

# **BYLAWS OF THE POLISH AMERICAN CULTURAL INSTITUTE OF MINNESOTA**

## **ARTICLE I**

### **DEFINITIONS**

“Articles” means the corporation’s articles of incorporation, as currently amended.

“Bylaws” means the bylaws of the incorporation, as currently amended.

“Corporation” means the Polish American Cultural Institute of Minnesota.

“Electronic Presence” means that a person is Present if they can communicate on a substantially simultaneous basis with each other person participating in a meeting.

“Excusable Absence” means that the Director has informed an Officer in advance of the meeting that they will not attend a scheduled meeting. The Board may set forth a definition of excusable reason.

“Governing Body” means the Board of Directors, the Membership meeting as a body, Committees, and Task Forces and any group to which the Board of Directors has provided authority.

“Financial Information” means Articles and Bylaws, accounting records, and minutes of meetings of a Governing Body statements showing the financial result of all operations and transactions affecting income and expenses, and balance sheets containing a summary of its assets and liabilities as a specific date. Financial Information does not include any information created more than five (5) years before any request for Financial Information is made.

“Good Standing” means all financial and other obligations of a person, Member, or Director have been met.

“Law” means any and all laws and regulations that are applicable to the corporation or its activities, including Minn. Stat. § 317A.

“Present” or “Presence” means the person, entity, Member, or Director is in-person at the meeting, or is communicating in the manner of Electronic Presence.

“Proper Notice” means notice given in the manner of Article XII of these Bylaws and, with regard to a particular Governing Body, any additional specific elements of notice required.

“Unexcused Absence” means that the person, Member, or Director was not present at a meeting at which they were otherwise expected by the Bylaws, Articles or rules of the corporation and they have not been excused from attending in accordance with any policy set forth by the Board of Directors.

## **ARTICLE II**

### **MEMBERSHIP**

**2.1 Members.** The corporation shall have members with the rights and obligations set forth in these Bylaws, the Articles, and Law. Qualifications and obligations for Membership shall be as further

determined by the Board of Directors.

**2.2 Qualifications for Membership.** The Board shall set qualifications for Membership.

**2.3 Membership Dues.** Once per year, the Board of Directors shall set the amounts of dues for Membership.

**2.4 Voting Rights.** Members have the voting rights set forth in these Bylaws. Not all Members have voting rights.

**2.5 Membership.** Membership shall consist of all Members, including Household, institutional, and general members, Patron Level, Donor, and Sponsor Memberships.

- a. **General Members** are natural persons who have paid all dues and assessments. General Members have one vote on all matters before them.
- b. **Institutional Members** are entities, not natural persons, who have paid all dues and assessments. Institutional Members have no voting rights.
- c. **Household memberships** are any number of natural persons over 18 years of age living at the same address who have paid all dues and assessments set by the Board of Directors for Household Memberships. Household Memberships may cast a total of two votes on all matters before them.
- d. **Patron, Donor, and Sponsor Memberships.** Members in these categories may cast a total of two votes on all matters before them, providing that there are two or more natural persons as a part of that Membership.

**2.6 Additional Categories of Membership.** The Board of Directors may from time to time establish categories of Membership with specific right and obligations.

**2.7 Expiration of Membership.** Each Membership shall expire at the end of the calendar year.

## **ARTICLE III**

### **MEETINGS OF THE MEMBERSHIP**

**3.1 Annual Meeting of the Membership.** An Annual Meeting of the Membership for the purpose of electing Directors and transacting such other business as may properly come before the Members, shall be held each year during the fourth quarter (October-December).

**3.2 Notice.** Notice for all meetings of the Membership shall be provided in accordance with Article XII with the required advanced notice as set for this in these Bylaws and listing the time and place as may be designated by the Board or Bylaws.

**3.3 Voting.** At all meetings of the Membership, each voting Member shall be entitled to cast the number of votes permitted for their category of Membership on any matters before the meeting. A Member shall not appoint a proxy or vote by proxy at a meeting of the Membership.

**3.4 Quorum for Transaction of Business.** The presence of at least 10% of the Membership votes shall constitute a quorum at any meeting of Membership and a meeting once commenced shall not be adjourned for lack of quorum.

