

*American Council*  
*for Polish Culture*

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## **BYLAWS**

**As amended in Dearborn, Michigan**

**July 14, 2007**

*As amended in San Antonio, Texas*

*July 27, 2022*

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**AMERICAN COUNCIL FOR POLISH CULTURE INC.<sup>1</sup>**

As Amended in Dearborn, Michigan, July 14, 2007

*As Amended in San Antonio, Texas, July 27, 2022*

**ARTICLE I – PARLIAMENTARY AUTHORITY**

The proceedings of the Council’s Annual Convention and of the Board of Directors shall, unless otherwise specified in these Bylaws, be governed by the current edition of Robert’s Rules of Order.

**ARTICLE II – MEMBERSHIP**

1. Applications for Affiliate, Individual, Supporting or Sustaining membership shall be submitted to the chairman of the Membership Committee. An application for Organizational membership shall state the objectives of the applicant Organization, the number of members in good standing, and shall be accompanied by payment of annual dues. An application for individual membership shall state the applicant’s interest in the aims and purposes of the Council and shall also be accompanied by payment of annual dues. *Membership shall be subject to review and acceptance by the Board of Directors.*

2. A Supporting Organization shall be entitled to send one voting representative to the Annual Convention, shall be entitled to receive copies of the Polish Heritage in a number established from time to time by the Annual Convention or the Board of Directors, and shall be entitled to cooperate with the Council in such activities as the Convention or the Board may from time to time determine. [ ]

3. Sustaining Organizations shall contribute financially to the Council in an amount to be established by the Annual Convention. The Sustaining Organization shall be entitled to receive copies of the Polish Heritage in a number to be mutually agreed upon, but shall not be entitled to representation by delegates at the Annual Convention.

**ARTICLE III – DUES**

1. Annual dues of Affiliates, individual members, Supporting or Sustaining Organizations and divisions shall be established by the Annual Convention. Annual dues of Member Organizations, individual members, and divisions shall be based on the size of membership and/or type of organization, *and may be calculated on a per-member basis and/or made subject to an annual*

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<sup>1</sup> Text incorporates all amendments cumulatively. Italics and italicized brackets indicate changes and deletions, respectively, made by the amendments adopted in San Antonio, Texas on July 27, 2022.

*minimum.* The Member Organization shall submit with payment of its dues the names and addresses of each of its members.

2. The Financial Secretary shall be responsible for assessing and collecting all annual dues, and remitting same to the Treasurer.
3. Dues shall be payable no later than thirty (30) days prior to the Annual Convention. An Organization's delegation to the Convention shall be determined by the number of paid up members of the Organization. Failure to pay dues on time shall deprive individual members of participation at the Annual Convention.
4. Upon the request of a Member Organization, the Board of Directors may decrease the dues payable by such Organization for its student membership if the dues of student members of the Organization are lower than those of non-student members.

#### **ARTICLE IV – CONVENTIONS**

1. Member Organizations shall, no later than thirty (30) days before the date set for the Annual Convention, send copies of the names and addresses of their delegates and alternates to the President, Treasurer, and Credentials and Grievances Committee Chairman.
2. All elected Officers, Directors, Elected Committee Members and Appointed Committee Members shall be automatically designated as delegates to the Annual Convention. Their designation as delegates shall not affect the number of delegates assigned to an Affiliate.
3. Each Affiliate and Division shall be entitled to have its chief executive officer or his designee serve as a delegate, and shall also be entitled to one delegate for every twenty (20) members. Delegates and their alternates must be members in good standing of the Organizations they represent, and shall be selected in accordance with the established procedure of their Organization.
4. Individual members shall be entitled to one (1) delegate for every ten (10) members present or fraction thereof. Individual members present at the Annual Convention shall meet prior to the first working session with a member of the Board of Directors designated by the President to select their delegates from among their membership.
5. [Revoked by amendment of the Convention in Anaheim, California, on August 21, 2004.]
6. One-third (1/3) of the qualified delegates shall constitute a quorum for the transaction of the Convention's business.
7. It is desirable that a schedule of selected Convention hosts and sites be maintained for two years in advance. The Convention program and ancillary cultural and entertainment activities for delegates shall be under the auspices of the local Member Organization in the city in which the Convention is held.

