

# Polish-American Arts Association of Washington, D.C.

Affiliate of the American Council for Polish Culture

## CONSTITUTION

Revised, October 1991

Amended January 1993, May 1993, September 2000, September 2006, June 2011

### PREAMBLE

In organizing ourselves into the Association, we believe and affirm:

- That all worthwhile cultural efforts enhance the universal human values.
- That in consideration of the pluralistic character of American society, the cultivation by ethnic groups of their native cultures is an integral part of the American creed, expressed in the national motto: E Pluribus Unum.
- That a great contribution can be made by developing the distinctive ethnic cultural values within the American social framework.

### ARTICLE I - NAME

The name of this organization is

“The Polish-American Arts Association of Washington, D.C., Inc.”

### ARTICLE II - NATURE OF ORGANIZATION

The organization is a non-political membership corporation operating on a nonprofit basis.

### ARTICLE III - PURPOSE

The purpose of this organization is to accord its members an opportunity to come together and work creatively in the field of Polish culture and the Polish-American experience; to support and promote higher education and scholastic endeavors; to create a universal awareness of the richness of Polish culture and the Polish-American experience thereby enhancing the forming pattern of America's great culture by weaving into it the best from Polish sources of inspiration and accomplishment; and to support cooperation and understanding between the American and Polish nations in the fields of arts, culture and education. The Association's purposes are limited to those permitted in section 501(c)(3) of the Internal Revenue Code of 1954, and it will not engage in any activities that will not be in furtherance of such purposes.

### ARTICLE IV - MEMBERSHIP

**1. Qualifications.** Any person interested in furthering the aims of the Association is eligible for membership.

**2. Types of Membership.** There shall be three types of membership:

**A. Active:** A person who shall have been accepted by the Board of Directors and paid one year's dues in advance. Active membership categories consist of: a) single, b) couples and c) student.

**B. Honorary:** A person who is recommended by the Board of Directors for outstanding contributions to the goals of the Association and whose selection is approved by voice acclimation by a majority of those individuals present at either the May Annual Meeting or the September General Meeting of the membership.

**C. Complimentary:** A person who is selected and approved solely by the Board of Directors for a complimentary one-year membership based upon good cause as determined by the Board.

### **3. Approval of Membership**

**A.** A candidate for active membership shall make application for same on a form supplied by the Association which shall be endorsed by two active members in good standing, shall pledge to abide by the Constitution of the Association, and shall submit with said application one year's dues.

**B.** Applications for membership shall be forwarded to the Chairperson of the Membership Committee who shall present it to the Board of Directors for their approval. The Board of Directors shall notify the applicant of their decision.

**4. Membership Termination.** The Board of Directors, on its own initiative or in response to the request of a member, will appoint an Ad Hoc Committee of not less than three members to consider charges directed against an officer or member for activities incompatible with the purpose of the Association. The Ad Hoc Committee will give the person so charged every opportunity to respond, after which it will report its findings to the Board of Directors together with its recommendations. The Board may accept or reject the Committee's recommendations. If the recommendations are rejected, the matter is closed. In case of the Board's approval of a recommendation to terminate the membership, such decision shall require a two-third majority of the Board, ratified by a two-third majority of the general membership to which it must be submitted for vote. A week's advance notice with the Committee's findings and Board's recommendations shall be sent to all members.

**5. Membership Year.** A membership year commences on October 1 and ends on September 30 of the next year.

## **ARTICLE V – FINANCES**

Definitions. The term “income” shall mean all moneys collected or received by the Association, including but not limited to membership dues, voluntary contributions, and receipts from fund raising activities.

### **1. Dues.**

**A.** The rates of dues for active memberships shall be determined at the Spring Annual Meeting or at a special meeting called for that purpose.

**B.** Proposals for changes in dues shall be made in accordance with the same procedures as amendments to the Constitution, as set forth in article XIV.

**C.** Honorary members shall be exempt from the payment of dues.

**D.** Complimentary members shall be exempt from payment for the membership year designated by the Board of Directors

**E.** Annual dues are payable for the membership year by December 31. The Membership Chairperson shall send a renewal notice to each member. New members approved by the Board of Directors after the May Annual Meeting will have their membership dues applied through September 30 of the following year.