**3.5 Record Date.** The Record Date is the date of the Annual Meeting of the Membership each year. Members with voting rights who renew or start a membership on the day of Annual Meeting of the Membership will be permitted to vote, provided the Membership is paid and verified prior to the start of the Annual Meeting of the Membership.

**3.6 Financial Report.** At all Annual Meetings of the Membership, the Treasurer shall provide to the Members a presentation regarding the finances of the corporation, which includes at a minimum, the provision to the Members, by a method set forth by the Board of Directors, a statement showing the financial result of all operations and transactions affecting income and expenses during its last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of a certain date. In addition, the President or Secretary shall provide information as to how financial information about the corporation may be obtained by Members throughout the year.

**3.7 Conflicts of Interest.** Members are bound by the Conflict of Interest Article XI of these Bylaws, to the extent applicable.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

**4.1 General Powers.** The Board of Directors shall have the general control of the corporation. The Board of Directors shall perform such duties as may be imposed upon it by the Membership, these Bylaws, the Articles, or by Law.

**4.2 Director Duties and Responsibilities:** Directors shall attend Board meetings, participate in committee work and major organizational events, and build a collegial working relationship with other Directors.

The duties of Directors shall be as follows:

- a. Be present at all regularly scheduled Board meetings.
- b. Serve on at least one committee, if committees have been established.
- c. Build a collegial working relationship with other Directors.
- d. Actively support the corporation's mission.
- e. Perform the duties prescribed by these Bylaws, Articles, and by the corporation.
- f.—Discharge their duties in good faith, in a manner the Director reasonably believes to be in the best interests of the corporation, and with the care an ordinary prudent person, in a like position, would exercise under similar circumstances.

**4.3 Number.** The Board of Directors shall consist of no fewer than seven (7) nor no more than eleven (11) natural persons.

**4.4 Term of office.** The term of office of Directors is two (2) years or until a successor is qualified and is seated in office. Directors shall not be seated as Directors until January 1 immediately following the

Annual Meeting of the Membership. Directors may not serve more than two consecutive terms .  
Directors may serve more than two terms by not serving for at least one year between terms.

**4.5 Quorum for Transaction of Business.** The majority of the Directors currently serving shall constitute a quorum for the transaction of business at any meeting of the Board, unless a larger majority is otherwise required by these Bylaws or Law.

**4.6 Voting.** At all meetings of the Board of Directors, each Director may cast one vote on any matter to be voted upon.

**4.7 Policies and Procedures.** The Board may establish policies and procedures setting forth the operation of the Board, a staff, and any other matters pertaining to the corporation. Such policies and procedures shall not supersede these Bylaws, the Articles, or Law. Any interpretation of any policies and procedures which does not conflict with these Bylaws or the Articles shall be the preferred interpretation.

**4.8 Authority to Borrow or Encumber Assets.** No Director, Officer, agent or employee of the corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property.

**4.9 Establishment of Committees and Task Forces.** The Board may establish Committees and ad hoc Task Forces as needed. Members of Committees and Task Forces shall be appointed subject to guidelines established by the Board.

**4.10 Committee Authority.** The Board of Directors may act by and through such Committees as may be specified in resolutions adopted by a majority of the Directors. Each such Committee shall at all times be subject to the control and direction of the Board of Directors.

**4.11 Written action.** Any action that could be taken at a meeting of the Board of Directors may be taken by written action signed by the number of Directors who would be required to take such action at a meeting, provided proper notice of the written action is provided to all Directors.

**4.12 Fees and Remuneration.** No Director of the Board shall receive any fees or remuneration for serving on the Board. However, the Board may authorize reimbursement for approved expenses incurred in carrying out the business of the Board.

**4.13 Vacancy.** A Director vacancy occurring between Annual Meetings of the Membership shall be filled by a simple majority of the Board of Directors for the remainder of the term, but not to exceed one year. If fewer than six months remain in the vacant seat, the Board may defer filling the vacancy to election at the next Annual Meeting of the Membership.

