



BY-LAWS OF POLISH ASSISTANCE, INC.
revised and adopted by a Meeting of Members
held on May 10, 2016

Name

The Name of the organization is Polish Assistance, Inc. It is a nonprofit organization incorporated under the laws of the State of New York

Purpose

Polish Assistance Inc. is organized exclusively for charitable purposes.

Mission

To provide assistance, primarily financial, to persons of Polish origin who are at risk or needy.

Article One - Members and Meetings

1.1 - Voting Election of Members. Voting Members of the Corporation (Members) shall be elected at the Annual or any other meeting of the Board of Directors. Election shall be by the vote of more than one-half of the Directors present and constituting a quorum.

1.2 - An Annual Meeting of Members shall be held between May 1st and July 31st of each year at such time and place as is designated by the President after consultation with the Chairman. At such Annual Meeting, the Members shall elect Directors, receive and act upon the annual report of the Officers, and shall attend to such other business as may properly come before the meeting.

1.3 - Special Meetings of Members may be held at any time at the call of the Chairman, the President, or at the written request of any five Members.

1.4 - Notice of the time and place of each Meeting of Members - and in the case of a Special Meeting, the purpose of the Meeting - shall be mailed not less than fifteen and not more than forty days before the Meeting to each Member at his or her mailing address registered with the Corporation.

1.5 - Quorum at any Meeting of Members shall consist of more than one-half of all Members present in person or by proxy. If a quorum is not present, the Chairman, or in his absence the President or a Vice President, shall adjourn the meeting for not less than fifteen days and new notices shall be mailed or conveyed by electronic means to all Members not later than three business days after the adjourned Meeting. At the adjourned date a quorum shall consist of not less than one-third of Members present in person, or by proxy as defined above.

1.6 - Proxies. Voting Members who for a good reason are unable to attend the Meeting of Members in person, may vote by proxy conveyed to another Member by hand, mail or electronic means. No Member may exercise more than three proxies.

1.7 -Annual dues of Members shall be for such amounts as determined by the Board of Directors. The Board of Directors may, by majority vote, for good reason waive payment of dues from any Member.

1.8 -Non-voting Members. The Board of Directors may designate donors who make contributions of funds to the Corporation as Supporting Members, and establish categories of Supporting Members based upon the amounts contributed. Supporting Members shall not be deemed to be, nor have any rights or powers of, Members of the Corporation.

1.9 - Honorary Membership. The Board of Directors may, at its discretion, (a)name an individual as Honorary Member in recognition of services or support rendered and shall be reviewed every three years; (b) name an individual as Honorary Board of Directors Member in recognition of services or support rendered and shall be reviewed every three years.

1.10 - Membership is normally terminated by written resignation or death. A Member may also be removed by a simple majority of the Board of Directors for failing for a period of three years (a) to attend a Meeting of Members, or (b) to pay dues, except as provided in paragraph 1.7 above. In exceptional circumstance a Member may be removed for any good or sufficient cause by a two-thirds majority vote of a Meeting of the Board, provided however that such Member shall have received due notice of the charges made and shall have been given the opportunity to present a rebuttal.

Article Two - Board of Directors

2.1 - Powers. All powers of the Corporation, except those vested in Members, shall be exercised by or be under the control of the Board of Directors.

2.2 - Election of Directors shall take place at the Annual Meeting of Members, the number of Directors being not less than seven and not more than fifteen. Directors, who must be Members of the Corporation in good standing, shall be elected for a term of three years. Directors may be elected for a term of one or two years so as to assure that the term of approximately one third of Directors expires at each Annual Meeting.

2.3 - Vacancies. Any vacancy that may occur may be filled by a majority vote of the remaining Directors from among Members of the Corporation subject to ratification by a majority vote of the next Meeting of Members.

2.4 - A Meeting of the Board of Directors will be held immediately after the Annual Meeting of Members and shall require no notice. At the Meeting of the Board of Directors, the Board will also elect by majority of its members present the Chairman, Officers of the Corporation, as well as other members of the Executive Committee, and may also consider any other business that comes before it.

2.5 - Other Meetings of the Board of Directors shall be called by the President or the Chairman as often as required, but at least once during the spring (April-June) and one during the fall (between September and December).

2.6 - Notices of all meeting of the Board of Directors shall be sent to each Director not less than fifteen days prior to the meeting, except in case of emergency, in which case a waiver of Notice must be signed by all Directors.

2.7 - Voting by proxy is not allowed.

2.8 - Quorum at all meetings of the Board of Directors shall consist of more than one-half of all Directors present in person or by telephone. The act of the majority of the Directors present at duly assembled meetings shall be the act of the Board.

2.9 - Resignation. Any Director may resign at any time, but such resignation shall not constitute resignation as Member of the Corporation.

2.10 – Telecommunications. Concurrent attendance of Board members in a telephone conference or other interactive medium or electronic forum, such as video conferencing, is permissible for a Board of Directors meeting and is valid for quorum consideration, provided a director has been present for the duration of the discussion of the subject at hand.”

Article Three - Officers

3.1 - The Officers of the Corporation shall be a President, one or two Vice Presidents, a Treasurer, a Secretary, and such Assistant Treasurers and Assistant Secretaries as the Board of Directors may from time to time determine.

3.2 - Election of Officers shall take place at the Annual Meeting of the Board of Directors, to serve for a period of one year or until their successors shall have been elected. Officers need not be Members of the Corporation, except for the President, Vice Presidents, Treasurer and Secretary. The Board of Directors may elect officers to fill vacancies until the next Annual Meeting of the Board of Directors and may elect other officers from time to time.