**F. Non-payment of dues.** Any member whose dues are not received by December 31st, membership will be suspended. The Membership Chairperson shall inform the Board regarding the delinquent status of any member's dues.

## **2. Fund raising activities.**

**A.** Not less than twenty-five percent (25%) of all income raised through the sponsorship of fund raising activities or programs shall be placed in one or more depositories in the name of the Association to be used solely for the routine operating expenses of the Association.

**B.** An amount up to but not exceeding seventy-five percent (75%) of all income so raised may be donated to charitable or other entities furthering the purposes of the Association upon a majority vote of the Board of Directors. For purposes of this paragraph, the term "income" shall mean proceeds remaining after the payment of activity or program expenses.

## **ARTICLE VI –MEMBERSHIP MEETINGS**

The Association will have two General Membership meetings per year: the Spring Membership Meeting and the Autumn Membership Meeting. The membership meeting which follows the close of the Association's Fiscal Year shall be the Annual Election Meeting, and shall be held no later than two months after the close of said Fiscal Year. The fiscal year will be established by a vote of the Board of Directors. Notice of the times and places of each membership meeting shall be given in writing by the Corresponding Secretary to each member at least two weeks before such meetings. All members in good standing shall have the right to vote on all questions at the Spring and Autumn Membership Meetings. The Agenda of the meetings shall be prepared by the President. The meetings shall be conducted in accordance with Robert's Rules of Order. A quorum shall consist of those members present at either of these meetings.

## **ARTICLE VII - ELECTIONS**

The officers of the Association, three of the six Directors, and the Nominating Committee shall be elected to two-year terms at every second Annual Election Meeting. The other three Directors and the Audit Committee shall be elected to two-year terms in alternate years. A plurality of members present shall be required to elect candidates to office. The outgoing or sitting President and Directors will make the arrangements for administering of an oath of office to the incoming officers, directors and officials of the Nominating and Audit Committees, either immediately following the election or at an installation meeting to be convoked at a later time.

## **ARTICLE VIII - NOMINATION OF CANDIDATES**

The Nominating Committee shall consist of three or more members elected at the Annual Election Meeting which elects the officers. Vacancies on the Nominating Committee shall be filled via election by the Board. The Nominating Committee shall prepare a slate of one or more candidates for each of the elected positions of the Association and the Corresponding Secretary shall mail such list to each member with the notice of the Annual Election Meeting. Additional candidates for each office may be nominated from the floor at the Annual Election Meeting, each such nomination requiring the support of two additional members of the Association.<sup>1</sup> With the exception of the offices of Treasurer and Recording Secretary,<sup>2</sup> the continuous service of an officer or director or elected committee member shall be limited to three consecutive terms in the same office.

## **ARTICLE IX - OFFICERS**

**1. The officers** of the Association shall be: President, First Vice-President, Second Vice-President, Recording Secretary, Corresponding Secretary and Treasurer.

**2. President.** The chief executive officer of the Association shall be the President. The President shall preside at all meetings of the Association, shall appoint with the approval of the Board of Directors the chairperson of all appointed committees. The President shall prepare an annual report of the activities of the Association during the past year. The President shall countersign all checks drawn by the Treasurer on Association funds in an amount over \$1000. The President shall be one of the delegates representing the Association during the Annual Convention of the American Council for Polish Culture. The President or his/her designee shall serve as representative to any other organization of which the Association may become a member.

**3. Vice-Presidents.** The First and Second Vice-Presidents shall perform the duties of the Presidency in the order of their designation when the President is indisposed and in such same order shall succeed to that office if it becomes vacant. The First and Second Vice-Presidents shall act as liaison for committees as needed. They shall receive and execute such assignments as the President may make to them.

**4. Treasurer.** The Treasurer shall receive all moneys collected and received by or for the Association, shall have the care and custody of all funds, securities and liquid assets of the Association, and shall deposit these in the name of and to the credit of the Association in such depositories as may be designated by the Board of Directors. He or she shall pay all bills of the Association by check, shall keep a set of books in a manner approved by the Board of Directors, shall make monthly reports of the finances of the Association to the Board of Directors, shall prepare and file all requisite tax filings of the Association, shall prepare an annual financial report for presentation at the May Annual Membership Meeting, and shall submit the Association's books and records to the Audit Committee for review.

