

BY-LAWS

TEXAS DIVISION of the POLISH AMERICAN CONGRESS

ARTICLE I

Purpose and Objectives

The Texas Division of the Polish American Congress is an association of Americans of Polish descent dedicated to the following purposes and objectives:

Section 1. To support and obey the Constitutions and Laws of the United States and the State of Texas.

Section 2. To unite and represent persons of Polish ancestry in Texas and assist them in the performance of their duties, exercise of their rights, and pursuit of the political, social, economic, cultural, and spiritual interests as citizens or residents of the United States and the State of Texas. Specifically, this may include efforts to:

- a) promote the growth of their fraternal, professional, and civic organizations,
- b) support their educational efforts directed toward preserving their cultural heritage and teaching of the Polish language,
- c) support the industry and trade in conducted by persons of Polish ancestry,
- d) inform and educate persons of Polish ancestry about the rights, privileges and duties of American citizenship,
- d) represent Americans of Polish heritage in their efforts to achieve those goals as guaranteed by the Constitution of the United States.

Section 3. To protect the good name of Americans of Polish ancestry and the people of Poland against defamation and discrimination.

Section 4. To help the people of Poland establish and maintain democracy and national independence, and assist them in the development of their civic, religious and cultural traditions, free from foreign interference.

Section 5. To inform the American public of Poland's historic role, her aims, needs, rights to independence and integrity of her frontiers.

Section 6. To promote cooperation between the people of the United States and the people of Poland in the fields of civic, ideological, cultural, social and economic life.

Section 7. To support the objectives of the National Executive Council of the Polish American Congress in accordance with the relevant By-Laws.

ARTICLE II

Members

Section 1. Classes of Members. The members of the Polish American Congress residing in Texas shall also be members of the Texas Division. Members of the Polish American Congress residing in close proximity to Texas in states which do not have a Division, may also be members of the Texas Division. The members shall be divided into the following classes:

- a) **Polish-American Organization** shall be defined as any organization consisting of a substantial number of persons of Polish origin or of Polish ancestry.
- b) **Individual member** is defined as any individual person of Polish ancestry, or any one related by blood or marriage to a person of Polish ancestry.
- c) **Associate member** is defined as a supporting member without the right to vote. This class may include individuals, corporations and labor organizations.

Section 2. Qualifications for Membership. The qualification for each class shall be the definition of that specific class and in addition all members must be either citizens or permanent residents of the United States of America, except members of the class listed in subsection 1(c).

Section 3. Acceptance of Members. All applications for membership of classes (a) and (b) shall be on a form supplied by the Polish American Congress. The application for membership, together with a check in the amount of the applicable dues, shall be submitted to the Texas Division.

- a) The Executive Committee of the Texas Division shall consider the application and make its recommendation by simple majority vote.
- b) After consideration by the Texas Division, the application and its recommendations shall be forwarded to the National Executive Committee to accept and certify the applicant as a member. If the recommendation is for rejection, no reason need be given. All applications shall be treated and considered in a confidential manner.

- c) The National Executive Committee shall notify the applicant and the Texas Division of its decision and issue membership cards upon receipt of dues and its membership roll.

Section 4. Voting Rights. Each individual member in good standing, shall be entitled to one (1) vote on each matter submitted to a vote of the members. To participate in an election, a member shall have been a member of the Division at least three (3) months prior to the day of the meeting. Proxy voting shall not be allowed. Organization members shall be represented in the State Division by delegates in the number listed hereinafter:

- a) Parishes and representative component sections of National Organizations, i.e. branches, posts, councils, nests, lodges and groups shall be entitled to three (3) Delegates plus one (1) for each 100 members, but no more than ten (10) Delegates.
- b) All independent societies, clubs, and various other not-for-profit organizations shall be entitled to two (2) Delegates and one for each 100 members, but no more than ten (10) Delegates.
- c) Educational institutions, monasteries, convents, charitable institutions, etc. shall be entitled to two (2) Delegates.

Section 5. Termination of Membership. The Texas Division by affirmative vote of two-thirds (2/3) of all the members of the executive committee, may suspend or expel a member for cause after an appropriate hearing, and, by a majority vote of those present at any regularly constituted meeting of the Texas Division, may terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be delinquent in the payment of dues. The procedure for termination shall be pursuant to the National Bylaws of the Polish American Congress.