8. Each officer or chairperson of a committee shall submit a report of the performance of their duties in writing to the Recording Secretary at least thirty (30) days prior to the start of the Convention.

9. Delegates attending the Annual Convention must be registered and report to the Credentials Committee no later than twelve o'clock (12:00) noon on the day before the elections are to be held in order that they may be seated and have the right to vote.

## **ARTICLE V – NOMINATIONS**

1. Member Organizations may submit nominations for Council offices to the Chairman of the Nominating Committee no later than thirty (30) days before the scheduled date of the Annual Convention, together with a resume for each nominee.

2. The Committee shall nominate one or more candidates for each elected position at the Annual Convention. In proposing such nominations, the Committee shall consider nominees submitted by Member Organizations in accordance with the procedures set forth in these Bylaws. *The Committee's report to the Convention shall include (a) the names of all individuals submitted to the Committee for each elected position, and their nominators, (b) whether each such individual is a member in good standing (with fully paid dues) and thereby eligible for candidacy, and (c) the particular person(s) proposed by the Committee as its nominee(s) for each elected position.*

3. Nominations may also be made from the Convention floor by delegates. Each such nomination must be seconded.

4. If no Convention is scheduled in any year, the Nominating Committee shall conduct election of officers by mail, and shall certify the returns to the President by attaching copies of ballots cast. In such event, nominations shall be submitted to the Nominating Committee Chairman no later than forty-five (45) days before the date set for balloting and the Nominating Committee's list of candidates shall be circulated among the Member Organizations no later than thirty (30) days before the date set for balloting.

5. [Eliminated by vote of the 59<sup>th</sup> Annual Convention, Dearborn, Michigan, July 14, 2007.]

## **ARTICLE VI – ELECTIONS**

1. Any member in good standing of any *Member* Organization may be elected or appointed to any office of the Council. Duly elected delegates of Member Organizations in good standing or of individual members in good standing shall be eligible to vote for elected officials at the Annual Convention. In the event no Convention is held, all officials scheduled for election that year shall be elected by the Member ORganizations submitting ballots by mail to the Chairman of the Nominating Committee. In such event, each Member Organization shall be entitled to cast votes in accordance with the proportional representation formula for Convention delegates set forth in the Bylaws.

2. Election of all Officers, Directors and members of elected Committees shall be done by majority vote.
3. The Directors elected at the Convention for two (2) year terms shall be twelve (12) in number, with six (6) being elected each year. For the first year in which Directors are elected (1989) for two (2) year terms, the six (6) Candidates receiving the greatest numbers of votes shall hold office for two (2) year terms; the six (6) receiving the next greatest number of votes shall hold office for one (1) year terms. Thereafter, six (6) Directors shall be elected each year for two (2) year terms.
4. To be eligible for election, a candidate for Council office must be present at the Annual Convention at which the vote is being held, unless the Convention determines by majority vote that serious extenuating circumstances have prevented the presence of the candidate.
5. Elections shall be conducted in accordance with Robert's Rules of Order, except as otherwise specified in the Constitution or these Bylaws.
6. Any candidate who has accepted a nomination for a *contested* elective office is prohibited from serving on the Election Committee, or being present at or participating in the process of opening, counting or verifying votes or announcing the results.
7. Prior to the beginning of business at those sessions dealing with constitutional changes and/or elections of officers, directors and committees, every delegation shall confirm the number of delegates authorized and the number present at that time. Any delegate or alternate who is not seated prior to the count will wait until the conclusion of the process, report to the Credentials Committee, be checked in, counted and seated if the delegation is not complete. Following the completion of this count and announcement of the number of participating, voting delegates, no seating changes or other alterations may be made until the business is concluded.
8. Election at the Convention shall be held in accordance with the following procedures:
  - a. The Credentials and Grievances Committee shall verify the number of authorized voters present and seated, and shall specify the number of ballots to be issued to each delegation.
  - b. The members of the Nominating Committee who are not candidates in contested elections shall form the Election Committee. If there are fewer than three such persons, the President shall appoint and the convention shall confirm sufficient additional Election Committee members from among delegates who are not candidates in contested elections.
  - c. Upon completion of marking ballots, they will be collected by the chairperson of the delegation and turned over to the Election Committee.
  - d. Members of the Election Committee will confirm the number of ballots given to and number received from every delegation.
  - e. All ballots will then be taken by the Election Committee to be counted.

f. Results (*including counts, if requested by a non-prevailing candidate*) will be announced upon completion of the count and ballots secured to be destroyed at the end of the Convention.

