

BY-LAWS
OF THE
POLISH AND SLAVIC CENTER

(effective January 25, 2013)

ARTICLE I - NAME, TERRITORY & HEADQUARTERS

Paragraph 1. The name of this organization shall be POLISH AND SLAVIC CENTER, INC.

Paragraph 2. In these Bylaws the name of the organization will be abbreviated as PSC.

Paragraph 3. The area of activities shall be New York City and other States where conditions and authorities permit to put into reality the aims of PSC.

Paragraph 4. The headquarters shall be located in Greenpoint Brooklyn, New York City, New York

Paragraph 5. The headquarters may be transferred to another neighborhood of New York City by a decision ratified at a specially called general meeting pursuant to Article VII, Paragraph 6, after approval by PSC Board of Directors.

ARTICLE II – PURPOSES, TASKS & CHARACTER OF ACTIVITY

Paragraph 1. To give material and social service support to members of PSC and to citizens and permanent inhabitants of the U.S.

Paragraph 2. To foster knowledge of the history and culture of the Polish & Slavic group and contribution in the building and development of the United States.

Paragraph 3. To assist its members in cases of discrimination due to nationality, religion, handicap or age.

Paragraph 4. To expand its activities to other states to people and organizations of those states if such possibilities exist.

Paragraph 5. To help Polish immigrants and others of Slavic origin in learning the English language. To acquire a knowledge of basic Federal, State and City laws along with a knowledge of working conditions.

Paragraph 6. To organize courses of Polish and English language, professional courses, workshops, dining establishments, financial and credit institutions, cultural, artistic and

educational programs, media, library and reading rooms, programs for youth services and senior citizens programs.

Paragraph 7. To promulgate Federal, State and City programs, and funding; to aid U.S. citizens and permanent residents of Polish and Slavic background. To develop programs subsidized by the PSC to help these groups.

Paragraph 8. To co-operate with local community, cultural, social and civic organizations.

Paragraph 9. PSC is a social, charitable, non- political, not-for-profit corporation.

Paragraph 10. All organizations operating with, or sponsored by the PSC, must be approved by the PSC Board of Directors.

Paragraph 11. The PSC serves as the mother organization of the Polish and Slavic Federal Credit Union. The PSFCU collects annual dues from the accounts of PSC members and shall transfer such funds yearly to the PSC for its operation programs.

ARTICLE III -- MEMBERSHIP

Paragraph 1. Classes of Membership: Regular, Associate and Honorary.

Paragraph 2. Regular members shall be: U.S. citizens or permanent residents in the U.S. of Polish or any other Slavic origin.

Paragraph 3. Associate members can be:

- (a) Polish-American organizations supporting the aims and goals of PSC.
- (b) Individuals supporting the activities of PSC who may be of non-Slavic origin, or Polish or Slavic individuals who are not U.S. citizens or permanent residents.

Paragraph 4. Honorary members of PSC can be persons, independent of ethnic origin, who hold some position in political, scientific, civic or professional fields and support the activities of PSC.

Paragraph 5. The Executive Board shall accept regular and associate members on the basis of individual application supported by two regular members. Only the Board of Directors may bestow an honorary membership with the ratification of the General membership.

Paragraph 6. An individual belonging to the Communist Party or a subversive organization or any organization based on totalitarian doctrine is ineligible for membership in this organization.

Paragraph 7. The Annual Members' Meeting pursuant to Article VII, Paragraph 6, upon presentation of a proposal by the Board of Directors, may establish the dues for all categories of membership, unless otherwise decided by the PSC Board of Directors.

ARTICLE IV – RIGHTS & OBLIGATIONS OF MEMBERS

Paragraph 1. (a) Regular members are entitled to elective rights and to seek office in PSC. Members must belong to PSC at least two years without interruption, have paid all dues and assessments, have actively participated in the activities of PSC, and have demonstrated positive (constructive) activity on behalf of the organization.

(b) Regular members have the right to use the facilities and programs, both government- sponsored and sponsored by the PSC, in accordance with the regulations of these programs.

Paragraph 2. Honorary and associate members may attend a) the annual meeting with advisory rights, b) in a meeting of the Board of Directors only by invitation from the Board, without voting privileges.

Paragraph 3. The obligations of all members are:

- (a) To observe all organizational regulations, decisions and directives of the Board of PSC.
- (b) To live in accordance with ethical and moral principals and with the good name of the Polish & Slavic ethnic group.
- (c) To pay all dues and assessments on time.
- (d) To actively participate in the activities of PSC.