Section 6. Transfer of Membership. Membership in the Polish-American Congress is not transferable or assignable to another individual.

ARTICLE III

The Executive Committee & Executive Council

Section 1. Officers of the Executive Committee of the Texas Division. The officers of the Texas Division shall be a President, Vice-Presidents representing the major areas within Texas, a Secretary, and a Treasurer, and shall be collectively known as the Executive Committee.

Section 2. Election and Term of Office. The officers of the Executive Committee of the Texas Division shall be elected biennially by the members of the Texas Division for a two (2) year term or until their successor is elected.

Section 3. Nomination of Officers. No later than three (3) months prior to each general meeting of the Texas Division, the President shall inform the members of the Texas Division in writing of the upcoming elections and that nominations for officers may be made.

- a) The written nominations with the names of the candidates for the elected offices shall be submitted to any member of the Executive Committee postmarked not later than thirty (30) days before set date of the general meeting when the election will take place.
- b) These nominations shall be submitted either by a individual member or organizational member of the Texas Division.
- c) The Secretary of the Texas Division, upon receipt of the candidate nominations, shall verify the eligibility of the candidates and their acceptance and shall prepare the list of the eligible candidates in an alphabetical order and present the list at the general meeting when the election is held.
- d) The members in attendance at the general meeting shall vote in the election by secret ballot. A verbal vote may be used if the office is uncontested.
- e) The nominee shall be a Delegate or individual member for at least one (1) year and in good standing, and a U.S. citizen or permanent resident to be eligible for election as an officer or National Director.

Section 4. Membership of the Executive Council. The National Executive Council shall be composed of the Executive Committee and the Directors of the Texas Division.

Section 5. Power and Duties of the Executive Council. The Executive Council of the Texas Division shall conduct the affairs of the Congress between the general meetings. The Executive Council or Texas Chapter shall not take a conflicting position concerning policy matters and internal administration established by either the National Executive Committee, the National Executive Council, or the Council of National Directors. Among its duties shall be, but not limited to, the following:

- a) To carry out the purpose and objectives of the Polish American Congress within the Texas Division;

- b) To strive to increase the membership of the Texas Division as well as promote the establishment of new Chapters;
- c) To devise ways and means for financing including dues for the funding of the purposes and objectives of the Texas Division;
- d) To coordinate activities of the Texas Division including meetings, conventions, and other events;
- e) To assign or delegate to officers and directors specific duties, tasks and committees deemed necessary and appropriate for the Texas Division;
- f) The enforcement of the By-Laws of the Polish American Congress and the Texas Division.
- g) To hold at least one membership meeting each quarter by and through written notice.

Section 6. Directors of the Texas Division. Directors of the Texas Division are members of the Executive Council who are assigned to specific tasks in support of the Executive Committee of the Texas Division. Directors must be members in good standing of the Texas Division. All National Directors from the Texas Division, who are not officers, are also Directors of the Texas Division. Directors may be elected for a two year term or appointed by the Executive Committee for a special duty. A Director may be removed by the Executive Committee for failure to attend two (2) unexcused consecutive meetings. Some special duties that may be assigned to Directors include but are limited to Exhibit Preparation, Division Publications, Presidential Advisor (past president) and Event Coordinator.

Section 7. Meetings of the Executive Committee. The Executive Committee shall meet at least twice a year either as a committee or in conjunction with a general meeting.

ARTICLE IV

Officers - Powers and Duties

Section 1. Powers and Duties of President. The President of the Texas Division shall be the Division's principal executive officer and shall exercise general supervision and control over all the business and affairs of the Division. The President shall have the following specific powers and duties:

- a) To call for and preside at all meetings of the Texas Division including general meetings or meetings of the Executive Committee and Executive Council of the Texas Division.

