

**BY-LAWS**  
**POLISH AMERICAN CONGRESS**  
**MISSOURI DIVISION**

Amended: October 20, 2019

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## **ARTICLE I**

### **Purpose and Objectives**

Section 1. The Polish American Congress, ever mindful of its unwavering past record of civic action in its successful commitment to its founding aims, is dedicated to:

- a) Provide national leadership for expanding and sustaining organized Polish American political and cultural life in the United States.
- b) Support Poland as a loyal ally and proven friend of the United States, and work to strengthen the United States – Poland relationship.
- c) Work with all Americans to enhance their knowledge and appreciation of the rich Polish and Polish American heritage.
- d) Defend the good name of Polish Americans and Poland from their detractors.
- e) Support candidates for elected office on all levels of American government who advocate for the goals and objectives of the Polish American Congress and Polonia.
- f) Encourage Polish Americans to be involved in the American political process, including exercising their constitutional right to vote in the interests of the Polish American community.
- g) Educate and engage elected officials on all levels of American government in proposing legislation in support of the aims and objectives of the Polish American Congress and Polish American citizens.

## **ARTICLE II**

### **Organization of the Missouri Division**

Section 1. Composition. The Missouri Division (“The Division”) shall be composed of members of the Congress residing in the Missouri State or in close geographical proximity thereof.

Section 2. Annual Meeting. The Annual Meeting of the Division shall be held no later than June 30th of each year, to carry out its duties as required by the Congress by-laws.

Section 3. Regular meetings. The Division will hold regular member meetings several times per year, not less than four in addition to the Annual Meeting.

Section 4. The Board. Between the meetings, the business of the Division is attended to by the Board, which is the executive body of the Division. The Board is composed of the Division Officers and National Directors.

Section 5. The Board shall hold its regular meetings every month, except for two vacation months in a year.

Section 6. The Board shall appoint as needed and direct the permanent and ad-hoc commissions and committees and assist in their activities.

Section 7. Division Officers shall include: President, Vice-President – Executive Director, Vice-President for Development, Secretary and Treasurer. Other division officer positions shall be created as necessary upon the vote of the board of directors.

### **ARTICLE III**

#### **Officers - Powers and Duties**

Section 1. Powers and Duties of the Division President. The President of the Division shall be its 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 preside at all meetings of the Division and of its Board.
- b) To have general and active management of the business of the Division;
- c) To see that all decisions and resolutions of the Division meetings are enforced;
- d) To have general superintendence and direction of all the other Division officers and of the agents and employees thereof and to see that their respective duties are properly performed;
- e) To operate and conduct the business and affairs of the Division according to the orders and resolutions of the Division meetings and of the authorities of the Congress, and according to his own discretion whenever and wherever it is not expressly limited by such orders and resolutions;
- f) 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 Council of National Directors.

Section 2. Powers and Duties of Vice-Presidents. The Vice-Presidents of the Division shall be the Vice-President – Executive Director, and the Vice-President for Development (seeks contributions and grants, coordinates Division fund-raising activities, development and membership recruitment).

- a) The Vice-President – Executive Director shall have the powers and shall

exercise the duties of the President whenever the President, by reason of illness or other disability or absence, is unable to act.

- b) All Vice-Presidents shall have the obligation to assist the President in all his efforts and actions.
- c) A Vice-President who acts as President under this by-law shall report fully to the President (on the President's return to duty) and to the Division Meeting 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 Division Secretary shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the Division's 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 Division and of the Board, and to maintain separate minute books at the principal office of the Division, or such other place as the Division may order, of all such meetings in the form and manner required by law;
- b) To keep at the principal office, open to inspection by members at all reasonable times, the original or a certified copy of the by-laws of the Congress and of the Division, as amended or otherwise altered from time to time;
- c) To attend to the giving and serving of all notices of the Division required by law or these by-laws to be given;
- d) To attend to such correspondence and to make such reports as may be assigned to him; and,
- e) In addition to the foregoing, the Secretary 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 or the Division meeting from time to time.

Section 4. Powers and Duties of Treasurer. The Treasurer of the 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 Board at all reasonable times, adequate and correct accounts of the

properties and business transactions of the corporation; which shall include all matters required by law and which shall be in form as required by law;

- b) To have the care and custody of the funds and valuables of the corporation and deposit the same in the name and to the credit of the corporation with such depositories as the Board may designate;
- c) To maintain accurate lists and descriptions of all capital assets of the corporation;
- d) 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 corporation, and to sign such instruments with the President;
- e) To disburse the funds of the corporation for proper expenses, and to take proper vouchers for such disbursements;
- f) To render to the President, Secretary or to the Board, 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 corporation; and,
- g) 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, Division Meeting or the Board from time to time.