ARTICLE V – LOSS OF MEMBERSHIP

Paragraph 1. A regular member loses his or her membership by:

- (a) Voluntary resignation.
- (b) By a default in the payment of membership dues or assessments.
- (c) The discovery, at any time, of any harmful activity to the PSC which would make the member ineligible for membership in this organization.
- (d) By decision of the Board of Directors made on the basis of activities that come to light which harm the PSC and the good name of the Polish- Slavic community.

Paragraph 2. In the case of Paragraph 1, points (b), (c) and (d), the decision of the Board of Directors is final.

Paragraph 3. Honorary and Associate members lose their membership by:

- (a) Voluntary resignation;
- (b) As per Article V, Paragraph 1, points (b) (c) and (d).

Paragraph 4. In all cases of membership removal an individual may be reinstated as a member in a good standing of the PSC after reasonable time has lapsed and the Board of Directors reinstates that individual.

ARTICLE VI – PSC AUTHORITIES

Paragraph 1. The PSC Governing Authorities are:

- (a) The General Assembly of three types: annual, elective and special.
- (b) Board of Directors
- (c) Executive Board
- (d) Audit Committee

ARTICLE VII – GENERAL ASSEMBLY

Paragraph 1. General Assembly of PSC members shall be of three types: annual reporting, bi-annual elective, and special

Paragraph 2. Annual General Assembly of PSC shall take place each year in the second half of the calendar year.

Paragraph 3. Annual General Assembly is called by the Executive Board through a written communiqué in the newspaper and placed in the headquarters of PSC, in the Polish & Slavic Federal Credit Union building, and published in the Press one month before the date of the Assembly.

Paragraph 4. The Annual Assembly shall examine and confirm reports of the Board of Directors, the Executive Board, and Audit Committee and proposals serving the best interest of the PSC.

Paragraph 5. The President of the Board of Directors of PSC opens the Assembly Meeting and conducts the meeting.

Paragraph 6. The decisions shall be made by a majority of PSC members, who are eligible to vote, who mailed in their ballots.

Paragraph 7. In the Assembly, honorary and supporting members may participate only in an advisory capacity and shall not have the right to vote.

Paragraph 8. General Elective Assembly shall take place every second year in the last calendar quarter.

Paragraph 9. Regular members, as defined in Article IV, Paragraph 1, point (a), can participate in the Elective Assembly meeting with the right to vote.

Paragraph 10. The Elective Assembly shall:

- (a) Examine and confirm reports of the Board of Directors, the Permanent Committees, and of the Audit Committees.
- (b) Adopt the report of the Board of Directors.
- (c) Examine and adopt proposals and policies for the good of PSC.

Paragraph 11. Decisions are passed by a majority of all mailed in ballots cast, of eligible PSC members. Decisions concerning amendments in the Bylaws require two thirds majority mailed in votes of all eligible PSC members.

Paragraph 12. A Special Assembly of PSC may be called by the Executive Board on demand from the Board of Directors or the Audit Committee or ten percent (10%) of the regular members.

Paragraph 13. The Special Assembly shall deal exclusively with the item(s) of business set forth in the Notice announcing the same, with any motion approved by a subsequent mailed in vote of all regular members.

Paragraph 14. One percent 1% of the regular members voting by mail shall constitute a quorum for all General Assemblies.

ARTICLE VIII – ELECTION OF BOARD OF DIRECTORS

Paragraph 1. (a) Directors of the Board shall be elected for four (4) years by the General Membership through a system of rotation for a minimum number of seven (7) and no more than nine (9) members of the Board. The General Membership shall elect one third of the members of the Board every second year through the mailed in ballot.

(b) The PSC Board from time to time may invite members or officers of other Polish and Slavic organizations to attend PSC Board meetings; such attendees shall be non voting invited guests.

(c) Program Directors may be non-voting members of the Board of Directors if the directives and regulations of Federal, State or City authorities demand it. The Board of Directors shall confirm their membership to the Board.

Paragraph 2. Regular members may seek the office of Director, as in Article IV, Paragraph 1, point (a), who have completed twenty one (21) years of age after a declaration of their candidacy and approval by the Nominating Committee.

Paragraph 3. The Board of Directors has the right to nullify the election of a director a) with cause; b) In the case of a disclosure of the lack of necessary requirements by a candidate as in Article IV, Paragraph 1, point (a) and Article V.

