



Corporate Bylaws
Polskie Stowarzyszenie Młodzieży, Inc.

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New York City, New York

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ARTICLE I

ARTICLE 1 – GENERAL PROVISIONS

Section 1. Name

1. The name of this corporation shall be Polskie Stowarzyszenie Młodzieży, Inc. The business of the corporation may be conducted as Polskie Stowarzyszenie Młodzieży or as Polish Youth Association.
2. The corporation may use the equivalent of its name as translated into foreign languages.

Section 2. Principal Office

The principal office of the corporation shall be located in the City of New York, United States of America. The corporation may have other such offices.

Section 3. Operation

The corporation operates in provision of the Not-for-Profit Corporation Law of New York State as well as the following bylaws. The association may belong to other national and international organizations with similar purposes.

Section 4. Funding

1. The corporation funds its activities through:
 - a) the collection of dues as imposed by the Board of Directors,
 - b) donations, inheritances, bequests from individuals or businesses,
 - c) subsidies, grants, and sponsorships
 - d) from the publishing and distribution of relevant materials
2. The corporation must conduct financial management in accordance with applicable federal and state regulations and laws.
3. The Board of Directors makes decisions regarding the purchase, sale and encumbrance of the corporation's assets.



ARTICLE II

ARTICLE 2 – PURPOSE & OBJECTIVES

Section 1. Purpose

Polskie Stowarzyszenie Młodzieży, Inc. is a non-profit corporation and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of and future federal tax code.

The corporation is formed for any purpose for which corporations may be organized under the Not-for-Profit Corporation Law of New York State as a charitable corporation and for the cultural, societal, and educational purpose of supporting youth initiatives, organizing events for youth, and curating programs relating to the furthering of Polish history, culture, language, traditions, and heritage.

Section 2. Powers

The corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

Section 3. Exempt Activities Limitation

Notwithstanding any other provision of these bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these bylaws.



ARTICLE III

ARTICLE 3 — MEMBERSHIP

Section 1. Members

The corporation shall have no members who have any right to vote or title or interest in or to the corporation, its properties and franchises.

Section 2. Non-Voting Affiliates

1. The corporation may have non-voting affiliates with rights, privileges, and obligations established by the Board of Directors. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the corporation. Classes of affiliates shall consist of:

- a) regular affiliates,
- b) supporting affiliates,
- c) honorary affiliates

2. a) A regular affiliate of the corporation can be any individual.

b) Regular affiliation may be acquired by an individual paying a due, if such is instated by resolution of the Board of Directors and through provision of the information necessary for the upkeep of records pertaining to affiliates as provided by resolution of the Board of Directors and in compliance with local laws.

3. a) A supporting affiliate of the corporation may be an individual or business declaring financial, material or substantive assistance in achieving the objectives of the corporation.

b) Supporting affiliation may be acquired by an individual or business after submitting a written declaration based on a resolution of the Board of Directors and adopted no later than within two months from the date of submitting the declaration.

c) A supporting affiliate is obliged to fulfill the declared benefits, comply with the bylaws and resolutions of the corporation.

4. a) An honorary affiliate of the corporation can be an individual who has made an outstanding contribution to the activities and development of the corporation.

b) Honorary affiliation is granted through the resolution of the Board of Directors at the request of at least 3 members of the Board of Directors.

c) Honorary affiliates are exempt from any dues that may be instated by the Board of Directors.

5. The Board of Directors, a designated committee of the Board of Directors, or any duly elected officer in accordance with Board of Directors policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates,

and to make determinations as to affiliates' rights, privileges, and obligations including the institution of dues for affiliates.

6. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent.

7. Affiliates have no voting rights, and are not members of the corporation.

Section 3. Dues

1. Any dues for affiliates shall be determined by the Board of Directors.

2. The Board of Directors may decide upon the change of the value of affiliation dues and donations by way of resolution of the Board of Directors and such changes shall not be construed as amendments to these bylaws.



ARTICLE IV

ARTICLE 4 – BOARD OF DIRECTORS

Section 1. Number of Directors

The corporation shall have a Board of Directors consisting of at least 3 and no more than 15 directors. Within these limits, the Board of Directors may increase or decrease the number of directors serving on the Board of Directors including for the purpose of staggering the terms of directors.

