

# FRIENDS OF POLISH ART

## BY-LAWS

{As Amended January 2013  
Changes appear in italics}

### ARTICLE I- MEMBERSHIP

#### Section 1.

The procedure for admittance of new members to the organization shall be as follows:

- A.)The Membership Committee shall provide an application to the prospective member.
- B.) Applicants for membership shall be processed in the following manner:
  - 1.) The completed membership application shall be processed by the Membership Committee to ascertain the applicant's background and qualifications to assure accordance with the objectives of the organization.
  - 2.) The membership application shall then be presented to the Board. A vote shall then be taken for the acceptance of the prospective member. A simple majority is required for acceptance.
- C.) Applications must be accompanied by one year's dues.
- D.) Prospective members not approved shall have their money refunded.

#### Section 2.

Memberships shall be held in the names of individuals only.

#### Section 3.

If a member becomes delinquent in the payment of dues for **two** years, he or she will be dropped from the membership.

#### Section 4.

If a member, as indicated in Article I, Section 3, requests reinstatement, he or she may submit a letter or an application to the Membership Committee, and the request shall then be forwarded to the Board for consideration. Upon approval and receipt of delinquent dues (up to two years) plus current year's dues, the member shall be reinstated.

#### Section 5.

Upon complaint of conduct on the part of any officer or member, that may reflect unfavorably upon the organization, such member may be expelled by a two-thirds vote of the Board.

## Section 6.

The first year's dues for new members shall be pro-rated according to the date of the application. If the new member applies from January through June, he or she shall pay the full amount. If the member applies from July through December, he or she shall pay one-half the amount set in the By-Laws. Thereafter, annual membership dues of the Friends of Polish Art shall be payable as of January 1<sup>st</sup> of each year and shall be paid to the Financial Secretary.

## Section 7.

Individuals who have given noteworthy service to the objectives of the organization, and are deemed worthy, may be nominated for Honorary Membership by any active member. The proposed Honorary Membership shall then be presented to the Board together with the individual's background, qualifications, and outstanding contribution for the Board's consideration. A vote shall then be taken for the acceptance of the proposed Honorary Member, with only a simple majority required for passage.

## ARTICLE II- DUTIES OF OFFICERS

### Section 1.

The duties of the President shall be as follows:

- A.) He or she shall be Chairperson of the Board, appoint the standing committees, and any special committees.
- B.) He or she shall be ex-officio member of all committees except the Nominating Committee
- C.) He or she shall have authority to appoint successors to fulfill unexpired terms of elected officers when vacancies occur.
- D.) The President shall keep the First Vice-President informed of all matters pertaining to the organization.
- E.) It shall be the responsibility of the President and the Treasurer to file the annual report to the State of Michigan, Department of Labor and Economic Growth, Bureau of Commercial Services, Corporation Division.
- F.) The incumbent President shall be the Archivist of the organization.
- G.) The President of the Friends of Polish Art may authorize expenditures up to the sum of one-thousand dollars (\$1,000.00) with a majority consent of the Board.

### Section 2.

In the absence of the President, the First Vice-President shall perform all duties appertaining to that office. In the case of a vacancy, the First Vice-President shall succeed at once to the Office of the President to serve until the next annual election. The First Vice-President shall be the keeper of the organization's Property List.

### Section 3.

In the absence of the President and the First Vice-President, the Second Vice-President shall perform all duties appertaining to that office. In the event that both the President and First Vice-President's offices are vacant, the Second Vice-President shall succeed at once to the office of the President to serve until the next annual election.

### Section 4.

- A.) The Recording Secretary(-ies) shall keep minutes of the proceedings of all general and annual meetings of the Friends of Polish Art and of the Board.
- B.) The minutes shall be open to inspection at any time in the presence of the Secretary by any member desiring them.
- C.) In the absence of the President and both Vice-Presidents, the Recording Secretary shall call the meetings to order until a Chairperson Pro-tem is elected.
- D.) If, in an effort to reduce the burden on any one person, and if the general membership wishes, two persons may share the duties of the office of Recording Secretary. In that instance, there shall be one person to handle the recording & keeping of minutes for Board Meetings. The other person shall be responsible for recording and keeping minutes of General Membership and Annual Meetings. Both persons shall be accorded the rights & privileges of the office.

### Section 5.

The Corresponding Secretary shall conduct all general correspondence as directed by the President. It shall also be the duty of the Corresponding Secretary to notify the members of General and Board Meetings. In addition, the Corresponding Secretary will transmit quarterly reports of the organization's activities to the National Publication of the American Council for Polish Culture after the contents are approved by the President. The Corresponding Secretary may assist with any other mailings as directed by the President.