Paragraph 4. If an individual is not approved to run by the Nominating Committee for the Board, that person can still run for the Board if he or she gets 5% of the membership to approve his petition and the membership tally has to be verified by the Nominating Committee.

ARTICLE IX – BOARD OF DIRECTORS

Paragraph 1. Between Annual General Assemblies the business of the PSC will be conducted by the PSC Board of Directors.

Paragraph 2. The number of Directors, the requirements that the candidate for the Director has to meet and the span of his term are given in Article VIII, Paragraph 1, point (a) and Paragraph 2 of these Bylaws.

Paragraph 3. The powers of the Board of Directors shall include:

- (a) To elect the Executive Board out of existing Directors.
- (b) To nominate the Executive Director out of the members of the PSC.
- (c) To examine, confirm, and approve the work of Programs and reports of the Executive Board, the Executive Director, and respective committees.
- (d) To review, accept, reject, modify or amend the reports of Program Directors.
- (e) To fill vacancies on the Board of Directors in case of resignation or removal of some director for the period to the nearest General Membership election.
- (f) To approve regulations proposed by the By-laws Committee.
- (g) To bestow honorary membership.
- (h) Approval of Program Directors is at the recommendation of the Executive Board.
- (i) Approval of Special Committees proposed by the President.
- (j) To deprive persons of membership as per Article V.

Paragraph 4. Meetings of the Board of Directors take place regularly once a month, at the request of the Executive Board, Audit Committee, or two thirds of the members of the Board of Directors.

Paragraph 5. Regular, monthly meetings of the Board of Directors are called by the Secretary of the PSC Board by mail, or in cases of emergency, by telephone.

Paragraph 6. The following participate in monthly Board meetings in an advisory capacity: 1) Program Directors, 2) Executive Director 3) Committee Chairpersons; and at special invitation of the Executive Board: honorary members, associate members, consultants, specialists.

Paragraph 7. In order for a meeting of the Board to be legally valid at least half the Directors must be present, and resolutions pass with a simple majority of the votes present at the meeting. The resolutions of the Board cannot be contrary to the By-laws and the resolutions of the General Assemblies.

Paragraph 8. The president chairs Board meetings, and has the right to the deciding vote in case of a tie.

ARTICLE X – EXECUTIVE BOARD OF PSC

Paragraph 1. In accordance with Article IX, Paragraph 3, point (a), the Board of Directors shall elect within seven days after the General Elective Assembly the Executive Board which consists of: President, Two (2) Vice Presidents, Secretary and a Treasurer for a term of two (2) years.

Paragraph 2. The Executive Board shall be responsible for the running of PSC between regular monthly meetings of the Board of Directors. Its powers and duties shall include:

- (a) Implement the purposes and goals of PSC as specified in these Bylaws.
- (b) To represent PSC before the Federal, State and City authorities and at Polish American organizations, and other community organizations and associations.
- (c) To carry out the decisions of the General, Annual, and Special Assemblies, and of the Board of Directors of PSC.
- (d) To administer the assets of PSC in accordance with the budget, the resolutions of the General Assemblies, and directives of the Board.
- (e) To present to the Board of Directors candidates for Program Directors, candidates for the Executive Director, to hire workers and specialists necessary to conduct PSC business and to use its assets properly.
- (f) To present Programs and new initiatives in order to broaden the activities of PSC.
- (g) To remove persons from membership as in Article V, Paragraph 2.
- (h) To keep accurate membership records and collect membership dues.

Paragraph 3. President of the Board of Directors heads the PSC and by his office is Chairman of the Executive Board.

Paragraph 4. Board of Directors shall establish duties for the Vice President, Secretary, Treasurer and Executive Director in the form of permanent regulations, the implementation of which is the responsibility of the Board.

ARTICLE XI – COMMITTEES & COMMISSIONS

Paragraph 1. To expedite the administration, effectiveness and implementation of the tasks of PSC, the Executive Board shall establish Committees or Commissions to be confirmed by the Board of Directors.

Paragraph 2. Committees shall be standing and ad hoc. All PSC Committees shall meet at least quarterly. The standing Committees shall be:

1. Grievance Committee consisting of three (3) members and one (1) alternate.
2. By-laws Committee consisting of three (3) members.
3. Events Committee consisting of five (5) members.
4. Nominating Committee Consisting of five (5) members. The business of the Nominating Committee shall include:
 - a) Nominating Candidates to the Board of Directors and Audit Committee.
 - b) Checking their identity, education, experience, criminal record and other data as it sees fit.
 - c) Designating deadlines for applications and approve them.
 - d) Designating dates for meetings with candidates, organized with the assistance of the PSC Executive Board.
5. Finance Committee consisting of five (5) members.
6. Press Committee consisting of five (5) members.