Section 2. Powers

All corporate powers shall be exercised by or under the authority of the Board of Directors and the affairs of Polskie Stowarzyszenie Młodzieży, Inc. shall be managed under the discretion of the Board of Directors, except as otherwise provided by law.

Section 3. Terms

1. All directors shall be elected to serve a one-year term, however the term may be extended as necessary until a successor has been elected. The term of office of directors, other than those elected or appointed by virtue of their office or former office in the corporation or other entity, public or private, shall not exceed five years.

2. Directors may serve terms in succession.

3. The term of office shall be considered to begin June 1 and end May 31, unless the term is extended until such a time as a successor has been elected.

Section 4. Qualifications and Election of Directors

1. In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age with the exception of two directors who may be at least 16 years of age and an affiliate within the affiliate classifications created by the Board of Directors.

2. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in May of each year.

Section 5. Vacancies

1. The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these bylaws.

2. Newly created directorships resulting from an increase in the number of directors elected or appointed at large, and vacancies among such directors for any reason, may be filled by vote of a majority of the directors then in office, regardless of their number.

3. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board members for the balance of the term of the director being replaced.

Section 6. Removal of Directors

1. A director may be removed by two-thirds vote of the directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken if:

a) The director is absent and unexcused from three or more meetings of the board of directors in a twelve month period. The President of the Board of Directors is empowered to excuse directors from attendance for a reason deemed adequate by the President of the Board of Directors. The President shall not have the power to excuse him/herself from the board meeting attendance and in that case, the Vice President of the Board of Directors shall excuse the President. An absence shall be defined as a director having not been present for at least 50% of the meeting.

b) For cause or no cause, if before any meeting of the board members at which a vote on removal will be made the director in question is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

Section 7. Meeting of the Board of Directors

1. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon at least five (5) days notice by first-class mail, electronic mail, or facsimile transmission or twenty-four (24) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.

2. Special meetings of the board may be called by the President, Vice President, Executive Secretary, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least two (2) days notice to each director of the date, time, and place, but not the purpose, of the meeting.

3. Any director may waive notice of any meeting, in accordance with New York State law. Notice of a meeting need not be given to any alternate director, nor to any director who submits a waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him. Such waiver of notice may be written or electronic. If written, the waiver must be executed by the director signing such waiver or causing his or her signature to be affixed to such waiver by any reasonable means including but not limited to facsimile signature. If electronic, the transmission of the waiver must be sent by electronic mail

and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the director.

Section 8. Manner of Acting

- 1.** A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.
- 2.** Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- 3.** On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the President or Vice President in the order of precedence shall have the power to swing the vote based on his/her discretion.
- 4.** Except as required otherwise by law, the Articles of Incorporation, or these bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting or by telephonic conference call.

Section 9. Informal Action by the Board of Directors

Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section an e-mail transmission from an e-mail address on record constitutes a valid writing. The intent of this provision is to allow the Board of Directors to use email to approve actions, as long as a quorum of board members gives consent.

Section 10. Compensation for Board Member Services

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities, such as travel expenses to attend board meetings or any other business expenses as determined by a resolution of the Board of Directors.

Section 11. Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved by the Board of Directors in accordance with the Conflict of Interest policy adopted by the Board of Directors and state law.



ARTICLE V

ARTICLE 5 — COMMITTEES

Section 1. Committees

1. The President of the corporation by order of the President, may designate one or more committees, each consisting of three or more affiliates of the corporation, to serve at the pleasure of the Board of Directors.
2. Each such committee shall have the authority of the board to the extent provided in a resolution of the Board of Directors or order of the President, except that no committee of any kind shall have authority as to the following:
 - a) Take any final action on matters which also requires board members' approval or approval of a majority of all members;
 - b) Fill vacancies on the Board of Directors of in any committee which has the authority of the board;
 - c) Amend or repeal bylaws or adopt new bylaws;
 - d) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
 - e) Appoint any other committees of the Board of Directors or the members of these committees;
 - f) Expend corporate funds to support a nominee for director;
 - g) Approve any transaction;
 - 1) to which the corporation is a party and one or more directors have a material financial interest; or
 - 2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2. Meetings and Actions of Committees

1. Meetings and action of the committees shall be governed by and held and taken in accordance with, the provisions of Article 4 of these bylaws concerning meetings of the Board of Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee.
2. Special meetings of the committee may be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee.

3. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these bylaws.



ARTICLE VI

ARTICLE 6 — OFFICERS

Section 1. Officers

1. The officers of the corporation shall be a President, Vice President, an Executive Secretary.
 - a) The President shall be elected or appointed by a majority vote of the Board of Directors, in accordance with the provisions of Article 4 of these bylaws concerning the meetings of the Board of Directors.
 - b) The Vice President and Executive Secretary shall be chosen by, and serve at the pleasure of, the President subject to approval by majority vote the Board of Directors.
2. The President may appoint additional Vice Presidents and such other officers as he/she deems expedient for the proper conduct of the business of the corporation, each of whom shall have such authority and shall perform such duties as the President may determine.
3. Each officer shall have the authority and shall perform the duties set forth in these bylaws or by resolution of the board or by direction of an officer authorized to prescribe the duties and authority of other officers.
4. One person may hold two or more offices, but no officer may act in more than one capacity where action of two or more officers is required.
5. The Board of Directors may authorize any officer or officers, in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation and such authority may be general or confined to a specific instance.

Section 2. Terms of Office

1. Each officer shall hold office for the term for which he/she is elected or appointed, and until his successor has been elected or appointed and qualified.
 - a) The President shall serve a three year term of office, with the exception of the initial President of the corporation who may hold office at the pleasure of the Board of Directors indefinitely, not exceeding a period of ten years. The initial President shall be defined as the first holder of the office.
 - b) Unless otherwise prescribed by order of the President or resolution of the Board of Directors, all officers (with the exception of the initial President) shall be elected or appointed every three years.
 - c) Each officer's term of office appointed by the President shall begin upon the date of signing of an order of the President appointing such an officer unless otherwise prescribed in the document appointing such an officer.

d) The term of office of the President shall begin upon the adjournment of the board meeting at which elected or appointed and shall end upon the adjournment of the board meeting during which a successor is elected or appointed.

Section 3. Removal and Resignation

1. The Board of Directors may remove any officer appointed by the President at any time, with or without cause by majority vote of the directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken.

2. The Board of Directors may remove the President at any time, with due cause by two-thirds vote of the directors provided there is a quorum of not less than a majority present at the meeting of directors at which such action is taken if:

a) For cause or no cause, if before any meeting of the board members at which a vote on removal will be made the President is given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

3. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

4. The President may remove any officer with or without cause by an order of the President.

5. The removal of an officer without cause shall be without prejudice to his contract rights, if any. The election or appointment of an officer shall not of itself create contract rights.

Section 4. President

1. The President shall be the chief executive officer of the corporation and shall in general supervise and control all business and affairs of the corporation. The President is authorized to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

2. The initial President shall serve as Chairman of the Board of Directors and lead the Board of Directors in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board of Directors, and shall perform all other duties incident to the office or properly required by the Board of Directors.

3. The President shall have other powers and duties as are incidental to his/her office, or as may be determined by the Board of Directors.

4. The President may execute his power by issuing orders of the President which shall describe the order and action to have taken place.

Section 5. Vice President

- 1.** In the absence or disability of the President, the ranking Vice President or Vice President designated by the Board of Directors or the President shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President.
- 2.** The Vice President shall have such other powers and perform such other duties prescribed for them by the Board of Directors or the President.

Section 6. Executive Secretary

- 1.** The Executive Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these bylaws.
- 2.** The Executive Secretary shall cause notice to be given of all meetings of directors and committees as required by the bylaws. The Executive Secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the President.
- 3.** The Executive Secretary may request the President to appoint an officer to assist in performance of all or part of the duties of the Executive Secretary, subject to approval by the President.

Section 7. Non-Director Officers

The Board of Directors or President may designate additional officer positions of the corporation and may appoint and assign duties to other non-director officers of the corporation.



ARTICLE VII

ARTICLE 7 – DELEGATIONS

Section 1. Delegations

The corporation may establish chapters (called delegations) in other cities and territories for the purpose of conducting business and furthering of corporate activities and purposes by way of resolution of the Board of Directors.

- a) The delegation shall be composed of the corporation residing in a geographical area of such territory as may be determined by resolution of the Board of Directors.
- b) Delegations shall conduct business in observance of local laws.
- c) The President of the corporation, or any officer of the corporation designated to such a role by the President, will have supremacy and oversight over any activities or decisions of the delegations or branches established thereof.

