

THE CONSTITUTION AND BY-LAWS



OF THE POLISH AMERICAN CLUB OF COLUMBUS, OHIO

ARTICLE I

ORGANIZATION AND ITS PURPOSE

1. This Club shall be known at the Polish American Club of Columbus, Ohio. The club board has established a USPS P.O. Box, Website, Newsletter and Logo by the Board of Officers and Trustees.
2. This Club is a corporation incorporated under the laws of the State of Ohio.
3. All articles and paragraphs of this constitution with its amendments and additions, legally adopted by the majority of the membership, are binding on all members at all times.
4. The purpose of this Club is to bring together Poles and Americans residing in Columbus and vicinity to form one body to:
 - a. preserve and popularize Polish and Polish American heritage, traditions and customs;
 - b. promote an appreciation of Polish and Polish American art, music and literature;
 - c. inform and educate Americans of Polish descent about the Polish language, and encourage its use;
 - d. provide information and assistance to people coming to the United States from Poland:

- e. commemorate historical Polish and Polish American events and cultural achievements; and
 - f. sponsor, organize and participate in Polish and Polish American cultural, educational and social activities
5. The Club shall have the right to own a building for its needs.
6. The Club is formed under the Ohio Nonprofit Corporation Law, with the following provision:
- a. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to, its Trustees, Officers, other private persons or Clubs except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 4 hereof.
 - b. The Club shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which the Club is organized, and to aid or assist other Clubs whose activities are such to further, accomplish, foster or attain any such purposes.
 - c. No substantial part of the activities of the Club shall involve the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent provided in the Code Section 501 (h), and the Club shall not participate 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.
 - d. Notwithstanding any other provision of these Articles, the Club shall not carry on any other activities not permitted to be carried on:
 - (1) by an Club exempt from federal income tax as an Club described in Code Section 501 (c) (3) of the Internal Revenue code ; or

- (2) by an Club, contributions to which are deductible under Code Sections 170 (c), 2055 (a) and 2522 (a) of the Internal Revenue code; or
- (3) by an Club not a private foundation under Code Section 509 (a) of the Internal Revenue code.

ARTICLE II

MEMBERS

1. Membership consist of five categories:
 - A. Individual (one member)
 - B. Family (parents and children)
 - C. Senior (Individual or Family; member is 65+ years of age)
 - D. Student (Individual or Family; member is a full time student)
 - E. Honorary

No member may hold more that one membership in the Club. Membership in the Club is not transferable.

2. The Officers and Trustees may establish special categories of membership and may provide for rights and privileges thereof.

3. The Club shall keep a membership list in printed or electronic format containing the name and address of each member, and the date of admission to membership.

4. Each member of the Club shall pay an annual membership fee established for the membership categories. Annual membership fees must be paid each year. The Officers and Trustees may change the annual membership fees once a year.

5. Application for membership shall be in writing and in such form as the Officers and Trustees shall prescribe. Membership in the Club shall become effective upon approval of the membership application by an Officer designated to perform such duty, and by receipt of payment of the appropriate membership fee.

6. If any member should change residence, the treasurer shall be notified by said member.

7. Only members who have paid their dues to date are eligible to vote. The Club will operate on a fiscal year commencing January 1.

8. Membership in the Club shall terminate:
 - a) upon written resignation;
 - b) failure to pay annual dues within ninety (90) days of the date set for such payment;
 - c) by the affirmative vote of not less than a majority of the Officers and Trustees then in office for willful violation of law, the Articles, these Regulations or other good cause. Notwithstanding the foregoing, no member of the Club shall have his or her membership terminated by the affirmative vote until and unless such member has been given written notice by personal delivery or by registered mail, not less than ninety (90) days prior to the date affixed for the meeting at which a vote on the termination of membership shall be taken, informing the member of:
 - (1) the reason for termination of membership;
 - (2) the right to appear, in person or by a designated representative, at such meeting to present the member's position;
 - (3) the right to submit a written statement of the member's position; and
 - (4) the time and place of the meeting at which the vote on the proposed termination will be taken.

The Club media will notify about planned termination no less than one month prior the date of the meeting.

ARTICLE III

ELECTIONS

1. Any member of the Club 18 years of age or older may serve as an officer or trustee. An officer cannot simultaneously serve as a trustee of the Club.
3. The Board of Trustees shall be comprised of five (5) trustees.
2. The officers of the Club shall consist of a President, a Vice President, a Secretary, and a Treasurer.
4. Election of Officers and Trustees shall be by secret ballot. Nomination of candidates will take place at the February monthly meeting. Candidates will have the opportunity to make campaign statements at the March monthly meeting or via the Club's communication resources. Election of Officers and Trustees will take place at the April monthly meeting. If action is

not then taken, Election of Officers and Trustees may take place at any regular or special meeting of the members for which notice is given as provided in Article VIII Section 5.

5. All officers shall be elected for terms of one (1) year each. Officers may be reelected, but no officer shall serve for more that three (3) consecutive terms.

6. Trustees shall serve for terms of two (2) years each. Trustees may be reelected, but no trustee shall serve for more that three (3) consecutive terms.

7. Any officer or trustee may resign by presenting his resignation in writing at a regular membership meeting.

8. Any officer or trustee who does not attend three (3) meetings in succession without a just cause, will be automatically relieved of his duties. Any officer or trustee who cannot consistently attend meetings should voluntarily resign.