## **ARTICLE VII – BOARD OF DIRECTORS**

1. The Board shall act by majority vote of members present (*which, for Board meetings, can include participation by telephonic or virtual means*). Its Bylaws shall be effective until amended, either by its subsequent action or by the Annual Convention. The Board shall meet at least twice during the year preceding the Convention. It shall act in an advisory capacity on Convention arrangements.
2. A quorum of no less than one-third (1/3) of the number of Officers plus Elected Directors plus Elected Committee Members must be present for the Board to commence its business. After the Board commences its business, the loss of a quorum shall not require the Board to adjourn. Voting by proxy or absentee ballot will not be allowed.

## **ARTICLE VIII – EXECUTIVE COMMITTEE**

The Committee shall meet at the request of the President, subject to reasonable written or telephonic notice thereof.

## **ARTICLE IX – DUTIES OF OFFICERS**

1. The President is the chief executive officer of the Council. He shall act as Chairman of the Board of Directors and the Executive Committee and shall preside at the Annual Convention until the election of a new President. He shall appoint the Executive and Financial Secretaries and such Committee Chairmen and other Council officials as the Bylaws might designate. He shall present to the Annual Convention a report of his Administration's work during the year, with projections and recommendations for activities during the coming year. If no Convention is held during any year, he shall mail the annual report to each Member Organization. The report shall include the Treasurer's annual report. The President or his designee shall, before the first day of March each year, complete the annual non-profit organization form as required by the laws of Illinois and return it to the Secretary of the State of Illinois, complete with the required filing fee.
2. The First Vice-President shall, in the absence of the President, perform all the duties of the President's office. In the event the President resigns or is incapacitated, the First Vice-President shall assume the Presidency. The Second Vice-President shall stand immediately behind the First Vice-President in order of succession.
3. The Executive Secretary shall have custody of all correspondence and official papers of the Council not held by the Treasurer or the Archivist. He shall issue all notices of meetings of the Council, and Board of Directors and the Executive Committee; shall conduct all general

correspondence of the Council; and shall keep an accurate record of the same. At the end of his term of office, he shall turn over to his successor all records and papers in his possession.

4. The Recording Secretary shall keep a record of the proceedings of the Annual Convention and of all meetings of the Board of Directors and the Executive Committee. At the end of his term, he shall turn over to his successor, within thirty (30) days, all records and papers in his possession.

5. The Treasurer shall receive all monies payable to the Council from any source whatsoever. He shall have custody of all funds and securities of the Council, except those otherwise provided for, and shall deposit the same in the name of the American Council for Polish Culture Inc. in such depositories as may be designated by the Council. He shall disburse monies and sign checks for the payment of bills and accounts rendered and approved. He shall render to the President, or to the Board of Directors, at any time upon request an account of his transactions as Treasurer and of the financial state of the Council. He shall prepare and present at the Annual Convention a written report of all financial transactions occurring during the past year. If no Convention is held in any year, such report shall be included in the President's annual report mailed to each Member Organization. The Treasurer shall maintain an accurate inventory of all properties owned by the Council and a record of their location, such inventory to be included in his annual report. The Council's books shall be audited each year in compliance with Illinois law. At the expiration of his term, the Treasurer shall deliver to his successor all funds, books, and properties of the Council in his possession.

6. The duties of the Officers, Directors and members of Elected Committees shall be to attend the meeting of the ACPC Board of Directors. A vacancy will be declared if an ACPC Board Member has missed two (2) consecutive unexcused meetings. In case of a vacancy in any elected office, except President, such vacancy shall be filled by election by the majority of the Board of Directors. Members of the Board shall be notified of such vacancy prior to the following meeting of the Board.