Section 2. Officers

1. The officers of the delegations shall be a Director General, Director, Secretary and Treasurer.

a) The Director General of the delegation shall be appointed by the President of the corporation based on recommendation from a committee appointed by the Board of Directors.

b) The Director, Secretary, and Treasurer shall be appointed by the Director General, subject to approval of the President.

c) The Director General may appoint additional Directors and such other officers as he/she deems expedient for the proper conduct of the business of the delegation, each of whom shall have such authority and shall perform such duties as the Director General may determine, subject to approval of the President.

d) Each officer shall hold office for the term for which he/she is appointed for a period determined by an order of the President or Director General, as applicable. Officers appointed by the Director General may resign or be removed by the President with or without cause. The Director General of the delegation may be removed by the President with or without cause by way of an order of the President.

2. The duties of the Director General of a delegation shall be determined by order of the President. The duties of the officers appointed by the Director General of a delegation shall be prescribed by order of the Director General, subject to approval by the President. The duties of the officers of a delegation should be similar to those of the corporation.

Section 3. Director General of a Delegation

1. The Director General shall be the chief executive officer of the delegation and shall in general supervise and control all business and affairs of the delegation.

2. The Director General shall have other powers and duties as are incidental to his/her office, or as may be determined by the President.

3. The Director General may execute his/her power by issuing orders of the Director General which shall describe the order and action to have taken place.

a) Orders of the Director General shall not be in conflict with orders of the President. Any orders of the President shall have supremacy over orders of the Director General.

Section 4. Director of a Delegation

1. In the absence or disability of the Director General, the ranking Director or Director designated by the President shall perform the duties of the Director General. When so acting, the Director shall have all the powers of and be subject to all the restrictions upon the Director General.

2. The Director shall have such other powers and perform such other duties prescribed for them by the Director General or the President.

Section 5. Secretary of a Delegation

The Secretary shall keep or cause to be kept a book of minutes of all meeting and actions of the officers of the delegation, their committees or directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these bylaws. The Secretary provides support in the field of formal, administrative and organizational activities to the Director General.

Section 6. Treasurer of a Delegation

1. The Treasurer shall have the care and custody of all funds, securities and other property belonging to the delegation and shall in accordance with the designation of the Director General or President invest or deposit them in banks or trust companies, or invest them in securities.

2. The Treasurer shall keep complete and accurate records of all dismemberments, receipts, assets and liabilities of the delegation and shall prepare financial statements and reports whenever requested by the Director General or President, and by any applicable authorities, whether federal, state or municipal.

3. Any financial related decisions, except petty cash, shall require approval by the Director General or President.

4. The accounts of the delegation shall be audited at least once a year by the Board of Directors of the corporation based on a report prepared by the Treasurer and approved by the Director General.

Section 7. Branches of Delegations

- 1.** If necessary, the delegation may organize in certain localities, sections of their delegation to be called branches. These branches are dependent and subject to control by the delegation which establishes them.
- 2.** The officers of the branch shall be Director, Vice Director, Secretary and Treasurer.
 - a)** Officers of a branch shall be appointed by the Director General of the delegation which establishes it, on recommendation of the Director of the branch.
 - b)** The Director of the branch shall be appointed by the Director General of the delegation which establishes it.
 - c)** The Director may appoint additional Vice Directors and such other officers as he/she deems expedient for the proper conduct of the business of the branch, each of whom shall have such authority and shall perform such duties as the Director of the branch may determine subject to approval of the Director General.
 - d)** Each officer shall hold office for the term for which he/she is appointed for a period determined by an order of the President or Director General, as applicable. Officers appointed by the Director General may resign or be removed by the President or Director General with or without cause. The Director of the branch may be removed by the President with or without cause by way of an order of the President.
- 3.** The duties of the officers of a branch shall be as those of the officers of a delegation.

Section 8. Director of a Branch

- 1.** The Director shall be the chief executive officer of the branch and shall in general supervise and control all business and affairs of the branch.
- 2.** The Director shall have other powers and duties as are incidental to his/her office, or as may be determined by the President or Director General.
- 3.** Any actions undertaken by the director of a branch shall not be in conflict with orders of the Director General or with orders of the President. Any orders of the Director General of a delegation shall have supremacy over orders of the Director of a branch established by that delegation.