9. The trustees shall appoint by majority vote any member 18 years of age or older to fill any vacancy among the Officers or Trustees for the remainder of the unexpired term. However, any vacancy with respect to the office of President shall be filled for the unexpired term by the then existing Vice President

10. Only members 18 years of age and older who have paid their dues to date are eligible to vote.

11. Any member has a right to cast his/her ballot. He/she may request the officers to supply him/her with a mail-in ballot, which he/she may fill out, and send to the Club. Only ballots received prior to election will be valid.

ARTICLE IV

DUTIES OF THE OFFICERS

1. The President shall:
- (a) preserve order and protect the interests of the Club;
 - (b) preside over all meetings and committees;
 - (c) have knowledge of all official correspondence and contacts of the Club;
 - (d) actively pursue opportunities for the strengthening and development of the Club, its programs and finances ;
 - (e) appoint Program Director for special task, which approval shall be voted up on the succeeding Club meeting

2. The Vice President shall:

- (a) perform the duties of the President in the event of his/her absence;
- (b) replace the President in the event he/she cannot fulfill the remainder of their elected term;
- (c) assist the President in the performance of his/her duties;
- (d) support the official activities and functions of the Club.

3. The Secretary shall:

- (a) keep official minutes of regular and special meetings, said minutes to be read at the following monthly meeting;
- (b) record attendance at meetings,
- (c) shall assist the administrative functions of the Club;
- (d) have minutes and records ready for inspection at all times;
- (e) be custodian of all books, records, papers and material property of the Club.

4. The Treasurer shall:

- (a) receive, record, and provide receipts for all monies received by the Club;
- (b) disburse funds for expenses approved by the Club;
- (c) maintain the financial records for the Club;
- (d) ensure that the Club's investments are managed properly;
- (e) file tax returns;
- (f) ensure that the Club is in compliance with U.S. IRS 501 (c)(3) Non-Profit Regulations as well as the State of Ohio's Non-Profit Rules and Regulations;
- (g) shall have financial records ready for inspection at all times.

5. Meetings of the officers of the Club shall be held as business warrants. All Officers are to be notified of the date, time and location of such meetings.

ARTICLE V

DUTIES OF THE BOARD OF TRUSTEES

1. The Board of Trustees shall meet twice a year for the purpose of auditing all records of the Club and will report to the membership at the next regular meeting

2. The Board of Trustees may transfer, sell, or lease the real and personal property of the Club, but only upon specific authorization of the membership. This authorization may be given at any regular meeting of the Club provided that all members have been notified by mail of the proposed transfer. Such authorization must be approved by two-thirds (2/3) of the membership.

3. The Board of Trustees shall meet at least once a year at such time and place as they may decide, for the purpose of reviewing the activities of the club and making sure that the purposes of the club have been observed. A report shall be made to the membership at the meeting of the election of officers.

ARTICLE VI

AMENDMENTS

1. This constitution and by-laws may be amended by the consent of two-thirds (2/3) of the voting members of the Club.

2. The procedure in this event is to be as follows:

- a. The Officers and the Board of Trustees must approve the amendments by a simple majority.
- b. The officers must acquaint the members with the reasons for such amendments.
- c. Member must be notified for that purpose by mail four weeks in advance.
- d. Discussion must be free and open to all members. Balloting must be secret.
- e. Any member has a right to cast his/her ballot on any vital question. He/she may request the officers to supply him/her with a mail-in ballot, which he/she may fill out, and send to the Club.

ARTICLE VII

CODE OF CONDUCT

1. The Polish American Club of Columbus, Ohio, is incorporated under the laws of the State of Ohio and recognized by such state. Its members, therefore, shall always remain loyal to the United States of America.

2. English shall be the official language of the Club, with reasonable accommodation, when possible, for the use of Polish as a second language.

3. Any member, having the welfare of the Club at heart, shall not do anything to harm it.

4. Every member is obliged to work harmoniously within the Constitution and By-laws.

5. Misconduct of members can result in termination. If such an occasion should arise, it shall be dealt with as provided in Article II Section 8.

6. All members, even if their dues are paid, lose their privileges and rights if suspended or willingly resign their membership.

ARTICLE VIII

MEETINGS

1. Meetings of the Club shall be held monthly. A schedule of locations and meeting times shall be made available to all members.

2. At all meetings of the membership, not less than ten (10) members must be present to constitute a quorum in order to transact financial business.

3. Every meeting of the membership shall be opened by the president or by an officer appointed by the president. The order of the meeting shall be as follows:

- a. Opening of the meeting
- b. Welcome of new members and guests
- c. Reading and approval of the minutes of the previous meeting
- d. Report of the Treasurer
- e. Report of the Committees
- f. New Business
- i. Closing of the meeting

5. If the interest of the Club requires, special meetings may be called, with notification of members being made a minimum of seven (7) days prior to the meeting.

ARTICLE IX

INDEMNIFICATION

1. The Club shall maintain adequate insurance, per the articles of incorporation, to protect the Club, officers and members from legal action arising from any activities of the club.

2. The Club shall maintain an adequate bond protection of the Treasurer and the President.

ARTICLE X

DISSOLUTION

1. In the event that the Club is unable to continue business because of failure of purpose; or if the members pass a resolution by secret ballot of two-thirds (2/3) of the entire membership; or by operation of law, then in that event, after all expenses of dissolution are paid and all creditors duly satisfied, any surplus funds, properties or other assets will be turned over to any nonprofit Club, chosen and voted on by the membership.

2. No member is entitled to assets of the Club in the event of dissolution.

3. Dissolution shall be made in accordance with the laws of the State of Ohio.



Founded 1980