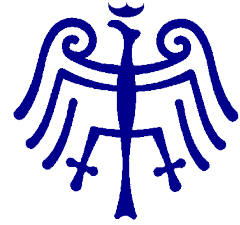


*American Council
for Polish Culture*



CONSTITUTION

As amended in Anaheim, California

August 21, 2004

As amended in Chicago, Illinois

August 8, 2015

**CONSTITUTION
OF THE AMERICAN COUNCIL FOR POLISH CULTURE INC.**

As Amended in Anaheim, California, August 21, 2004

As Amended in Chicago, Illinois, August 8, 2015

PREAMBLE

We associate together to perpetuate and develop the culture created by our forefathers; to encourage higher education and scholarship among people of Polish descent; to foster in Americans of Polish descent a consciousness and pride in their heritage; to spread the knowledge of Poland's thousand-year-old culture among Americans of all backgrounds; to help establish, develop and guide local member organizations sharing a common devotion to Polish and Polish-American culture; to enrich the forming pattern of America's great culture by weaving into it the best from Polish sources of inspiration and of accomplishment.

ARTICLE I – NAME

The name of this organization shall be the American Council for Polish Culture Inc. (hereinafter, the Council), a non-profit organization incorporated in the State of Illinois.

ARTICLE II – AIMS AND PURPOSES

As the official, national affiliation and representation of Polish-American cultural organizations, the Council serves its members by:

1. Providing national leadership to the affiliation of Polish-American cultural organizations;
2. Acting as a clearing house for the exchange of information and ideas which promote awareness and appreciation of Polish culture and cultural values in the United States and of the Polish-American contribution to the development of the United States;
3. Proposing program material and cultural activities which will stimulate interest and provide Member Organizations with useful guidance to fulfill their objectives;
4. Sponsoring national cultural projects and programs;
5. Encouraging the formation of new cultural organizations, particularly in such communities where they do not exist; and

6. Cooperating with Polish and other Polish-American organizations or *other groups* of similar purpose to maintain contact with and help develop the creative forces of contemporary Polish and Polish-American cultural life.

ARTICLE III – MEMBERSHIP

1. Membership in the Council is open to Organizations which are primarily dedicated to promoting the aims and purposes of the Council, and to individuals who support such aims and purposes.

2. Full Membership in the Council is open to Organizations which have a minimum of twenty (20) active members in good standing, and hold at least one membership meeting annually. Full members shall be known as Affiliates of the American Council for Polish Culture.

3. Provisional Membership in the Council may be extended to applicant Organizations for a two-year period from date of acceptance in instances in which it is determined that the Organization will benefit from such provisional status in preparing itself for full membership. Provisional member organizations shall be accorded limited privileges of membership and shall not have the right to vote.

4. Supporting Memberships in the Council may be extended to applicant organizations which do not wish to fully participate in the activities of the Council. The obligations, rights and privileges of Supporting Members shall be less than the obligations, rights and privileges of Affiliates.

5. Sustaining Memberships in the Council may be extended to applicant commercial entities which shall contribute financially to the Council in an amount to be established by the Annual Convention.

6. Individual Memberships may be extended to individuals who are interested in and support the Council's aims and purposes.

7. The Annual Convention may empower the Board of Directors to form Divisions within the Council which will constitute separate categories of membership, with rights and duties as established by the Board of Directors.

8. The obligations, rights and privileges of each class of membership, and the application process and granting of membership status, shall be as defined in the Bylaws.

ARTICLE IV - CONVENTIONS

1. The Council shall *hold an* Annual Convention. The Annual Convention *shall* consider and accept invitations from Affiliates which express a desire to host the Convention. The Convention may delegate this function as it deems necessary and appropriate.

2. The Convention is the supreme legislative and governing body of the Council.
3. The Convention shall act through delegates, who shall be:
 - a) all members of the Board of Directors
 - b) *Representatives* of Affiliates, Supporting Organizations, *and* individual members chosen in accordance with the Council Bylaws.
4. *The Constitution and Bylaws of the Council shall be amended by majority vote at the Annual Convention.*
5. *Officers and Committees shall submit written annual reports to the Executive Secretary at least one month before the Convention. In the event a Convention is not held, reports will be mailed to all Member Organizations by the end of August.*

ARTICLE V – BOARD OF DIRECTORS

1. The Board of Directors is the governing body of the Council, second only to the will of the full Convention in matters of governance. The Board of Directors shall consist of the following:
 - a) *Officers of the Council*;
 - b) Directors in a number as determined by the Bylaws;
 - c) Elected Committee Members;
 - d) The Chief Executive Officer of each Affiliate, or his designated representative;
 - e) Past Presidents of the Council who remain members of the Council and who agree to serve on the Board;
 - f) Chairs of Appointed Committees.
2. *The Board of Directors shall carry out the aims and purposes of the Council and the mandate of the Convention.*
3. *The Board of Directors shall have the responsibilities, duties and obligations as set forth in the Bylaws.*
4. *Non-elected board members and delegates may run for elected positions.*