**5. Recording Secretary.** The Recording Secretary shall keep minutes of all meetings of the Board of Directors and of the Membership Meetings. At the May Annual Membership Meeting the incumbent secretary will take the minutes throughout the entire meeting, transcribe the minutes and forward this record to the incoming President prior to the next scheduled meeting of the Board of Directors. The May Annual Membership Meeting minutes shall be read at the September General Membership Meeting, and the September General Membership Meeting minutes shall be read at the May Annual Membership Meeting.

**6. Corresponding Secretary.** The Corresponding Secretary shall be responsible for custody of all communications directed to the Association or to individual officers or directors of the Association on matters concerning it. The Corresponding Secretary shall be responsible for the preparation of such correspondence as directed by the President and for advising the President of the status of pending correspondence; shall inform the members in writing of the date and place of the Membership Meetings of the Association. Before the May Annual Membership Meeting, the Corresponding Secretary shall send to each member a slate of candidates drawn by the Nominating Committee, a copy of the President's annual report, a copy of the minutes of the September General Membership Meeting, and an agenda for the coming meeting.

## **ARTICLE X - DIRECTORS**

There shall be six Directors elected from the membership, with three elected to two-year terms at each Annual Election Meeting. Directors shall perform such duties as directed by the Board.

#### **ARTICLE XI - AUDIT COMMITTEE**

The Audit Committee shall consist of three or more members elected to two-year terms at the Annual Election Meeting which does not elect the Officers. It shall receive from the Treasurer a copy of the Association's financial books and records, shall perform an independent review of such books and records, and shall prepare a report of such audit for the Association's membership in time to be presented at the Annual Election Meeting.

#### **ARTICLE XII - STANDING COMMITTEE**

**1. Standing Committees** shall consist of Membership, Scholarship, Film, and any other such committees as designated by the President or the Board of Directors. The chairpersons of the Standing Committees shall be selected by the President and subject to confirmation by the Board.

**2. Ad Hoc Committees.** The Board of Directors or the membership at a May Annual or September General Membership Meeting may appoint ad hoc committees to serve on a temporary basis to fulfill a specific purpose. Upon the submission of the final report of each ad hoc committee to the Board of Directors, the Board may dissolve such committee.

#### **ARTICLE XIII - BOARD OF DIRECTORS**

1. The Board of Directors shall consist of elected members, who shall be the officers of the Association, the Chairpersons of the Standing Committees, and the six Directors, and of ex-officio members, who shall be all former Presidents of the Association who remain its paid members in good standing. The Board shall have all power to direct the affairs of the Association subject to revision and veto by the the members at a membership meeting. The Board of Directors shall meet at least seven times during the fiscal year. A majority of the elected members of the Board shall constitute a quorum. In case of any elected position on the Board, except the one of President, becoming vacant during the year, the Board is authorized to fo fill the vacancy through cooptation. The President shall prepare and agenda of business for each Board of Directors meeting.

2. Any elected member of the Board who absents himself or herself from three consecutive meetings without valid cause shall, upon motion of a member of the Board of Directors and approved by a majority of those voting, be removed from his or her post. The Board of Directors will appoint a member to fill the unexpired term of the removed member.

#### **ARTICLE XIV - AMENDMENTS**

The Constitution may be amended in the following manner: The proposed amendment shall be submitted in writing to the Recording Secretary and shall be signed by at least three members in good standing. The Secretary will submit the proposed recommendations to the Board of Directors before submitting the proposed changes to a vote of the membership. The proposed amendment, with or without a recommendation from the Board of Directors, shall be transmitted by mail to the membership not less than two weeks before it is to be voted upon at the next regularly scheduled membership meeting or at such special meeting as may be called by the Board of Directors to vote on the proposed amendment. A majority of the members present and voting at such meeting shall be required to adopt the amendment.

#### **ARTICLE XV - DISSOLUTION**

In case of dissolution, all assets of the Association will be distributed to Polish-American cultural organizations recognized as charitable under section 501(c)(3) of the Internal Revenue Code of 1954.