

**BYLAWS OF
POLISH-AMERICAN CONGRESS OF MICHIGAN CHARITABLE FOUNDATION**

**ARTICLE I
CORPORATION**

1.01 Name: The name of the corporation is Polish-American Congress of Michigan Charitable Foundation.

1.02 Purposes: The corporation is organized and to be operated exclusively for religious and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, to solicit, receive and administer funds exclusively for charitable purposes.

- a. To document and preserve the historical record of the Polish American Community as it has developed and flourished in the State of Michigan.
- b. To document and promulgate the cultural, social and religious contributions of Polish-American individuals in Michigan and American society.
- c. To support and promote those cultural and social activities and projects that promulgate Polish language, art, literature, music and culture.
- d. To provide charitable assistance in the font of medical support, clothing, food and shelter for the poor, elderly and infirm in Poland.
- e. To support and promote those cultural and social activities and projects that foster in youth a healthy appreciation for their Polish heritage and ethnic accomplishments.

**ARTICLE II
ORGANIZATION**

2.01 Organization: The corporation is organized on a Directorship basis. Government of the corporation is vested entirely in the Board of Directors. There shall be no members,

**ARTICLE III
BOARD OF DIRECTORS**

3.01 General Powers: The business, property and affairs of the corporation shall be managed by the Board of Directors.

3.02 Number: There shall be not less than three no more than seven Directors on the Board, as shall be fixed from time to time by majority vote of the members of the Board of Directors then in office. The president of the corporation shall, by a reason of his office, be a voting member of the Board of Directors except that a Director may also serve as an officer and serve in his capacity as Director.

3.03 Selection, Term: Directors shall be elected initially by the incorporator and thereafter by two thirds majority vote of the Directors then in office, to serve until the following annual board meeting to be held in the month of April each year. The President of the Polish American Congress-Incorporated, Michigan Division as elected annually by that organization, shall be automatically one of the members of the Board of Directors of the Foundation.

3.04 Qualification: Every Director must be a person of good character demonstrating a life of unusual maturity, stability and possessing a desire to serve in the furthermore of the corporation's purposes.

3.05 Resignation: A Director may resign at any time by providing written notice to the corporation. The resignation will be effective upon receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in section 3.07 of the bylaws. Failure of a Board member to attend two consecutive quarterly meetings shall constitute resignation by the Director.

3.06 Removal: A Director may be removed with cause by majority vote of the remaining Directors on the Board, cause shall refer only to

3.07 Vacancy: A vacancy on the Board may be filled with a person selected by majority vote of the remaining Directors of the Board.

3.08 Annual Meeting: An annual meeting shall be held each year in the month of April. If the annual meeting is not held at that time, the Board shall cause the meeting to be held as soon thereafter as is convenient.

3.09 Regular Meetings: The Board of Directors shall meet quarterly and additionally as often as necessary to conduct the business of the corporation. The quarterly meetings of the Board may be held at the time and place as determined by the president of the corporation.

3.10 Special Meetings: Special meetings of the Board may be called by the president or any two Directors at a time and place as determined by those persons authorized to call special meetings. Notice of the time and place of special meetings shall be given to each Director in any manner at least three days before the meeting.

3.11 Statement of Purpose: Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice for that meeting.

3.12 Waiver of Notice: Unless otherwise provided by law, the attendance of a Director at a Board meeting shall constitute a waiver of notice of the meeting. In addition, a Director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

3.13 Meeting by Telephone or Similar Equipment: A Director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3.14 Quorum: A majority of the Board of Directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of Directors present at a meeting where a quorum is present shall constitute authorized actions of the Board, unless otherwise provided.

3.15 Powers of the Board of Directors: The Board of Directors shall have charge, control and management of the business, property, personnel, affairs and funds of the corporation and shall have the power and authority to do and perform all acts and functions permitted for an organization described in section 501 (c)(3) of the Internal Revenue Code not inconsistent with these bylaws, the Articles of Incorporation, the laws of the State of Michigan, or the tax exempt status of the corporation. In addition to and not in limitation of all powers, express or implied, now or hereafter conferred upon boards of Directors of nonprofit corporations, and in addition to the powers mentioned in and implied from Section 1.02, the Board of Directors shall have the power to acquire, own, dispose of, and deal with real and personal property and interests therein, and to receive and apply gifts, grants, bequests and devises and the proceeds thereof in furtherance of the purposes of the corporation; to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary corporation or other entity, whenever the same shall be in the best interests of the corporation and in furtherance of its purposes.