**4.14 Examination By Directors.** Every Director has the right to examine, in person, by agent or attorney, at any reasonable time or times, for any proper purpose, and at the place or places where usually kept, the minutes of the Board, the financial statements of the Corporation, and all books and records of the Corporation, and to make copies therefrom at the expense of that Director.

## ARTICLE V

### ELECTION AND SEATING OF DIRECTORS

**5.1 Qualifications.** A Director must be a Member in Good Standing of the corporation. A Director must agree to abide by the goals and mission, the Bylaws and Articles, as well as by the applicable local, state, and federal laws and regulations. In addition, the Board may establish specific qualifications for candidates to the Board which shall not affect the status of any Director during the term to which they are currently elected. In addition, nominees for Director must undergo and complete a background check that is satisfactory to the Board of Directors. Such background check must have been done within three (3) years. The nominee is responsible to pay for the background check. Nominees who fail the background check, in accordance with the Background Check Policy set forth by the Board of Directors shall not be qualified to be elected.

**5.2 Family Prohibition.** No two Directors may serve on the Board at the same time if they are the spouse, parents, children, spouses of children, brothers and sisters, or spouses of brothers and sisters of any other currently serving Director.

**5.3 Elections Committee.** An Elections Committee shall be appointed by the President in advance of the Annual Meeting of the Membership to select a slate of nominees to fill expiring terms or vacancies on the Board of Directors. The slate of nominees shall then be announced on the PACIM website or in the PACIM newsletter.

**5.4 Written Notice of Intent to Run.** Any Members (including incumbents) interested in running for an open Director seat must submit a written notice of intent to run for Director to the Election Committee (or corporate secretary in the form designated by the Election Committee or Board of Directors by email or in hard copy form no later than 60 days prior to the date of the Annual Membership Meeting. No person shall be allowed to run for election, nor be elected without submitting a notice of intent to run for Director in the form established.

**5.5 Method of Election** The election of Directors for open seats shall take place at the Annual Meeting of the Membership, and also subject to Board vacancy Section 4.13. Open seats are those of Directors whose terms are expiring or are otherwise vacant. There shall be no cumulative voting for Directors.

**5.6 Electing Directors.** In any election for Directors, the Director who receives the most votes for a particular seat wins the election for that seat.

**5.7 No Write-in candidates.** Write-in candidates shall not be allowed at the Annual Membership Meeting, nor shall nominations be accepted from the floor. Neither shall be considered.

**5.8 Presence of Director Candidates at Annual Meeting of the Membership Required.** All candidates must be Present at the Annual Meeting of the Membership in order to be elected, unless the Secretary is informed of the absence beforehand.

**5.9 Pre-seating Participation by Directors-Elect.** Each Director elected at an Annual Meeting of the Membership shall be designated "Director Elect" and shall be entitled to attend all meetings of the Board of Directors and all meetings of Committees immediately after election, but shall not vote until seated on the Board.

**5.10 Seating of Directors.** Directors elected at the Annual Meeting of the Membership or at a Board of Directors meeting, shall be seated upon the adjournment of that meeting.

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

**6.1 Regular Meetings of the Board of Directors.** Regular meetings of the Board shall be held at least two times per year at a date, time and place set by the Board. Upon failure to specify any other place, such meetings shall be held at the registered office of the Corporation. Board meetings shall be open to all Directors and Members, unless the meeting is closed for a special purpose by a majority vote of the Board. The Meeting may be held in-person, by Electronic Presence, or a combination of the two.

**6.2 Notice of Regular Meetings of the Board.** Meetings of the Board of Directors may be held at such time and place as are announced at a previous meeting of the Board of Directors or pursuant to an annual calendar. Unless pursuant to an annual calendar, the date, time and place, and the proposed agenda of the meeting shall be given at least five (5) business days prior to the meeting by the method set forth in Article XII.

**6.3 Special Meetings of the Board of Directors.** Special Meetings of the Board of Directors shall be held upon by the written request of the President or the written request of a majority of Directors. The meeting shall take place no less than five (5) business days nor no more than ten (10) business days after the date of the request.

**6.4 Notice of Special Meetings of the Board.** Notice shall be given to Directors at least three (3) business days prior to the meeting, stating the time, place, and reason for the special meeting by the method set forth Article XII.