3.3 - The President shall be the chief executive of the Corporation and he or she shall be in charge of the direction of its affairs. The President shall preside at the meetings of the Executive Committee and shall have such powers and perform such duties as are incident to the office, and as may be assigned to him or her by the Board of Directors. At all meetings of the Board of Directors and of Members, the President will present a report of the Corporation’s activities since their respective previous meeting.

3.4 - The Vice President shall have such powers and duties as may be assigned to them by the Board of Directors. In case of incapacitation of the President, the Vice President - and if there are two Vice Presidents, the one with longer tenure as Member of the Corporation shall perform the duties of the President until such time as a Special Meeting of Members is convened.

3.5 - The Treasurer shall be responsible for the financial affairs of the Corporation within parameters established from time to time by the Board of Directors; shall have supervisory authority over all the funds, securities and accounts of the Corporation and over the maintenance of the financial records of the Corporation; if so requested, shall at all reasonable times exhibit the books of account to any Director at the offices of the Corporation; shall present periodic financial reports to the Board of Directors and to Members at their respective Meetings; and shall perform such other duties as may from time to time be assigned by the Board of Directors.

3.6 - The Secretary shall give notices for all meetings of Members, the Board of Directors and the Executive Committee; shall keep minutes at such meetings and maintain a proper book for such purpose; shall have custody of the Seal of the Corporation and affix the same to all instruments requiring the seal when so directed by the Board of Trustees or the Executive Committee; and shall perform all duties incident to the position of Secretary and such other duties as may from time to time be assigned by the Board of Directors.

3.7 - Other Officers, if any, of the Corporation shall have such duties as assigned to them by the Board of Directors.

3.8 - Compensation. Officers who are not Members of the Corporation may receive compensation for

their work as authorized by the Board of Directors.

3.9 - Termination of office. Any Officer may resign at any time, but such resignation shall not constitute resignation as Member of the Corporation or of the Board of Directors. Any Officer may be removed from office, with or without cause, by a two-thirds vote at any meeting of the Board of Directors at which a quorum is present, provided that such Officer is given notice fifteen days prior to the proposed removal.

Article Four - Executive Committee and Other Committees

4.1 - Powers. The Executive Committee shall be charged with the duty of carrying into effect the directions of the Board of Directors as to the management of the affairs of the Corporation during the intervals between meetings of the Board of Directors and may act on behalf of the Corporation when the Board of Directors is not in session. The Executive Committee shall submit a report of its activities at each meeting of the Board of Directors.

4.2 - Membership. The Executive Committee shall consist of all the elected Officers of the Corporation who are members of the Board of Directors, together with such other Directors whose election will bring the total number of up to seven. The Committee will be elected at the Annual Meeting of the Board of Directors and shall hold office for one year, ending on the date of the next Annual Meeting of Members. Resignations or removal from the Executive Committee shall be taken in the manner provided in paragraph 3.9 of Article III. The Board of Directors may fill any vacancies on the Executive Committee at any of its meetings. The Chairman of the Board of Directors shall have the right to attend all meetings of the Executive Committee without the right to vote.

4.3 - Meetings of the Executive Committee shall be convened by the President or in his or her absence by the Vice President in charge as provided in paragraph 3.4 of Article III. The frequency of the meetings shall be such as to assure effective and prudent management of the Corporation, but at least once between the two meetings of the Board of Directors required by paragraphs 2.4 and 2.5 of Article II. Additional meetings may be held by telephone or, in the case of approval of specific actions, by facsimile or e-mail. Motions at such meeting require unanimous consent of all Members of the Executive Committee. After review by the President, the draft minutes of all meetings shall be mailed to every Member of the Board of Directors within three weeks of the meeting.

4.4 - Notices of meeting of the Executive Committee shall be sent to each member not less than fifteen days prior to the meeting, except in case of emergency, in which case a waiver of notice must be signed by Members of the Executive Committee.

4.5 - Quorum at all meetings of the Executive Committee shall consist of more than one-half of all of its members present in person or by telephone.

4.6 - Other Committees. The Board may create committees; nominate chairs and other committee members as needed.

Article Five - Miscellaneous

5.1 - Representation. No Member, Director, Officer or representative of the Corporation shall have the power to make any agreement or contract or to incur any obligation on behalf of the Corporation outside the ordinary course of his or her duties in attending to the business of the Corporation without authorization of the Board of Directors.

5.2 - Disbursements and investments of funds of the Corporation shall be governed by authorizations and limits established, and/or resolutions passed, by the Board of Directors.

5.3 - Financial interest. No part of the funds of the Corporation shall inure directly or indirectly to the benefit of any Member, Director or Officer of the Corporation, except as provided in paragraph 3.8 of Article III.

5.4 - Indemnification. The Corporation will indemnify and hold harmless each of its Directors and Officers against any claims, expenses and losses based upon his or her being or having been a Director or Officer of the Corporation to the fullest extent permitted under the law.

5.5 - The fiscal year of the Corporation shall end on March 31st of each year.

5.6 - Amendments to the By-Laws. These By-Laws may be amended, altered or repealed at any Meeting of Members by majority vote of two-thirds of those voting in person or by proxy, as defined in Article I, paragraph 1.1, provided that the proposed change shall have been mailed to each Member not less than fifteen days prior to the meeting. Any Member of the Corporation may propose an amendment to these By-Laws by submitting it to the Secretary, who shall cause a copy of the proposal to be sent to each Member.

5.7 - Dissolution of Corporations with Assets Tax-exempt organization must comply with regulations. For more information, read [New York State Attorney General Dissolutions of Corporations with Assets](#)