3.16 Consent to Corporate Actions: Any action required or permitted to be taken pursuant to authorization of the Board may be taken without a meeting if, before or after the action, all Directors consent to the action in writing and all consents shall be filed with the minutes of the Board's proceeding.

3.17 Compensation: Directors shall receive no compensation for their services on the Board of Directors. The preceding shall not, however, prevent the corporation from purchasing Insurance as provided in section 6.11, nor shall it prevent the Board of Directors from providing reasonable compensation to a Director for services which are beyond the scope of his or her duties as a Director, or from reimbursing any Director for expenses necessarily incurred in the performance of his or her duties as Director.

ARTICLE IV OFFICERS

4.01 Number: The non-acting officers shall be a president, a secretary, and a treasurer. The president shall, by reason of his office, be a voting member of the Board and its presiding officer. There may also be a vice president, and such other officers as the Board deems appropriate. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the Board to be executed, acknowledged, or verified by two or more officers.

4.02 Selection, Qualifications, Term of Office: The officers of the corporation shall be elected by the Board of Directors, to serve for an indefinite term. The qualifications for officers shall be the same as those for Directors. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective upon receipt or at a later time designated in the notice.

4.03 Removal: An officer may be removed with or without cause by vote of a majority of the members of the Board of Directors then in office.

4.04 Vacancies: A vacancy in any office for any reason may be filled by majority vote of the members of the Board then in office.

4.05 President: The president shall be the chief executive officer of the corporation, and, as such, shall have the power, on behalf of the Board of Directors, oversee and conduct the day to day affairs of the corporation, to perform acts, execute and deliver all documents, represent the Board of Directors in all legal business matters and to take all steps that the president may deem necessary or desirable in order to effectuate the actions and policies of the Board.

4.06 Vice President: The vice president, if any, shall have the power to perform duties that may be assigned by the president of the board. If the president is absent or unable to perform his or her duties, the vice president shall perform the president's duties until the Board directs otherwise. The vice president shall perform all duties incident to the office.

4.07 Secretary: The secretary shall (a) keep minutes of Board meetings; (b) be responsible for providing notice of meetings to each Director; (c) be the custodian of corporate records; (d) keep a register of the names and addresses of each officer and Director; and (e) perform all duties incident to the office and other duties assigned by the president or the Board.

4.08 Treasurer: The treasurer shall (a) have charge and custody over corporate funds and securities; (b) keep accurate books and records of corporate receipts and disbursements; (c) deposit all moneys and securities received by the corporation at such depositories in the corporation's name that may be designated by the Board; (d) complete all required corporate filings; (e) maintain contribution records and prepare and furnish receipts therefore as may from time to time be required by law or regulation; and (f) perform all duties incident to the office and other duties assigned by the president or the Board.

ARTICLE V CORPORATE DOCUMENT PROCEDURE

All corporate documents (checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board.

ARTICLE VI IDEMNIFICATION

6.01 Non-derivative Actions: Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnifications shall apply only to a person who was or is a Director or officer of the corporation or who was or is serving at the request of the corporation as a Director, officer, partner, Director, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation provided, however, that preceding shall not require the corporation to indemnify any person for any liability, tax or expense to the extent that it is inconsistent with the corporation's tax exempt status under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or results in the imposition of tax under Section 4958 of the Internal Revenue Code. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of nolo contendere or its equivalent,

shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful,

6.02 Derivative Actions: Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a Director or officer of the corporation, or (b) the person was or is serving at the request of the corporation as a Director, officer, partner, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation; provided, however, that the preceding shall not require the corporation to indemnify any person for any liability, tax or expense to the extent that it is inconsistent with the corporation's tax exempt status under section 501(c)(3) of the Internal Revenue code or the corresponding section of any future federal tax code, or results in the imposition of tax under Section 4958 of the Internal Revenue Code. Moreover, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

6.03 Expenses of Successful Defense: To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article,

6.04 Contract Right, Limitation on Indemnity: The right to indemnification conferred in this article shall be a contract right and shall apply to services of a Director or officer as an employee or agent of the corporation as well as in such person's capacity as a Director or officer, except as provided in section 6.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the Board.