**6.5 Required Attendance and Absences from Board Meetings.** Directors shall notify an Officer prior to the meeting if they are unable to attend a meeting. Absences shall be entered into the meeting minutes. There shall be allowed no more than three absences given to any individual Director during any calendar year, whether excused or not.

## ARTICLE VII

### RESIGNATION AND REMOVAL OF DIRECTORS AND VACANCIES

**7.1 Resignation.** Any Director may resign from the Board by giving written notice to the President, unless the Board has designated another person to receive notice. If the President chooses to resign, he or she shall give written notice to another Officer.

**7.2 Removal of Directors.** Any Director may be removed from the Board by a two-thirds (2/3) vote of the Board or 10% of the Voting Membership, with the Director to be removed not allowed to vote. The President or other Officer must notify the Board of a proposal to remove a Director and may call a special Board meeting for a vote on removal or place the issue on the agenda of a regular Board meeting. The President or other Director must also provide at least five (5) days advanced written notice of the impending removal to that Director, stating the reason for removal. The Director must have an opportunity to be heard by the Directors before the effective date of removal. A Director who is removed from the Board in the manner described in this section may not apply for, and may not be seated to any position.

**7.3 Post Obligations.** Directors whose term ends for any reason shall return to the corporation, within three (3) business days of ending their term or resigning, all keys, passwords, volunteer list, and other material belonging to the corporation.

## ARTICLE VIII

### OFFICERS

**8.1 Qualification.** Officers must be Directors of the Corporation.

**8.2 Powers of Officers.** The powers of Officers shall be as specified in these Bylaws, and by Law, and by the Board of Directors. The Board may create additional Officer positions, but prior to the creation of any additional Officer position, the Board shall specify the powers and duties of that position.

**8.3 Term.** Each Officer shall be elected for a term of one year commencing on the date of their election and until their successor has been elected.

**8.4 Officers.** The Officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may from time to time designate.

**a. President.** The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and of the Membership and shall be responsible for the general supervision, direction and management of the affairs of the corporation; may execute on behalf of the corporation all contracts, deeds, conveyances and other instruments in writing authorized by the Board of Directors for the proper and necessary transaction of the business of the corporation.

**b. Vice-President.** The Vice-President shall perform the duties of the President in the latter's absence or disability, and if so, acts of the Vice-President on behalf of the corporation shall have the same force and effect as if it were executed on behalf of the corporation by the President.

**c. Secretary.** The Secretary shall cause to be kept minutes of all meetings, submitted to the Board of Directors in a timely manner, and shall be custodian of the records, documents and papers of the corporation. The Secretary shall provide for the keeping of proper records of all transactions of the corporation, shall have and may exercise any/all other powers and duties pertaining by law, regulation or practice to the office of Secretary, or imposed by these Bylaws, and shall perform other duties as may be assigned from time to time by the Board of Directors.

**d. Treasurer.** The Treasurer shall be responsible for maintaining accurate financial records for the corporation and safeguarding the assets of the corporation. The Treasurer shall present a report of the corporation's financial transactions and status to the Board of directors at its Annual Board Meeting, and shall from time to time make such reports to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

## ARTICLE IX

## ELECTION AND SEATING OF OFFICERS

**9.1 Election of Officers.** Officers shall be elected by the Board of Directors from among seated Directors at the first Board meeting following the Annual Meeting of the Membership (“Annual Board Meeting”) by a simple majority of the Board of Directors. Officers may also be elected to fill an Officer vacancy by the Board of Directors at any duly held Board meeting for the unexpired term.

**9.2 Officer Nominees.** Officers shall be nominated by the Board of Directors.

**9.3 Voting Qualifications.** All Directors who are currently seated and present at the Annual Board Meeting shall be qualified to vote for Officers. Each Director may vote for one candidate for each Officer position.

**9.4 Method of Voting for Election of Officers.** If there is only one candidate for an Officer position, that person may be elected by voice vote by a majority of the Board. If there is more than one candidate for an Officer position, voting shall be by a written, anonymous ballot for such position. The candidate receiving the most votes shall be elected. In case of a tie vote on such second ballot, the tie shall be broken by through the use of a random number generator.