### Section 6.

- A.) The Treasurer shall receive all monies of the organization and deposit same in such bank or banks as directed by the Board in the name of the Friends of Polish Art. The Treasurer shall keep an accurate account of all receipts and disbursements. A financial statement shall be presented at each meeting. A complete, detailed report, in writing, shall be presented to members at the Annual Meeting. He or She shall have the authority to pay all bills approved by the President or Board. Checks are to be signed by the Treasurer and countersigned by the President. In the absence of either of these, the First Vice-President's signature shall be valid.

- B.) It is the Treasurer's duty to pay the annual prescribed dues to the American Council for Polish Culture according to the roster as of the month of January, not later than March 31<sup>st</sup> of each year.

#### Section 7.

- A.) The Financial Secretary shall be responsible for sending out dues notices and reminders, collecting dues, and keeping account of active membership. The Financial Secretary shall turn over the total dues collected each month to the Treasurer for deposit in the organization's bank account.
- B.) The Financial Secretary will inform the Membership Chairperson, President, Treasurer, and Corresponding Secretary of the names of members who are to be dropped from the roster because of non-payment of dues and submit names and addresses of new members.

#### Section 8.

At the end of the term, each officer and director shall submit all records to his or her successor. All other materials shall be presented to the Archivist for proper placement.

### ARTICLE III- BOARD OF DIRECTORS

The Board of the Friends of Polish Art shall be responsible for the general management of the organization.

### ARTICLE IV- STANDING COMMITTEES

#### Section 1.

The Membership Committee shall direct the work of securing new members and shall submit their names to the Board of Directors for vote as to their admission. The Membership Committee shall do all renewals and additions of the Membership List. The treasurer shall be an ex-officio member of this Committee.

#### Section 2.

The Ways and Means Committee shall make recommendations to the organization on financial matters particularly with reference to methods and means of raising organization revenues.

#### Section 3.

The Public Relations Committee shall be in charge of the press releases and publicity for the organization. The Corresponding Secretary shall be an ex-officio member of this Committee.

#### Section 4.

The Membership Affairs Committee shall have charge of arranging cultural activities for the enlightenment, interest, and benefit of the members of the Friends of Polish Art.

### Section 5.

The Newsletter Committee shall issue a newsletter at the beginning of March, May, September and November.

### Section 6.

The Scholarship Committees shall select recipients of two scholarships:

- A.) Fine Arts Scholarship Committee shall select recipients for study in the fields of fine and liberal arts. For definitions see Article I, part A and B of FPA Constitution.
- B.) Filipek Scholarship Committee shall select recipients for study in the fields of law, medicine, architecture, engineering and sciences, until the funds are exhausted.

### Section 7.

- A.) All organization functions must be approved by the Board.
- B.) All standing committees must submit to the Board a tentative budget connected with any project or program.
- C.) At the completion of a project or program, the Chairperson must submit a finalized report in writing on forms provided by the Treasurer. Copies must be submitted within forty-five days after an event to the President, Treasurer, and Recording Secretary. All bills and receipts must be attached to the Treasurer's report.
- D.) This report shall include:
  - 1. The title, location, date, time, and total attendance of the program.
  - 2. A detailed breakdown of all expenditures necessary to carry out the program.
  - 3. All income revenues, with a net profit or loss figure for the program.
  - 4. Recommendations for possible improvements for such a program.

### Section 8.

All Committee Chairpersons' and Board Members' reports are to be given orally at the respective meetings, and copies of these same reports submitted to the Recording Secretary.

### Section 9.

Chairpersons of all Standing Committees, except for the Nominating and Audit Committees, shall have the right to attend Board Meetings and shall have the right to vote on matters brought before that body.

## ARTICLE V- SPECIAL COMMITTEES

### Section 1.

- A.) The Nominating Committee, consisting of three members, shall be appointed by the President thirty days before the annual meeting. The Nominating Committee, at its first meeting, shall elect its permanent Chairperson. This Committee shall evaluate the qualifications of all candidates for offices to be filled. The names of the selected candidates shall be entered on the Nominating Committee report and submitted to the membership at the election meeting; this report shall be presented immediately prior to the election of officers.
  
- B.) The Chairperson of the Nominating Committee shall also preside as Chairperson for the election of Officers and Board of Directors at the annual meeting.

### Section 2.

The Auditing Committee, consisting of three members, shall be appointed by the President. This Committee shall examine the books and vouchers of the Treasurer before the annual meeting and within six months thereafter present a written report to the assembly at the next membership meeting.

### Section 3.

Special Committees are to be appointed by the President. They are to be terminated as soon as they have performed the assignments given them.

## ARTICLE VI- ABSENTEEISM OF OFFICERS

An Officer, Board Member, or Standing Committee Chairperson who is absent from three consecutive general membership and/or Board meetings without a just excuse and prior notification, shall be deemed to have resigned from the duties of his or her office.

## ARTICLE VII- DUES

### Section 1.

The annual active membership dues of the Friends of Polish Arts shall begin with the calendar year and shall be paid to the Financial Secretary.

