

BY-LAWS OF THE POLISH-AMERICAN SOCIETY

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Our mission is to strengthen bonds and solidarity, provide mutual support and help between Polish People, cultivate Polish traditions, culture and language and the promotion of native Polish values in American society.

ART. I. NAME OF THE ORGANIZATION AND BY-LAWS

1. Our Organization's name in Polish is Stowarzyszenie Polsko-Amerykańskie (SPA) and in English is Polish American Society (PAS).
2. The legal foundation of the Organization is based on registration with the Secretary of State – Tennessee on January 18, 2008.
3. These By-Laws complete the registration of the PAS and are for the use of the PAS.

ART. II. GOALS

1. To cultivate and maintain Polish traditions and culture and the Polish language among members of the Organization.
2. To maintain and care for the development of Polish language between younger and older generations.
3. To popularize Polish culture and traditions in American Society.
4. To organize traditional meetings and holiday gatherings.
5. To provide help and assistance for people in the Polish community.
6. To cooperate with other Polish organizations, consistent with the scope of the goals of the PAS.

ART. III. MEMBERSHIP

1. Members are divided into 2 categories:
 - a) Members,
 - b) Honorary Members.
2. Members in good standing of the PAS are defined as those who pay the dues set by the PAS and meet the criteria as determined by the Excom.
3. The status of Honorary Members is given by the Excom to individuals for their special contributions to the Organization and a motion or proposition of ½ of the membership must approve this proposition.
4. Individuals who may financially support the PAS can be named as Friends or Supporters of the PAS.

ART. IV. AUTHORITY OF THE SOCIETY

1. Authority of the PAS is vested in the
 - a) General meeting of the Members of the PAS,
 - b) Excom.
2. The Excom will be elected every 2 years.

ART. V. GENERAL MEETING

1. A general meeting is the highest authority of the organization.
2. A general meeting can be called by the Excom to:
 - a) report to the membership and to conduct an election,

- b) under extraordinary circumstances, a general meeting can be convened with the initiative of the Excom or with a motion supported by 1/3 of the members,
- 3. A General Meeting is necessary to
 - a) elect the members of the Excom,
 - b) approve changes in the By-Laws,
 - c) dissolve the PAS.
- 4. The Excom will inform PAS members about General Meetings at least 2 weeks prior to the meeting date.

ART. VI. EXECUTIVE COMMITTEE (EXCOM)

- 1. The Excom are the administrators of PAS.
- 2. The Excom is composed of:
 - a) Chair,
 - b) Vice-Chair,
 - c) Secretary,
 - d) Treasurer,
 - e) Coordinator of cultural events,
- 3. Meetings of the Excom are called by the Chair or, if necessary the Vice-Chair at least one week before the actual meeting date.
- 4. Duties of the Excom are to:
 - a) direct the activities of the PAS,
 - b) execute decisions of the general meetings,
 - c) manage the finances of the PAS,
 - d) recruit new members,
 - e) call General Meetings,
 - f) approve of Honorary Members consistent with the regulations of Article III).

ART. VII. ELECTIONS

- 1. The Excom is elected by the members of the Society and the decision is made by the majority of the votes of those present at the General Meeting.
- 2. The Excom will select 3 Members to form an Election Committee, composed of a Chair and 2 additional Members.
- 3. The Excom will send to all members of the PAS:
 - a) place and date of Election Meeting,
 - b) list of the Members of the Society,
- 4. Members are to select 8 nominees who, in the opinion of the Member, should be considered as candidates for election. Names of the candidates should be underlined on the obtained list of the Members of the Society.
- 5. Lists with underlined nominees' names will be sent to the Chair of the Election Committee.
- 6. Voting Members are Members in good standing who are 18 years and older and Honorary Members.
- 6. Prior to the election, the Election Committee will determine if the nominees are willing to stand as candidates for office. Members who receive the most nominations will be the candidates for the Excom.

