THE CONSTITUTION AND BYLAWS

OF THE

POLISH AMERICAN CLUB OF COLUMBUS, OHIO

DRAFT

ARTICLE I

ORGANIZATION AND ITS PURPOSE

1. This Club shall be known as the Polish American Club of Columbus, Ohio or PAC, in its abbreviated form.
2. The Club Board has established a USPS P.O. Box, bank account, Website, social media, Newsletter and Logo.
3. This Club is a corporation incorporated under the laws of the State of Ohio.
4. All articles and paragraphs of this constitution with its amendments and additions, legally are binding on all members at all times.
5. 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 guidance 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
6. The Club shall have the right to own a building for its needs.
7. 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 Article I, paragraph 4hereof.

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 26 US 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:

a) by a Club exempt from federal income tax as a Club described in Code Section 501 (c) (3) of the Internal Revenue code ; or

b) by a Club, contributions to which are deductible under Code Sections 170 (c), 2055 (a) and 2522 (a) of the Internal Revenue code; or

c) by a Club not a private foundation under Code Section 509 (a) of the Internal Revenue code.

ARTICLE II

MEMBERSHIP

1. Club Member

A. Club Member is an individual who has paid membership fee or a joint membership fee and agree to abide by the Club's Bylaws.

B. Each such person is referred to as a Member and holds membership rights within the Club.

C. A Club Member and a Member are collectively referred to as a "Member".

2. Membership rules

A. No Member may hold more than one membership in the Club.

B. Membership in the Club is not transferable.

C. The Officers and Trustees may establish special categories of membership and define the rights and privileges associated with them.

DRAFT

3. Membership categories:

Membership compromises five categories.

A. Family Membership (For two adults living in the same household and their dependents. Note: Adult children who are no longer dependents must purchase their own Individual Membership.)

B. Individual Membership (For one adult who wishes to participate in and support the Club's programs and activities.)

C. Senior Family (65+) (For a married couple, where at least one spouse is age 65 or older.)

D. Individual Senior (For one individual age 65 or older who wishes to stay active and support Club programs.)

E. Student (For a current student who wishes to participate in Club events and activities.)

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

4. Membership Fee

A. Each Club Member shall pay an annual membership fee established for the applicable membership category.

B. Annual membership fees must be paid each year by December 31st. The Club will operate on a fiscal year commencing January 1.

C. Individuals or families wishing to join the Club during the year shall pay a fee covering the entire calendar year, based on the applicable membership category.

D. The Club Board may change the amount of the annual membership fees no more than once a year.

5. List of members

A. The Club shall maintain a membership list in printed or electronic format containing the name and contact information of each Member and the date of admission to membership.

B. An application for membership must be submitted electronically using the form prescribed by the Club Board. Club membership is granted upon approval of the application by a designated official of the Club and receipt of the applicable membership fee.

C. Membership in the Club shall become effective upon approval of the membership application and receipt of the applicable membership fee.

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

E. The membership list is for the use of the Club Board only and may not be shared.

F. If any member should change their contact information , the designated Officer shall be notified by said member.

DRAFT

6. Termination of Membership

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 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 a 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:

a) the reason for termination of membership;

b) the right to appear, in person or by a designated representative, at such meeting to present the member's position;

c) the right to submit a written statement of the member's position; and

d) the time and place of the meeting at which the vote on the proposed termination will be taken.

ARTICLE III
ELECTIONS

1. Club Board

The Club Board consists of Officers and Trustees:

A. Officers

The Club's Officers shall consist of a President, Vice President, Secretary, and Treasurer.

B. Trustees

The Board of Trustees shall consist of no more than five (5) Trustees.

C. Eligibility

Any Club member who is 18 years of age or older may serve as an Officer or Trustee.

D. Simultaneous Service

An Officer may not simultaneously serve as a Trustee of the Club.

2. Term of Office

A. All officers shall be elected for terms of two (2) years each. Officers may be reelected, but no officer shall serve for more than three (3) consecutive terms.

DRAFT

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

C. Any officer or trustee may resign by presenting a resignation in writing to the President or Vice-President 30 days prior to the resignation date.