## **ARTICLE X – STANDING COMMITTEES**

1. Each Elected Committee shall choose its Chair from among its own members. The duties of Elected Committees shall be as follows:

**AUDITING COMMITTEE:** The duties of this Committee shall be as specified in the Constitution.

**CREDENTIALS AND GRIEVANCES COMMITTEE.** The Committee shall call the roll of the Member Organizations in good standing at the opening of the Annual Convention and at the beginning of the first working session, and shall have final responsibility for settling all questions involving representation of Organizations and of individual members at the Convention. The Committee is responsible for verification of the presence of all delegates to be seated for every day's sessions. Every delegate is responsible for presenting himself to the designated area and being checked in prior to joining his delegation in its appointed floor space. No alternate is to join the seated delegation unless a vacancy, either permanent or temporary, occurs in the delegation. All petitions and grievances involving personal misconduct of officials or actions of Member

Organizations shall be filed with the Chairman of the Committee. The Committee shall investigate and examine such petitions and make a report to the Board of Directors and the Member Organizations with its recommendation.

**NOMINATING COMMITTEE.** The Committee shall collect nominations for Council offices from Member Organizations and individual members, and shall nominate one or more candidates for each elected position at the Annual Convention. The Committee shall also conduct elections for each office in accordance with Article VI, paragraph 8 of these Bylaws, and shall publish the results of such elections to the delegates at the Annual Convention or to the Member Organizations and individual members of the Council in any election year during which a Convention is not held.

2. The President is authorized to appoint Chairmen for the following additional standing committees:

**AWARDS COMMITTEE.** The Chairman of the Committee shall collect nominations from the Board of Directors and Member Organizations for all annual and special awards presented by the Council, and the Board shall select recipients for such awards.

**CONSTITUTION AND BYLAWS COMMITTEE.** The Chairman of the Committee shall receive all proposals for amendments to the Constitution and, at the Annual Convention, to the Bylaws. He shall review the Constitution and Bylaws from time to time and may propose amendments to them. The President shall appoint a Parliamentarian and, if necessary, an assistant for the Council at the Convention and at meetings of the Board of Directors.

**CULTURAL EXCHANGE COMMITTEE.** This Committee shall be responsible for developing and maintaining opportunities on behalf of the Council for cultural exchange between the United States and Poland, as well as other opportunities for international cultural exchange.

**FUND-RAISING COMMITTEE.** This Committee shall study, propose and initiate plans for securing sources of income which, in addition to membership dues, would enable the Council to undertake appropriate projects of cultural significance. As part of its duties, the Fund-Raising Committee shall oversee and conduct such activities as the Board may direct from time to time.

**GRANTS COMMITTEE.** It shall be the responsibility of this Committee to explore, investigate and propose to the Council what opportunities for private foundation or government grants are available. Should the Council elect to seek such support, the Committee will work with the Executive Committee, select Committee chairs and such outside expertise as may be necessary. The Committee shall prepare for submission by the Council such applications for grants which may assist the cultural endeavors of the Council.

**LONG-RANGE PLANNING COMMITTEE.** This Committee shall develop, propose and, to the extent authorized by the Council, administer programs of long-range significance to the objectives of the Council.



**MEMBERSHIP COMMITTEE.** It shall be the duty of this Committee to recruit existing eligible organizations for membership in the Council, and to encourage the formation of new cultural organizations in areas where non exist, and to seek individual members.

**MUSIC COMMITTEE.** This Committee shall be responsible for identifying projects and issues in the field of music worthy of support and involvement by the Council.

**ART COMMITTEE.** It shall be the duty of this Committee to identify projects and issues in the field of fine arts of national significance for the Council's potential support and involvement. As part of its duties, the National Art Committee shall assist in the organization of such arts projects and exhibitions as have been approved by the Board of Directors.

**POLISH CONTRIBUTIONS TO THE USA COMMITTEE.** This Committee shall research and publish information on the contribution of Polish and Polish-American people to the development of the United States.

**PUBLIC RELATIONS COMMITTEE.** This Committee shall be responsible for publicizing the activities and augmenting the visibility of the Council through all media available.

**SCHOLARSHIP COMMITTEES.** These Committees shall be responsible for conducting competition for and otherwise conducting the selection of recipients for scholarships awarded by the Council, and for administering such scholarships.