Section 9. Vice Director of a Branch

- 1.** In the absence or disability of the Director of a branch, the ranking Vice Director designated by the Director of the branch shall perform the duties of that Director. When so acting, the Vice Director shall have all the powers of and be subject to all the restrictions upon the Director of the branch.
- 2.** The Vice Director shall have such other powers and perform such other duties prescribed for them by the Director or the Director General.

Section 10. Secretary of a Branch

The restrictions and responsibilities of the Secretary of a branch shall be as those of the Secretary of a delegation with application to business conducted by the branch

Section 11. Treasurer of a Branch

The restrictions and responsibilities of the Treasurer of a branch shall be as those of the Treasurer of a delegation with application to business conducted by the branch.



ARTICLE VIII

ARTICLE 8 – SOCIETIES

Section 1. Societies

The corporation may establish societies for the purpose of conducting business and furthering of corporate activities and purposes in respect of specific career or industry interests by way of resolution of the Board of Directors.

- a) The society shall be composed of members of the corporation interested in participating in the activities of the society as may be determined by resolution of the Board of Directors.
- b) Societies shall conduct business in observance of local laws.
- c) The President of the corporation, or any officer of the corporation designated to such a role by the President, will have supremacy and oversight over any activities or decisions of the societies established thereof.
- d) Societies function under the auspices of the Board of Directors of the corporation.

Section 2. Officers

1. The officers of the society shall be an Executive Director, Secretary and Treasurer.
 - a) The Executive Director of the society shall be appointed by the President of the corporation.
 - b) The Secretary and Treasurer shall be appointed by the Executive Director subject to approval of the President.
 - c) The Executive Director may appoint additional other officers as he/she deems expedient for the proper conduct of the business of the society, each of whom shall have such authority and shall perform such duties as the Executive Director may determine, subject to approval of the President.
 - d) Each officer shall hold office for the term for which he/she is appointed for a period determined by an order of the President or Executive Director, as applicable. Officers appointed by the Executive Director may resign or be removed by the President with or without cause. The Executive Director of the society may be removed by the President with or without cause by way of an order of the President.
2. The duties of the Executive Director of a society shall be determined by order of the President. The duties of the officers appointed by the Executive Director of a society shall be prescribed by order of the Executive Director, subject to approval by the President. The duties of the officers of a society should be similar to those of the corporation.

Section 3. Executive Director of a Society

1. The Executive Director shall be the chief executive officer of the society and shall in general supervise and control all business and affairs of the society.

2. The Executive Director shall have other powers and duties as are incidental to his/her office, or as may be determined by the President.

3. The Executive Director may execute his/her power by issuing orders of the Executive Director which shall describe the order and action to have taken place.

a) Orders of the Executive Director shall not be in conflict with orders of the President. Any orders of the President shall have supremacy over orders of the Executive Director.

Section 5. Secretary of a Society

The Secretary shall keep or cause to be kept a book of minutes of all meeting and actions of the officers of the society, their committees or directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these bylaws. The Secretary provides support in the field of formal, administrative and organizational activities to the Executive Director.

Section 6. Treasurer of a Society

1. The Treasurer shall have the care and custody of all funds, securities and other property belonging to the delegation and shall in accordance with the designation of the Executive Director or President invest or deposit them in banks or trust companies, or invest them in securities.

2. The Treasurer shall keep complete and accurate records of all dismemberments, receipts, assets and liabilities of the delegation and shall prepare financial statements and reports whenever requested by the Executive Director or President, and by any applicable authorities, whether federal, state or municipal.

3. Any financial related decisions, except petty cash, shall require approval by the Executive Director or President.

4. The accounts of the delegation shall be audited at least once a year by the Board of Directors of the corporation based on a report prepared by the Treasurer and approved by the Executive Director.



ARTICLE IX

ARTICLE 9 – INDEMNIFICATION & RELATED MATTERS

Section 1. Contracts and Other Writings

Except as otherwise provided by resolution of the Board of Directors or board policy, all contracts, deeds, leases, mortgages, grants, and other agreements of the corporation shall be executed on its behalf by the President or other persons to whom the corporation has delegated authority to execute such documents in accordance with policies approved by the Board of Directors.

Section 2. Checks and Orders of Payment

All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depository as the Board of Directors or a designated committee of the board may select.