- b) To have general and active management of the business of the Texas Division,
- c) To see that all decisions and resolutions of the Council of National Directors are enforced within the Texas Division;
- d) To sign all contracts executed by the Texas Division;
- e) To have general superintendence and direction of all the other officers of the Texas Division and to see that their respective duties are properly performed;
- f) To represent the Texas Division in local community affairs;
- g) To operate and conduct the business and affairs of the Texas Division according to the orders and resolutions of the Council of National Directors and the Executive Committee of the Texas Division and according to his own discretion whenever and wherever it is not expressly limited by such orders and resolutions;
- h) To cooperate and communicate with the Executive Committee and National Executive Council of the Congress concerning activities of the Texas Division;
- i) To submit a report of the operation of the Texas Division at each general meeting of the Texas Division and from time to time to report to the other officers all matters within his knowledge that should be brought to their attention;
- j) To submit brief annual written report to the Council of National Directors;
- k) To appoint as needed and direct the committees of the Texas Division and assist in their activities;
- l) In addition to the foregoing shall have such other powers, duties, and authority as may be set forth elsewhere in these by-laws and as may be prescribed by the Executive Committee of the Texas Division.

Section 2. Powers and Duties of Vice-Presidents. The Vice-Presidents of the Congress shall represent the major areas of Texas and shall include the Dallas, El Paso, Houston and San Antonio regions. One of these Vice-Presidents shall also be elected to the position of First Vice President. If a region also has a Chapter, then the presiding officer of the Chapter shall also assume the position of Vice-President of the Texas Division for that region. The Executive Committee by majority vote may add or

delete regional Vice-Presidential positions as membership changes in areas. Vice-Presidents shall have the following specified powers and duties:

- a) To actively recruit and encourage new memberships in their region.
- b) To promote the activities of the Texas Division in their regions and to identify other Polish American events to the Executive Committee of the Texas Division.
- c) To report on the activities and functions of the Chapter or region at the general meetings.
- d) To bring the ideas and concerns of the members in their regions to the Executive Council of the Texas Division.
- e) A Vice-President who acts as President under this bylaw shall report fully to the President on the President's return to duty and to the Executive Committee and to the Executive Council with respect to all actions taken by the Vice-President during the absence or disability of the President.

Section 3. Powers and Duties of Secretary. The Secretary of the Texas Division shall be the custodian of and shall maintain the records and shall be the recorder of the Texas Divisions' formal actions and transactions. The Secretary shall have the following specified powers and duties:

- a) To record or see to the proper recording of the minutes and transactions of all meetings of the Texas Division and to maintain separate minute books of all such meetings in the form and manner required by law;
- b) To keep the original of the bylaws of the Texas Division as amended or otherwise altered to date and to mail all revisions of these bylaws to the National Secretary;
- c) To attest by his signature all documents of the Texas Division requiring the same;
- d) To attend to the giving and serving of all notices of the Texas Division required by law or these bylaws to be given;
- e) To notify members who are delinquent in dues for more than 30 days;
- f) To mail a copy of the Texas Division's annual report including the Treasurer's report and a complete membership list to the National Secretary;

- g) To attend to such correspondence and to make such reports as may be assigned to him;
- h) To maintain archives of the correspondence and other documents of the Texas Division; and,
- i) In addition to the foregoing, the Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these bylaws and as may be prescribed by the President, Executive Committee, or Executive Council of the Texas Division.

Section 4. Powers and Duties of Treasurer. The Treasurer of the Texas Division shall be its chief fiscal officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:

- a) To keep and maintain, open to inspection by any member of the Texas Division at all reasonable times, adequate and correct accounts of the properties and business transactions of the Texas Division; which shall include all matters required by law and which shall be in form as required by law;
- b) To collect annual dues from the members and to submit the proper share of those dues to the National Treasurer before April 30th of each year;
- c) To have the care and custody of funds and valuables of the Texas Division and deposit the same in the name and to the credit of the Texas Division with such depositories as the Executive Committee may designate;
- d) To maintain accurate lists and descriptions of all capital assets of the Texas Division;
- e) To see to the proper drafting of all checks, drafts, notes, and orders for the payment of money as required in the business of the Texas Division, and to sign such instruments with the President designated as the alternate signatory;
- f) To disburse the funds of the Texas Division for proper expenses, and to take proper vouchers for such disbursements;
- g) To render to the Executive Committee, whenever they may require it, an account of all his transactions as Treasurer, and a financial statement in form satisfactory to them, showing the condition of the Texas Division; and,

- h) In addition to the foregoing, the Treasurer shall have such other powers, duties, and authority as may be set forth elsewhere in these by-laws and as may be prescribed by the President, Executive committee, or Executive Council of the Texas Division.