**SPECIAL PROJECTS COMMITTEE.** This Committee shall advise Member Organizations of potential special projects for the Council, and coordinate with them on their involvement in such special projects.

**CONVENTION COMMITTEE.** It shall provide guidance to Member Organizations in organizing and planning the Annual Convention. If no Member Organization volunteers to host the Convention, then the Standing Convention Committee shall plan and execute the Convention.

**INVESTMENT COMMITTEE.** It shall research and direct the investments of the endowment funds.

3. The Chairman of the Host Convention Committee shall be appointed by the Member Organization hosting the Annual Convention. The Convention Committee shall serve to organize the proceeding Annual Convention and to publicize it to the Council. The Chairman of this Committee shall serve as a member of the Board of Directors.

4. The President may also appoint Chairmen of ad hoc Committees existing on a temporary basis as he sees appropriate.

5. All Committees collecting and disbursing Council funds shall submit written financial statements to the Treasurer of such transactions by the scheduled date of the Annual Convention. All Committee Chairmen shall turn over to their successors any Council papers or records in their possession within thirty (30) days following expiration of their terms.

## **ARTICLE XI – OFFICIAL LITERARY PUBLICATION**

1. The Council shall sponsor an official publication called Polish Heritage.
2. The Board of Directors shall appoint an Editor for the official publication who may appoint an editorial staff to develop editorial policies and publish the publication. At the expiration of his term, the Editor shall deliver to his successor all properties of the Council in his possession.
3. The Editor shall be a member of the Board of Directors.

## **ARTICLE XII – HONORARY ADVISORY COUNCIL**

The President of the Council may appoint prominent individuals to serve as members of a non-voting Honorary Advisory Council of the Council. Members of the Honorary Advisory Council shall be selected on the basis of their ability and willingness to provide their names, consultation and resources to advance the objectives and enhance the public image of the Council.

## **ARTICLE XIII – YOUNG AMERICANS OF POLISH DESCENT**

1. There shall be a Young Adult Division of the Council named the Young Americans of Polish Descent.
2. The Division will have its own organizational structure, membership and dues schedule. It shall be governed by its own bylaws.
3. The Division will be financially accountable to the Council. It shall submit an annual report to the Treasurer of the Council at least thirty (30) days prior to the Convention. The Treasurer shall include the contents of such report as part of his annual report to the Council.
4. The chief executive officer of the Division shall be a member of the Board of Directors of the Council.
5. The President of the Council shall appoint a member of the Board of Directors to serve as advisor and liaison to the division and act as an ex-officio member of the Board of Directors and the Division.

## **ARTICLE XIV**

[Revoked by the amendment of the Convention in Anaheim, California, on August 21, 2004.]

## **ARTICLE XV – LEGAL COUNSEL**

The Legal Counsel shall serve to advise the Council as an entity and, in particular its Board of Directors, of all legal implications of its activities. The Legal Counsel shall be appointed by the President and shall serve as a member of the Board of Directors.

## **ARTICLE XVI – FINANCIAL SECRETARY**

The Financial Secretary shall be appointed by the President with the approval of the Board. The Financial Secretary shall keep proper books of account, collect the dues of the affiliates and individual members, notify affiliate and individual members of all dues falling due in accordance with the Bylaws of the Council, promptly receive and turn over all funds that may be collected by him to the Treasurer of the Council, and perform such other duties as pertain to the office. The Financial Secretary shall serve as a member of the Board of Directors.

## **ARTICLE XVII – DISSOLUTION OF AMERICAN CENTER**

The Council acknowledges that it has been named by the American Center of Polish Culture, Inc. the intended recipient of proceeds of the Center remaining in the event the Center should be dissolved. The Council hereby expresses its readiness to serve in this capacity and to cooperate with the Center and with any other responsible officials of appropriate jurisdiction to ensure the expeditious and smooth distribution of proceeds in the event of such dissolution.

## **ARTICLE XVIII – AMENDMENTS**

These Bylaws may be amended or added to by a majority vote of delegates at an Annual Convention of the Council. The Board of Directors may similarly amend and add to these Bylaws, subject to rejection of such amendments or additions by any Annual Convention.

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