Section 5. Presidential Succession. In the event of the death, resignation, incapacity, or removal of the President, the Vice-President – Executive Director shall perform the President's duties and assume all rights and privileges as heretofore prescribed until the next regularly scheduled or special Division meeting elects a new President to succeed to the balance of the unexpired term.

Section 6. Filling Vacancies. When any office shall become vacant by reason of the death, resignation, incapacity, or removal of the incumbent, or for any other cause, the next regularly scheduled meeting or a special Division meeting shall elect a successor who shall hold office for the unexpired portion of the term of that predecessor.

Section 7. Resignation of Director or Officer– A director or officer shall resign by delivering written notice to the board of directors, its presiding officer, or to the president or secretary. The resignation is effective when the notice is delivered unless the notice specifies a later date.

## **ARTICLE IV**

### **Dues**

Section 1. Payment of Dues. Dues shall be payable in advance to the Treasurer of the Division on or before March 30th of each year.

Section 2. Delinquent Dues. Members found more than thirty (30) days delinquent in the payment of any dues or assessments levied against them shall be given notice in writing of such delinquency. In the event payment in full is not made within thirty (30) days after such written notice is sent, such member shall be suspended.

## **ARTICLE V**

### **Grievance Procedures**

Section 1. Written Complaint. Any grievance against any member, officer or Chapter can be initiated by a written complaint signed by three (3) members of Congress in good standing.

- a) The complaint shall be verified or notarized and shall have attached to it any and all affidavits, exhibits, transcripts (tapes of meetings must be transcribed in written form) The Secretary of the Division shall take possession of such tapes and any other document which the complainant shall base its grievance.
- b) The complaint with all attachments shall be submitted to the Secretary of the Division. The grievance shall then be investigated by the specifically selected Grievance Committee for findings of fact and conclusions shall be reported to the Board.
- c) The Grievance Committee shall be composed of three members selected by the Board of Directors upon a majority vote by the directors. The members may be directors. The member or members who initiated or signed the complaint, not serve on the Grievance Committee. The Grievance Committee shall take into consideration any evidence made available to them including speaking with witnesses and/or the member against whom the complaint was filed. The Grievance Committee shall prepare a written report of their findings and present such report to the Board. The report shall be prepared and presented to the Board within a reasonable amount of time but not longer than 3 months unless such a delay is approved by

the board. The Grievance Committee shall also propose and contain in it's report, a recommendation for punishment in the event that a violation occurred per the Grievance Committee. In the event that suspension or restriction of a member's membership is recommended, the Grievance Committee shall also recommend a length of time of the suspension, not to exceed one year.

- d) Adoption of the Grievance Committee's findings of fact and conclusion of law by the Board will be final.
- e) In the event that the Grievance Committee finds that no violation has occurred, the complaint is considered closed.
- f) In the event that the Grievance Committee finds that a violation has occurred, a vote pursuant to the rules contained in Article VI, shall be held at the next regularly scheduled meeting of the members.
- g) In the event that the Grievance Committee cannot come to a determination of whether a violation has occurred, the complaint and any report by the Grievance Committee shall be investigated, considered, and voted upon by the Board as to the issue of whether a violation has occurred. If any director has instigated/signed the complaint, he may not vote.

Section 2. No member, Delegate, officer, Chapter or State Division shall institute any litigation with respect to any matter properly recognized under the broad provisions of this Article, until all administrative remedies have been exhausted.

## **ARTICLE VI**

### **Termination or Suspension of Membership**

Section 1. Discipline and Expulsion of Member, Membership in the Congress, the State Division, or the Chapter and all right incident thereto:

- a) Upon the Grievance Committee finding that a willful violation or failure to comply with the Articles of Incorporation, By-Laws, or the duly promulgated rules, regulations of the Polish American Congress through the actions of the Missouri Division Board, and/or conduct prejudicial or harmful to the best interests of the Congress, membership in the Congress, State Division, or a chapter, may be terminated, suspended, or otherwise restricted after a simple majority affirmative vote following the below procedure:
- b) The accused member shall receive notice of the vote regarding his/her suspension, termination, or expulsion including the reasons for the hearing via written notice by first class or certified mail, five or more days prior to the vote on the above-mentioned violations.
- c) The vote and proceedings shall be closed to non-members.