**9.5 Seating of Officers.** Those candidates elected shall take office immediately upon adjournment of the Annual Board Meeting or of the Board meeting at which they are elected.

**9.6 Removal.** Any Officer may be removed, by a majority vote of the Board of Directors for which a minimum of three (3) days’ notice is provided stating a vote will be taken to remove such Officer, provided however, that the Officer to be removed shall be given an opportunity to be heard at the Board meeting at which their removal is proposed, prior to the vote to remove. The removal of an Officer from an office shall not include removal from the Board, unless so specified in the motion and approved by a two-thirds (2/3) vote of the Board.

**9.7 Post Obligations.** Officers whose office ends for any reason shall return to the corporation, within three (3) business days of ending their term or resigning, all keys, passwords, volunteer list, and other material belonging to the corporation.

## ARTICLE X

### COMMITTEES

**10.1 Establishment of Committees and Task Forces.** The Board may establish Committees and ad hoc Task Forces as needed. Members of Committees and Task Forces shall be appointed subject to guidelines established by the Board. Committees and Task Forces shall be subject to the control and direction of the Board.

**10.2 Authority.** The Board of Directors may act by and through such Committees as may be specified in resolutions adopted by a majority of the Directors.

**10.3 Composition of Committees and Task Forces.** Committees and Task Forces may be composed of any combination of Members, Directors, or others. There shall be at least one Director on each committee.

**10.4 General Powers and Duties.** Committees and Task Forces shall have their powers, duties, and voting rights specified by the Board prior to the Committee or Task Force becoming active. Committees



and Task Forces shall take action by affirmative vote of a majority of Committee members entitled to vote as may be further defined in the Committee's charter at a duly held meeting. All Committee activities shall be reported promptly at the next meeting of the Board, or if so directed, to the Executive Committee.

**10.5 Committee and Task Force Chairs.** All Committees and Task Forces shall have a designated chair or co-chairs. The President shall either designate the chair of each Committee or Task Force, or the Board may establish a procedure by which the chair is chosen and their term set. The President may be a member of all Committees and Task Forces by virtue of their office.

**10.6 Notice of Meetings.** Advance notice of Committee and Task Force meetings shall be given setting the time and place for the meeting in keeping with Article XII.

**10.7 Meetings.** Meetings of each Committee may be held at such time and place as are announced at a previous meeting of the Committee or the meeting notice.

**10.8 Absences from Committee Meetings.** Committee members shall notify the Committee chair prior to the meeting if they are unable to attend. Absences shall be entered into the meeting minutes.

**10.9 Voting.** At all meetings of a Committee each Committee member thereof shall be entitled to cast one vote on any question coming before the Committee.

**10.11 Quorum.** A majority vote of the members of a Committee Present at any meeting is a quorum for the transaction of the business of such committee.

**10.12 Obligations Post Resignation.** Chairs of Committee shall return to the corporation, within three (3) business days of ending their term or resigning, all keys, passwords, volunteer list, and other material belonging to the corporation.

## ARTICLE XI

### CONFLICTS OF INTEREST

**11.1** A contract or other transaction between the corporation and one or, more of its Directors or Officers, between the corporation and one or more Members, or between the corporation and an organization in or of which one or more of the corporation's Directors are Directors, officers or legal representatives or have material financial interest, is not void or voidable because the Director or Directors or the other organizations are parties or because the Director or Directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- a. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or
- b. The material facts as to the contract or transaction and as to the Director's, Officer', or Member's or Directors', Officer's, or Member's interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.
- c. A Director, Officer, or Member has a material financial interest in each organization in which the Director, or the spouse, parents, children and spouses of children, brothers and sisters

and spouses of brothers and sisters of the Directors, or any combination of them have a material financial interest.

**11.2** The corporation shall not enter into any contract or transaction with (a) one or more of its Directors, (b) a director of a related organization (within the meaning of Minnesota Statutes, 317A.011, Subd.18), or (c) an organization in which a Director is a director, officer, or legal representative, or has a material financial interest therein; unless the material facts as to the contract or transaction and as to the Director's interest are fully disclosed or known to the Board of Directors and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith after full disclosure of the facts by the affirmative vote of a majority of the Directors, with the interested director abstaining from voting, at which there is a quorum without counting the interested Director. Failure to comply with the provisions of this Section shall not invalidate any contract or transaction to which the corporation is a party.