ART. VIII. OBLIGATIONS OF MEMBERS OF THE EXCOM

- 1. Chair
 - a) coordinates the activity of the Excom and serves as outside representative of the PAS. Chairs meetings of the Excom, or in the chair's absence, appoints a member to chair meetings,
 - b) insures that the work of the PAS is consistent with the By-Laws,
 - c) insures the maintenance of the image of the PAS on the internet and the media,
 - d) reports the work of the Excom and execute the resolutions of the general meeting.
- 2. Vice-Chair
 - a) if necessary, deputized by the Chair to perform the Chair's functions, as specified by the Bylaws,**
 - b) keeps contact and exchange information with other social organizations, especially with Polish organizations in the United States,
 - c) is responsible for promotion of Polish cultural values and education in American society.
- 3. Secretary
 - a) manages the archives and documents of the PAS and passes on to a successor,
 - b) is responsible for the form and distribution of a bulletin to PAS members,
 - c) maintains minutes of all meetings of the Excom,
 - d) is responsible for the correspondence of the PAS.
- 4. Treasurer
 - a) maintains documentation of the PAS finances, and realizes the operations of all bookkeeping and checking, according to the direction of the Excom,
 - b) is responsible for giving financial documents to a successor,
 - c) is responsible for records of members and honorary members of the PAS,
 - d) informs the Internal Revenue Service of changes in the Excom and the address of the PAS,

- e) signs all documents related to finances and checking. In the absence of the treasurer, the chair, or a person appointed by the chair is responsible.
- 5. Coordinator of cultural events
 - a) Is responsible for coordination of cultural events as described in Article II, including traditional and holiday meetings and other meetings associated with dates of historical importance to the Polish community.
- 6. Coordinator of public relations

ART. IX. RIGHTS AND OBLIGATIONS OF MEMBERS

- 1. Members have the right to vote.
- 2. Honorary Members have the same rights as Members.
- 3. All Members are responsible for maintaining the good reputation of the PAS.
- 4. All Members are responsible to inform the Excom about change of address and other contact information.
- 5. Members may be deleted from the membership list
 - a) based on the wish of the member,
 - b) as a result of not paying annual membership fees.
- 6. Additional rights and obligations of membership will be posted in the PAS bulletin and on the internet site.

ART. X. QUORUM

- 1. General meeting
 - a) a quorum is defined as at least 1/3 of all eligible Members,
 - b) each member has one vote,
 - c) if a Member is not present at a General Meeting, a Member's vote will be counted if the Member submits a vote in writing prior to the meeting,
 - d) the majority of Members present decide motions or elections that are put to a vote. The exception is described in Article XIV.3.
- 2. Excom
 - a) a quorum of the Excom is defined as 5 members of the Excom,
 - b) an ordinary majority decides questions/resolutions of the Excom.

ART. XI. FUNDS

- 1. The Society is a non-profit organization.
- 2. Sources of funding of the PAS:
 - a) membership dues,
 - b) income from social events,
 - c) subsidies and donations.
- 3. Spending of funds is decided by the majority of members of the Excom.

ART. XII. MEMBERSHIP DUES

- 1. Membership dues are decided by the Excom based on the annual budget.
- 2. Dues are paid through Dec 31 of each year (calendar year). Dues not paid for the whole calendar year will result in deletion from the membership list.
- 3. The Excom may waive or reduce fees for Members with financial difficulties.
- 4. Honorary Members have no obligation to pay membership fees.

ART. XIII. ACTIVITIES OF EDUCATIONAL, CULTURAL AND SPORTS GROUPS

- 1. The Society sponsors and assists internal groups with their educational, cultural and sports activities.
- 2. These groups as part of the Society act according to their rules made known to the Excom.

ART. XIV. FINAL DECISIONS

- 1. Changes to the By-Laws may only be made at a General Meeting. A majority of votes will decide on changes to the By-Laws.
- 2. Proposed changes to the By-Laws must be made to the Excom in writing.
- 3. A resolution to dissolve the PAS must be made by the Excom at a General Meeting. The resolution must pass by a 2/3 vote and the sum of all votes must be greater than 50% of all PAS Members. The resolution must specify how PAS funds will be liquidated and distributed. The funds can only be given to Polish organizations according to all applicable laws.
- 4. If a proposal is made to change the By-Laws, the Excom will send each Member information about the proposal at least 3 weeks before General Meeting and at least 6 weeks in the case of a proposal to dissolve the PAS.