Section 4. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 5. Indemnification

1. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he/she was a party because he/she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.
2. The corporation shall indemnify a director or former director made a party to a proceeding because he/she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.
3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of:

a) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he/she is entitled to indemnification as authorized in this article, and

b) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these bylaws.

4. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with New York State Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.



ARTICLE X

ARTICLE 10 — MISCELLANEOUS

Section 1. Books and Records

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of all meetings of its Board of Directors, a record of all actions and resolutions taken by Board of Directors with or without a meeting, and a record of all actions taken by committees of the Board of Directors. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and bylaws as amended to date.

Section 2. Fiscal Year

The fiscal year of the corporation shall be from June 1 to May 31 of each year.

Section 3. Conflict of Interest

The Board of Directors shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, employee, affiliate, or member of a committee with board-delegated powers.



ARTICLE XI

ARTICLE 11 — DOCUMENT RETENTION

Section 1. Purpose

The purpose of this document retention policy is establishing standards for document integrity, retention, and destruction and to promote the proper treatment of Polskie Stowarzyszenie Młodzieży, Inc. records.

Section 2. General Guidelines

1. Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

2. From time to time, the corporation may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified in following sections of this article. While minimum retention periods are established, the retention of the documents identified in this article and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

Section 3. Exception for Litigation Relevant Documents

1. The corporation expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If the individual believes, or the corporation informs the individual, that corporate records are relevant to litigation, or potential litigation, then the individual must preserve those records until it is determined that the records are no longer needed.

2. The exception supersedes any previously or subsequently established destruction schedule for those records.

Section 4. Minimum Retention Periods for Specific Categories

1. **Corporate Records.** Corporate records include the corporation's Articles of Incorporation, bylaws and IRS Form 1023 and Application for Exemption. Corporate

records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

2. Tax Records. Tax records should be retained for at least seven years from the date of filing the applicable return. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues.

3. Employment & Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The corporation should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The corporation should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

4. Board of Directors Materials and Documents. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board of Directors and Committee materials should be kept for no less than three years by the corporation.

5. Press Releases & Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the corporation.

6. Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

7. Marketing and Sales Documents. The corporation should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

8. Development and Intellectual Property & Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the corporation and are protected as a trade secret where the corporation:

- a) derives independent economic value from the secrecy of the information; and
- b) has taken affirmative steps to keep the information confidential.

The corporation should keep all documents designated as containing trade secret information for at least the life of the trade secret.

9. Contracts. Final, execution copies of all contracts entered into by the corporation should be retained. The corporation should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

10. Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

11. Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

12. Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.

13. Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

Section 5. Electronic Mail

1. E-mail that needs to be saved should be either:

a) printed in hard copy and kept in the appropriate file; or

b) downloaded to a computer file and kept electronically or on disk as a separate file. The retention period depends upon the subject matter of the e-mail, as covered elsewhere in this article.



ARTICLE XII

ARTICLE 12 — AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS

Section 1. Amendments to Articles of Incorporation

Any amendment to the Articles of Incorporation may be adopted by approval of a majority of the Board of Directors.

Section 2. Amendments to Bylaws

These bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Board of Directors then in office at a meeting of the Board, provided, however:

- a)** That no amendment shall be made to these bylaws which would cause the corporation to cease to qualify as an exempt corporation under Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code;
- b)** That an amendment does not affect the voting rights of directors. An amendment that does affect the voting rights of directors further requires ratification by a majority vote of a quorum of directors at a board meeting.
- c)** That all amendments be consistent with the Articles of Incorporation.



ARTICLE XIII

ARTICLE 13 – DISSOLUTION

- 1.** Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.
- 2.** Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.



ARTICLE XIV

ARTICLE 14 — FINAL PROVISIONS

In any matters not covered by these bylaws, state and federal regulations shall apply.

I do hereby certify that the above stated bylaws of Polskie Stowarzyszenie Młodzieży, Inc. were approved by the Board of Directors on June 20th, 2019, last amended on January 6th, 2021 and constitute a complete copy of the bylaws of the corporation.

Julia Wojtkowski
Executive Secretary

January 6th, 2021

*Ratified June 14th, 2019 — Incorporated association and adopted bylaws
Amended August 15th, 2020 — Changed limit of directors under the age of 18 to two directors
Amended January 6th, 2021 — Added Article 9 governing societies of the association*