ARTICLE VI – EXECUTIVE COMMITTEE

1. The Executive Committee is comprised of the Officers of the Council.
2. *The Executive Committee shall have the responsibilities, duties and obligations as set forth in the Bylaws.*

ARTICLE VII – OFFICERS

1. The Officers of the Council shall be the President, First Vice-President, Second Vice-President, Executive Secretary, Recording Secretary and Treasurer.
2. The President, First *Vice-President*, Second Vice-President, *Recording Secretary and Treasurer* shall be elected for two (2) year terms at every other Annual Convention, or during the month of August in any year in which a Convention is not held.
3. *Any person in the position of the President, First Vice-President, or Second Vice-President shall be limited to two consecutive elected terms during a Convention in the same office.*
4. *The positions of Executive Secretary and Financial Secretary shall be appointed by the President*
5. *The Officers shall have the responsibilities, duties and obligations as set forth in the Bylaws.*

ARTICLE VIII -- DIRECTORS

1. *Directors shall be elected for two (2) year terms at every Annual Convention or during the month of August in any year in which no Convention is held, one-half of such Directors to be elected each year.*
2. *Each Director shall be limited to two consecutive elected terms.*
3. *Directors shall have the responsibilities, duties and obligations as set forth in the Bylaws.*

ARTICLE IX – VACANCY IN OFFICE

1. *In the event a vacancy occurs in any elected office, the Board of Directors shall elect a replacement. The election shall be held at the next Board Meeting.*
2. *However, if a vacancy occurs in the office of President or First Vice President, the First Vice President and Second Vice President respectively shall succeed to that position and shall serve until the next annual election.*

ARTICLE X – COMMITTEES

1. There shall be a Nominating Committee composed of a Chairman and four members, each of whom shall be elected for a two (2) year term on a staggered basis at the Annual Convention or during the month of August in any election year in which no Convention is held. Three (3) members of the Committee shall be elected on even numbered years, and two (2) members on

odd numbered years. During the first year this provision is in effect, two (2) members of the Committee may be elected for two-year terms and three (3) for one-year terms.

2. There shall be a Credentials and Grievances Committee composed of a Chairman and two members, each of whom shall be elected for a one (1) year term at every Annual Convention or during the month of August in any election year in which no Convention is held. No two members of the Committee shall be from the same Affiliate.

3. There shall be an *Audit* Committee composed of *an Auditor who is elected and a minimum of two other members who are appointed by the Auditor to help with conducting the audit.* The *Auditor* shall be elected for a two (2) year term at alternating Annual Conventions from those at which the Treasurer is elected, or during the month of August in any year in which no Convention is held. The Audit Committee shall be authorized to examine the books and records of any committee raising or handling money, as directed by the Board. The *Auditor* shall be authorized to assist as necessary the *Council's* Certified Public Accounting firm. The *Auditor* and the Treasurer shall not be from the same Affiliate.

4. *An independent audit shall be conducted every five years for the previous year's books by a certified public accounting firm.*

5. *Appointed Committees may be formed to conduct business, special projects, and other requirements of the Council as determined by the Board of Directors or the Convention. Members of these committees are appointed by the President. Appointed Committees have the responsibilities, duties and obligations as set forth in the Bylaws.*

ARTICLE XI – ARCHIVIST

There shall be an Archivist of the Council, who shall be responsible for maintaining on a long-term basis the important documents of the Council. The Archivist shall be appointed by the President.

ARTICLE XII – GENDER

Whenever the masculine form is utilized in this Constitution or in the Bylaws, it shall be interpreted to mean either the masculine or the feminine, as the case might be.

ARTICLE XIII – AMENDMENTS

1. *The Constitution shall be amended only at an Annual Convention.*

2. Proposed amendments may be submitted by Member Organizations or individual members to the Board of Directors in conformance with procedures set forth in the Bylaws. The Board shall review and shall report to Member Organizations on all proposed amendments not less than 60 days prior to the Convention.

3. *A two-thirds majority of all delegates voting at the Convention shall be required to amend the Constitution.*

ARTICLE XIV - LIABILITY OF MEMBERS

1. *A volunteer director or volunteer officer of American Council for Polish Culture shall not be liable for monetary damages to the corporation or its members for breach of the director's or the officer's fiduciary duty.*

2. *American Council for Polish Culture assumes the liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer occurring on or after the effective date of this provision granting limited liability.*

ARTICLE XV - DISCRIMINATION

1. *American Council for Polish Culture shall not discriminate based on age, race, gender, religion, national origin or sexual orientation.*