Section 5. Expenses. Expenses, incurred by members of the Texas Division for Division activities may be reimbursed by the Treasurer. if they meet the following criteria:

- a) They have been pre-approved by the Executive Committee;
- b) They are submitted with reimbursement by a voucher which includes a summary which includes the reason for the expense, a total of all expenses, and the dates of the expenses:
- c) And receipts for all expenses are attached to the voucher.

Section 6. Expenses for the meeting of the Council of National Directors. Expenses shall be paid for the President of the Texas Division to attend the meeting of the Council of National Directors. If the President of the Texas Division cannot attend a meeting of the Council of National Directors, then he may identify another National Director for whom expenses shall be paid up to the current limit. The maximum reimbursement of expenses is set at a limit approved by a membership vote. This limit per meeting can only be changed by a majority vote at a general meeting of the Texas Division.

Section 7. Presidential Succession. In the event of the death, resignation, incapacity, or removal of the president, the First Vice-President shall perform the President's duties and assume all rights and privileges as heretofore prescribed.

- a) If the President returns to his office, then the First Vice-President, who acted as President under this bylaw, shall report fully to the Executive Committee on the President's return to duty with respect to all actions taken by the Vice-President during the absence or disability of the President.
- b) If the President does not return to his office, then the First Vice President shall perform the duties until the next general meeting of the Texas Division where a new President will be elected to serve the balance of the unexpired term.

Section 8. Filling Vacancies. When any office, other than President, shall become vacant by reason of the death, resignation, incapacity, or removal of the incumbent, or for any other cause, the Executive Committee shall appoint a successor who shall hold office for the unexpired portion of the term of that predecessor until an

election can be held at the next regularly scheduled general meeting of the Texas Division.

ARTICLE V

Chapters of the Texas Division

Section 1. Establishment and Administration of Chapters. The Texas Division shall be authorized to establish and to administer sections within Texas known as chapters.

- a) Within one (1) year of the establishment of a Chapter, a protocol shall be signed by the officers of the Texas Division and the officers of the Chapter outlining the administration of the Chapter and its responsibility to the Texas Division. The protocol shall include but not be limited to the following areas: Financial, dues, organizational structure, geographic boundaries, and program coordination. A certified copy of their protocol shall be delivered by the Secretary of the Texas Division to the National Secretary.
- b) Chapter Officers. The officers of the Chapter shall be as follows: Chairperson, Vice-Chairperson, Secretary, Treasurer, Directors and other officers, except President, as the particular Chapter deems necessary.
- c) Mediation of Disputes. The mediation of any disputes between the Texas Division and a Chapter in Texas shall be adjudicated by the National Executive Committee, which decision may be appealed to the National Executive Council whose decision shall be final and binding on all parties thereto.

ARTICLE VI

National Bylaws

Section 1. These bylaws of the Texas Division compliment the bylaws of the Polish American Congress. If there are any conflicts between these bylaws and the bylaws of the Polish American Congress, the bylaws of the Polish American Congress shall supercede these bylaws.

Section 2. Refer to the bylaws of the Polish American Congress for information concerning the Council of National Directors, National Executive Committee, dues,

grievance procedures, termination of membership, the national Convention, and the dissolution of the Polish American Congress or its Divisions.

ARTICLE VII

Rules of Order

Robert's Revised Rules of Order shall govern the proceedings at meetings of the Texas Division, except where the by-laws of the National Polish American Congress or Texas Division otherwise provide.

ARTICLE VIII

Amendments to the By-Laws

Section 1. The Texas Division through its Executive Committee shall have the right and authority to make such changes and amendments to the by-laws as it shall deem right and proper.

Section 2. Procedure to Amend the By-Laws. The following procedures to amend the by laws:

- a) Proposals to amend the by-laws must be submitted in writing to a Texas Division Executive Committee member thirty (30) days before the general meeting of the Texas Division.
- b) Following a review of the submitted amendments by the members of the Executive Committee of the Texas Division, a report of the submitted amendments will be distributed to members of the Texas Division at the general meeting of the Texas Division.
- c) The Executive Committee shall discuss and prepare a recommended action by the members.
- d) All amendments to the by-laws shall require a two thirds ($\frac{2}{3}$) affirmative vote of the members present at the general meeting of the Texas Division.
- e) The President of the Texas Division shall submit the revised bylaws of the Texas Division to the National Secretary.