- d) The Secretary of the Division shall first read the Grievance Committee's report to the members.
- e) Thereafter, the accused member shall have the right present to the members, oral or written evidence and/or argument. The accused member's time to speak and/or present written evidence and/or argument shall be limited to a reasonable period of time, not longer than one hour.
- f) If the accused member does not appear at the regularly scheduled meeting or does not present a written statement and/or evidence, his/her right to present the members with evidence or argument shall be deemed waived.
- g) Upon the conclusion of subsections d, e, and g, the members who are present at the regularly scheduled meeting, shall vote upon the Grievance Committee's recommendations by paper ballots.
- h) The decision of the members shall be read aloud by the President of the Division.
- i) The expulsion, suspension, termination, or restriction of the member's membership shall go into effect 20 days after the date of the members' vote. The secretary of the division shall mail the notice of the expulsion, termination, or restriction via overnight mail at least 18 days prior to the effective date.

#### Section 2. Delinquency of Dues.

- a) A member may also be suspended for nonpayment of dues following notice of delinquency and suspension therein. If a delinquent member fails to pay all arrears, within thirty (30) days after mailing of notice of delinquency and suspension, his/her membership shall be suspended. The delinquent member, has the opportunity to respond to the delinquency notice and notice of suspension by written response to the President of the Division up to five days prior to suspension. Such member may be reinstated only on payment of all unpaid dues or for good cause as determined by the Board. During a period of suspension, a member shall not be entitled to participate in any membership meeting or serve on any committee.

#### Section 3. Termination or Suspension of a Chapter. Membership of a Chapter in the State Division shall be terminated as follows:

- 1) A willful violation or failure to comply with the Articles of Incorporation, By-Laws, or the duly promulgated rules, regulations, and decisions of the Polish American Congress through the action of the Missouri Division Board.
  - a) The procedure for expulsion, suspension, or termination of a Chapter in the Missouri Division of Polish American Congress shall be guided by the same rules as in Articles V and VI. However, in the case of a violation by a Chapter of the Missouri Division of the Polish American Congress. The board of directors, and not regular members shall vote on the expulsion, suspension, or termination of the Chapter.



Section 4 – Resignation of Member in the Congress, State Division, or the Chapter  
A member desiring to resign from the Congress, State Division, or the Chapter shall submit a written resignation to the Secretary of the Division

## **ARTICLE VII**

### **Rules of Order**

Robert's Revised Rules of Order shall govern the proceedings at meetings of the Congress, the State Divisions and Chapters, except where the by-laws of the Congress otherwise provide.

## **ARTICLE VIII**

### **Amendments to the By-Laws**

Section 1. The State Division 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 the President of the Division.
- b) At the nearest regularly constituted meeting of the Division, the by-laws Committee and its Chairperson shall be elected from the Division Members present at the meeting.
- c) The by-laws committee shall meet prior to the next regular meeting of the Division and prepare a report recommending action of the meeting regarding the proposed amendments.
- d) All amendments to the by-laws shall require a two thirds (2/3) affirmative vote of the members present at the regularly constituted meeting of the Division.

Section 3. Article I of the By-Laws (Purposes and Objectives) cannot be changed at the State Division level.

## **ARTICLE IX**

### **Dissolution or Merger of State Divisions**

Section 1. Two or more State Divisions may decide to merge. If such a merger is decided, the laws of the State of Missouri and the other State Division govern the process and procedures of such a merger. Such a merger, is to be decided through a 2/3 vote at a special joint meeting of these Divisions. Such merger is not considered dissolution of a State Division.

Section 2. In the event of the dissolution of the State Division, all remaining funds in the Treasury of the State Division shall be assigned to a charitable foundation of the members' choosing for humanitarian purposes in the Polish American community.

Section 3. If the State Division has Chapters at the time of its dissolution, the Chapters shall be allowed an option to apply for membership of another State Division of their choice.

## **ARTICLE X**

### **Other Arrangements**

Section 1. All matters not specifically addressed by these Bylaws, may be governed by the Bylaws of the Polish American Congress, National Organization. If the National Organization Bylaws are inconsistent with the laws of the State of Missouri or the articles of incorporation of the Missouri Division of Polish American Congress, the National Organization bylaws may not be used to govern the Missouri Division of Polish American Congress.