Paragraph 3. In case of necessity, the President of PSC by his own initiative may establish a committee for special purposes and inform the Board of Directors about this at the next meeting.

Paragraph 4. Members of the committees may be either members of the Board of Directors or regular members of PSC.

Paragraph 5. The powers and duties of each committee shall be defined by the Executive Board and confirmed by the Board of Directors.

Paragraph 6. For better effectiveness, the committee can present its own proposed rules and regulations for confirmation for the Board of Directors. Those regulations shall not be contradictory to these Bylaws or any directives accepted by the Executive Board and confirmed by the Board of Directors.

Paragraph 7. The President of PSC shall nominate a chairman of each committee. The committee shall be approved by the Board of Directors.

Paragraph 8. The Chairman or his assistant shall report on the activities of committee during a meeting of the Board of Directors.

ARTICLE XII – AUDIT COMMITTEE

Paragraph 1. The Audit Committee shall consist of three (3) members and two (2) alternates to be elected by the Elective General Assembly for the term of two (2) years. Vacancies may be filled by the Board of Directors.

Paragraph 2. The Audit Committee shall examine and audit the financial activities assets and funds remaining in disposition of Board of Directors and the Executive Board of PSC, and ensure that activities are carried out according to the By-laws.

Paragraph 3. The Audit Committee works on the following principle:

- (a) Selects the Chairman, the Vice-Chairman and Secretary among its members.
- (b) Shall conduct periodic audits by its own initiative in a group of not less than three (3) members.
- (c) In case of necessity, shall be employ help of experts.
- (d) After each audit, shall prepare a report signed by all members participating in the audit.

Paragraph 4. Audit Committee has an obligation to perform the audit at least once a year or at any time upon the written request by the Board of Directors and the Executive Board.

Paragraph 5. Audit Committees shall present its reports at meetings of the Board, annual reports at General Assemblies, and at Elective General Assemblies.

Paragraph 6. Audit Committee acts according to regulations established by its members and approved by the Board of Directors.

ARTICLE XIII – AMENDMENTS TO THE BYLAWS

Paragraph 1. The Board of Directors shall examine the proposals received by mail from our membership – concerning amendments to the Bylaws and then appoint a by-law committee to consider the amendments and present them to the Board of Directors and General Membership for their mailed in vote approval.

Paragraph 2. Proposals approved by the Board of Directors shall be voted by secret ballot conducted by mail prior to the Annual General or Elective Assembly. The Executive Board shall include an announcement of the proposed amendments in the notice of the meeting and shall make the amendments available for inspection in the main offices of the PSC, one month prior to the meeting to discuss these changes.

Paragraph 3. The proposed amendments to the Bylaws shall not violate the basic principles of PSC as it was confirmed in the Charter by the authority of New York State.

Paragraph 4. Amendments to the Bylaws shall be adopted by two thirds (2/3) of regular members participating in the mail in ballot.

Paragraph 5. "Robert's Rules of Order" shall be used as the standard in conducting meetings.

Paragraph 6. Proxy voting

Members cannot vote by proxy

ARTICLE XIV – LIQUIDATION & DISPOSAL OF ASSETS OF THE ORGANIZATION

Paragraph 1. A Special General Assembly called for this purpose will discuss the liquidation for the Polish and Slavic Center, Inc. The Board of Directors shall call such a meeting for well-founded reasons with a majority vote of three quarter (3/4) of the directors.

Paragraph 2. The Executive Board calls the Assembly Meeting according to the regulations established for an annual meeting specifying the purpose of the meeting.

Paragraph 3. The decision of liquidation shall pass by a majority of three quarters (3/4) of regular members participating in the authorized mailed in votes.

Pass only to those charitable cultural and/or academic associations with Polish and/or Slavic causes, that have a 501 C3 tax designation.

Paragraph 5. The PSC membership shall recommend to the PSC Board of Directors five (5) individuals who with the PSC Board of Directors will execute the decision of liquidation and disposition of the assets of PSC.

Paragraph 6. In procedural matters not specified in these By-laws, the non-profit corporation laws of the State of New York shall be applied.