6.05 Determination That Indemnification Is Proper: Any indemnification under sections 6.01 or 6.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 6.01 or 6.02, whichever is applicable. Such determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the Board consisting of Directors who were not parties to such action, suit, or proceeding.

(b) If the quorum described in clause (a) is not obtainable, then by a committee of Directors who are not parties to the action. The committee shall consist of not less than two disinterested Directors.

(c) By independent legal counsel in a written opinion.

6.06 Proportionate Indemnification: If a person is entitled to indemnification under sections 6.01 or 6.02 of the article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

6.07 Expense Advance: Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 6.01 or 6.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

6.08 Non-exclusivity of Rights: The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

6.09 Indemnification of Employees and Agents of the Corporation: The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the corporation.

6.10 Former Directors and Officers: The indemnification provided in this article continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

6.11 Insurance: The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee, or agent of the corporation, or (b) was or is serving at the request of the corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

6.12 Changes in Michigan Law: If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

6.13 Dissolution: On dissolution of the corporation, after paying or providing for the payment of all of the liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c)(3), or the corresponding section of any future federal tax code or (2) to the federal government, or to a state or local government, for a public purpose. Any assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations that the court shall determine and that are organized and operated exclusively for such purposes.

ARTICLE VII COMPENSATION

When authorized by the Board, a person shall be reasonably compensated for services rendered to the corporation as an officer, employee, agent, or independent contractor, except as prohibited by these bylaws.

ARTICLE VIII FINANCES

8.01 Fiscal Year: The fiscal year of the corporation shall be the calendar year.

8.02 Deposit Accounts: The Board of Directors shall determine and select a banking or savings and loan institution and authorize the opening of a checking account in the name of the corporation, and such other accounts as the board may from time to time determine. The Board of Directors may, from time to time and in its sole discretion, change the designated institution or elect to engage the services of more than one such institution.

8.03 Deposit of Receipts: All receipts of the corporation, whether contributions Or otherwise, and whether received in cash, check, or money order, shall be deposited and maintained in the account or accounts at the financial institution selected by the Board of Directors,

8.04 Contributions. Accounting: All contributions shall be accounted for as such. Recording of identified contributions will include the date, amount, and identification of the contributor. Receipts for identified contributions will be issued at least annually at the close of the calendar year, and will conform to all requirements of the internal Revenue Code and Treasury Regulations regarding deductibility.

8.05 Audit or Review: The Board of Directors may provide for a periodic audit, review, or compilation of the corporation's accounts.

8.06 Disbursements: All expenditures shall be authorized by the Board of Directors. Routine and recurring expenses do not require prior Board of Directors approval. Checks for expenditures shall require the signature of the president and at least one member of the Board of Directors.

8.07 Reimbursed Expenses: The Board of Directors shall adopt and maintain accountable expense reimbursement policy that conforms to the requirements of Internal Revenue Service regarding non-taxable expense reimbursements.

8.08 Investments: The Board of Directors may from time to time authorize investment of the corporation's assets in such a manner and for such time or times as may be consistent with applicable law and Treasury Regulations regarding charitable foundations, and charitable purposes of the corporation. In no event, however, shall the corporation retain more than ten (10) percent of the annual contributions for a reserve after payment of expenditures.

ARTICLE IX AMENDMENTS

9.0 Amendments: The Board of Directors at any regular or special meeting may amend repeal these bylaws, or adopt new bylaws by vote of a two thirds majority of Directors then in office, if notice setting forth the terms of the proposal has been given accordance with any notice requirement for such meeting of the Board, Adopted as stated by the Board of Directors _____