**11.3 Disqualification of Director Due to Family Conflict.** A motion to remove a Director or a motion to remove a Director who is an immediate family member of a Director from any position in the Corporation shall constitute a conflict of interest for that Director.

## ARTICLE XII

### GENERAL REQUIREMENTS FOR ALL MEETINGS

**12.1 Meeting Procedures.** Rules as may be established by the Board of Directors for such purpose shall govern meetings in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, Law, or any special rules of order the Board may adopt. Roberts Rules of Order shall be used to govern the operation of meetings, except in the case of specific Committees where the Board of Directors directs otherwise.

**12.2 Notice of Meetings.** Notice called for under these Bylaws, shall be given by at least one of the following methods:

- A. Email or other electronic notification
- B. Sending by United States mail
- C. Personal notice
- D. Overnight carrier
- E. Publication in the corporation's newsletter sent to each Member's household

**12.3 Waiver of Notice.** A member of a Governing Body, by attendance or participation in any action taken at any meeting, shall be deemed to have waived their right to notice of such meeting, unless they limit their attendance and participation to objecting to lack of notice for that meeting.

**12.4 Actions of Governing Body.** An approved action of a Governing Body of the corporation is a motion properly made and seconded, which after any period given for discussion, and which is approved by the required majority of those entitled to vote for that type of action at the meeting as set forth in these bylaws, the articles of incorporation or state law.

**12.5 Voting.** No vote by proxy is allowed at any meeting of a Governing Body.

**12.6 Presumption of Assent.** A person serving on a Governing Body who is present at a meeting at

which action on any matter is taken shall be presumed to have assented to the action taken, unless that person's dissent to such action or their conflict of interest is recorded by the minute taker of that meeting or recorded with the Secretary or presiding officer of the body within five (5) business days after such action is taken. Unless personally delivered to the Secretary or presiding chair by the dissenting member, such dissent shall be sent by certified U.S. Mail, return receipt requested. The right of dissent shall not apply to a person serving on a Governing Body who voted in favor of such an action.

**12.7 Term Records.** Every Governing Body shall keep on-going records of the identity of the members of that Governing Body, their term on the Governing Body, and whether they have voting rights on that Governing Body.

**12.8 Minutes.** Minutes of all meetings of a Governing Body shall be kept and reported, as appropriate, to that Governing Body and to the Board. All approved minutes of meetings shall be made available upon request to members of a Governing Body and Directors.

**12.9 Meeting and Voting by Electronic Presence.** A person serving on a Governing Body may participate and vote at a meeting through electronic methods, if such person can communicate on a substantially simultaneous basis with each other person participating in the meeting. Participation in a meeting by such Electronic Presence constitutes Presence at the meeting. A conference among Governing Body members where one or more persons are meeting through Electronic Presence providing proper notice and quorum are present, is a duly held meeting.

**12.10 Electronic Communications and Authentication.** Electronic Communication shall include any method of communication that assures accurate and prompt delivery of the message and when required, assumes the identity of those participating. A person serving on a Governing Body may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting.

**12.11 Written Action Without a Meeting.** A Governing Body may take an action in writing, signed, or consented to by authenticated electronic communication, by the number of members of that body that would be required to take the same action at a meeting of that body at which all of its members were present, unless these Bylaws provide otherwise for a particular Governing Body.

### **ARTICLE XIII**

#### **REGISTERED OFFICE , FINANCES, FISCAL YEAR, BOOKS AND RECORDS, FINANCIAL STATEMENTS, BUDGETS AND CONTRIBUTIONS**

**13.1 Books and Records.** The Board shall keep:

- a. Correct and complete books of accounts, and
- b. Minutes of proceedings of meetings of Members, the Board, and Committees having any authority derived from the Board.