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

E. 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.

F. Any vacancy with respect to the office of President shall be filled for the unexpired term by the then-existing Vice President.

3. Election Date

A. 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.

B. Election of the Club Board 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 5/1D.

4. Election Rules

A. Election of Officers and Trustees shall be by secret ballot.

B. Only Members 18 years of age or older affiliated with a Club Member whose membership dues are paid to date are eligible to vote.

C. Any Member eligible to vote may request a mail-in ballot from the Club Board. The mail-in ballot must be completed and returned by mail to the Club. Only ballots received prior to the election will be considered valid.

ARTICLE IV

DUTIES OF THE OFFICERS AND TRUSTEES

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

DRAFT

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.

H. All Officers are to be notified of the date, time and location of such meetings.

5. The Trustee shall:

A. Represent the Club externally

B. meet once annually to audit the Club's records, review the Club's activities, and verify that the purposes of the Club are being carried out in accordance with these Bylaws.

C. present its findings to the membership at the next regular meeting.

ARTICLE V

THE CLUB BOARD

DRAFT

1. The Club Board 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 electronically of the proposed transfer. Such authorization must be approved by the 2/3 of the quorum. Quorum is defined as the minimum number of Members who must be present at the meeting for PAC to make binding decisions. Twenty percent (20%) of members eligible to vote will constitute the quorum in such meetings.

ARTICLE VI

AMENDMENTS

1. Quorum

A. This constitution and by-laws may be amended by the consent of two-thirds (2/3) of the quorum.

B. Quorum is defined as the minimum number of members who must be present at the meeting to make legally binding decisions. Thirty percent (30%) of members eligible to vote will constitute the quorum in such meetings.

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 electronically 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.

DRAFT

ARTICLE VII

CODE OF CONDUCT

1. Loyalty to the United States of America

A. 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.

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

2. Loyalty to PAC

Any member shall not do anything to harm it.

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

B. Misconduct of members can result in termination.

a)If such an occasion should arise, it shall be dealt with as provided in Article II Section 6.

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

ARTICLE VIII

MEETINGS

1. Rules for Conducting Meetings

A. Meetings of the Club shall be held monthly.

a)A schedule of locations and meeting times shall be made available to all members.

B. At all meetings of the membership, 2/3 of the sitting Officers and Trustees must be present to constitute a quorum in order to make financial decisions.

a) With the consent of those present at a Board Club meeting, an Officer or Trustee who is not present, may be contacted electronically. This information should be included in the minutes.

C. Every meeting of the membership shall be opened by the president or by an officer appointed by the president.

D. 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.

2. The order of the meeting.

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

G. Closing of the meeting

DRAFT

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

INACTIVE STATUS

1. The Club may be placed in inactive status by a majority vote of the sitting Club Board members, provided that the majority includes at least two current Officers, when it is unable to conduct its normal activities due to a lack of officers, members, resources, or other circumstances. The inactive status may not last longer than one full fiscal year.

   While in inactive status:

   A. The Club shall continue to exist as a nonprofit organization under the laws of the State of Ohio.

   B. The Club shall maintain all records, registrations, and tax filings required by law.

   C. The affairs of the Club shall be administered by a minimum of three administrators, consisting of Treasurer, Secretary, and a Trustee.

2. The Treasurer, Secretary, and Trustee shall constitute the Inactive Board. The Inactive Board shall meet at least twice each year to maintain the Club's legal and administrative standing. The Inactive Board shall be responsible for:

   A. Safeguarding the Club's funds, assets, and property.

   B. Maintaining the Club's records, archives, and corporate documents.

   C. Ensuring compliance with all applicable legal, financial, and tax filing requirements.

   D. Preserving the Club's nonprofit status and good standing.

   E. Taking reasonable measures to protect the interests of the Club and facilitate its return to active status when feasible.

3. Vacancies on the Inactive Board may be filled by appointment of the remaining members of the Inactive Board.

4. Reactivation

The Club may resume active status upon the election or appointment of officers and approval by a majority vote of the active administrators of the Inactive Board or the voting members, as applicable.

DRAFT

ARTICLE XI

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

Rev.1 2007

Rev.2 2026 (Draft)

DRAFT