charities of Southern California Board of Directors.

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568

569 **CERTIFICATE:**

570 I, Edward Wojciech Jeśman, certify that I am the current elected and acting President of the Polish

571 American Congress of Southern California. The bylaws stated above were adopted at the Annual

572 Membership Meeting on June 24, 2024, and have not been amended or modified since that date.

573

574 ***EXECUTED*** on this day of June 24, 2024, in the County of Los Angeles, California.

575



576 Edward Wojciech Jeśman

577