## Section 2.

The annual active membership dues of the Friends of Polish Arts shall be: Member and Spouse \$25.00, Individual Member \$20.00, Student, 21 years of age or younger, \$5.00.

## Section 3.

The annual Supporting Patron dues shall be \$50 or more per person.

## Section 4.

There shall be no annual dues for an Honorary Member.

# ARTICLE VIII- MEETINGS

## Section 1.

The General Membership meetings of the Friends of Polish Art shall be held in January, March, May, September and November. The purpose of the General Membership meetings is to notify the membership of Board activities and decisions, to have the membership decide matters of policy, and to provide a forum for activities which interest and benefit the members of the Friends of Polish Art. *Notice of a regular meeting shall be mailed or emailed, if requested by the member, to all members.*

## Section 2.

The Board meetings of the Friends of Polish Art shall be held a minimum of four times a year. The purpose of such meetings is to plan, approve, receive reports on, and evaluate the activities of standing and ad hoc committees. It is also the purpose of the Board meetings to approve actions on behalf of the Friends of Polish Art and to conduct the business of the organization. A chairperson of a standing committee may select a member of said committee as an alternate to represent him or her at a Board meeting.

## Section 3.

A. Special meetings shall be called by the President as occasion demands or upon written request of five or more members of the organization. The meetings shall take place not less than five days after the call shall have been issued. *Special meetings must have a specific purpose, as specified in the Constitution and By-Laws. No other business except the named business shall be considered at such meeting.*

B. *The President may request the Board to approve actions, via email, in the event sufficient time is not available to call a special meeting. Upon the vote of an action by the Board via email, the action taken by the Board, together with the names of the Board members who participated in the decision and the vote, shall be recorded by the Secretary at the next scheduled Board meeting.*

## Section 4.

The annual meeting and election of officers and members of the Board of Directors shall take place in the month of January.

### Section 5.

The inauguration of officers shall take place *immediately following the election at the January meeting*. It shall include the swearing-in of the newly elected officers and members of the Board of Directors.

## ARTICLE IX- ELECTIONS

### Section 1.

The procedure of the election shall be as follows:

- a.) The election shall take place immediately after the annual reports and other pertinent business.
- b.) The President shall then yield the chair to the Chairperson of the Nominating Committee who will preside over the election.
- c.) The Chairperson shall first present the Nominating Committee's report to the membership. The members whose names are listed on this report shall automatically become candidates for their designated offices.
- d.) Only members with paid up dues shall take part in the elections

### Section 2.

The Chairperson of the Election Meeting will then address the floor and request additional nominations of candidates for the respective offices. All floor nominations must be seconded.

### Section 3.

- A.) If there is only one candidate nominated for a particular office, the Chairperson will declare him or her elected by acclamation to that respective office and no ballots will be distributed or counted.
- B.) If there are two or more candidates nominated for a particular office, an election of candidates shall be held and shall be by secret ballot. The candidate receiving the largest number of votes for that office will be elected.

### Section 4.

There shall be only one (1) official ballot for the election of Officers and Directors, which shall contain all names of the candidates duly nominated according to the provisions of these By-Laws. The ballot shall be prepared in due time by the Nominating Committee for use at the election of Officers and Directors.

## ARTICLE X- LIABILITY OF MEMBERS

### Section 1.

No Officer or member shall be personally liable for any bills or obligations of the organization, past or present, except for the payment of his or her own dues.

### Section 2.

No officer or member shall use or disburse any funds or moneys belonging to the organization without authorization of the President or Board.

### Section 3.

No person shall use the name, mailing list, or official insignia of the Friends of Polish Art for other than strictly organizational purposes, without authorization of the President or the Board.

## ARTICLE XI- QUORUM

### Section 1.

Eleven (11) members shall constitute a quorum for the general meeting.

### Section 2.

Seven (7) members shall constitute a quorum for the Board meeting.

## ARTICLE XII- ORDER OF BUSINESS FOR MEETINGS

### Section 1.

The Order of Business for General Membership meetings shall include: Prayer, reading of minutes, Treasurer's report, summary of Board decisions and actions, discussion of future activities, new member introduction and refreshments, cultural program, and adjournment.

### Section 2.

The Order of Business for Board Meetings shall include: reading of minutes, Treasurer's report, correspondence, reports of Officers, reports of Standing Committees, reports of Special Committees, unfinished business, new business, adjournment.

## ARTICLE XIII- PARLIAMENTARY ORDER

Robert's Rules of Order-Revised shall be the authority on all questions not covered by this Constitution and By-Laws.

#### ARTICLE XIV- AMENDMENTS

The By-Laws may be amended at any regular meeting by a majority vote of all votes cast, provided that an exact wording be submitted in writing thirty (30) days prior to the meeting. Such notice is to include the exact wording of the amendment(s).