**13.2 Access to Books and Records.** The Board of Directors shall provide reasonable access to a Member or a Director, or the agent or attorney of a member or a director, to inspect articles and bylaws, accounting records, voting agreements, and minutes of meetings of Members, Board of Directors, and Committees having any of the authority of the Board of Directors, for the last five (5) years, and a statement showing the financial result of all operations and transactions affecting income and surplus during its last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of the accounting period ("Financial Information"), for any proper purpose at any reasonable time. In addition, a Member or Director may request Financial Information and shall be provided it in the manner

set forth by the Board of Directors within ten (10) business days of such request. A proper purpose is one reasonably related to the person's interest as a Member or Director of the corporation.

**13.4 Fiscal year.** The annual accounting period of the corporation shall begin on the first day of January and the corporation end on the succeeding December 31.

**13.5 Contributions.** Any contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

**13.6 Funds.** All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

**13.7 Budget.** The budget of estimated income and expense, and capital expense shall be approved by the Board of Directors at least sixty (60) days before the Annual Meeting of the Membership.

**13.8 Property.** Title to all property shall be held in the name of the corporation.

**13.9 Summary Report.** A summary report of the finances of the corporation shall be made by the Treasurer at least annually to the Board of Directors at the Annual Meeting of the Membership.

**13.10 Location.** The registered office of the Polish American Cultural Institute of Minnesota shall be in the state of Minnesota.

**13.11 Business Office.** The general business of the corporation shall be transacted at such location or locations as the Board of Directors may designate which may or may not be the same as the registered office of the Corporation.

**13.12 Records.** The records of the corporation shall be kept in accordance with Law.

**13.13 Deposit of Funds.** All funds of the corporation shall be deposited from time to time in such banks, trust companies or other depositories as the Board of Directors may approve or designate and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

## **ARTICLE XIV**

### **INDEMNIFICATION**

**14.1. Indemnification of Officers, Directors and Employees.** The corporation shall indemnify each Director, Officer or employee, and the executors, administrators or other legal representatives of any such Director or Officer, and employees of the corporation as required by law.

**14.2. Other Rights.** The foregoing rights of indemnification shall not be exclusive of any other rights to which any Director, officer or employee may be entitled to as a matter of law or which may be lawfully granted to him or her.

**14.3. Insurance.** The corporation may maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the corporation against any such expense, liability or loss, whether or not the corporation would have the power to indemnify such a person against such expense liability or loss under the Minnesota Non-Profit Corporation Act, or a successor statute.

## **ARTICLE XV**

## AMENDMENT OF BYLAWS

**15.1 Proposed Amendments, Notice, and Adoption.** Any Director or Member may propose an amendment to these Bylaws by giving notice thereof to an Officer. The contents of the proposed amendment or a summary shall be included in the notice sent to each Director, or otherwise made available to each Director in advance of a regular meeting of the Board of Directors or a special meeting called for the purpose of considering such amendment.

The Board shall consider the proposed amendment and shall vote on whether to amend it and/or approve that the amendment be sent to the Membership for a vote. However, the Board may not vote on the amendment unless such amendment has been proposed and reviewed at the previous regular Board meeting.

Any amendment to the Bylaws approved by the Board of Directors shall be provided to the Members in the meeting notice for the Annual Meeting of the Membership or at a special Membership meeting on which the amendment is to be voted on.

The Membership shall approve such amendment to the Bylaws by a 2/3 majority vote of a quorum of the Members Present and entitled to vote.

**15.2 Revision.** If an amendment to the Bylaws is approved, the Bylaws shall be revised and the revision made available to Directors and Members within forty-five (45) days.

**15.3 Conformance to Law.** When the Board has noticed that these Bylaws do not conform to the Minnesota Non-Profit Corporations Act, Chapter 317A, or its successor law, the Board shall make reasonable, diligent, and prompt efforts to amend these Bylaws to so conform.

This Bylaws have been adopted by the Membership on \_\_\_\_\_.

\_\_\_\_\_  
President

**End of this document**

**Board Term Record**

<b><u>Board Seat</u></b>	<b><u>Date Elected</u></b>	<b><u>Terms ends</u></b>

**Officer Term Record**

<b><u>Officer Seat</u></b>	<b><u>Date Elected</u></b>	<b><u>Terms ends</u></b>