

**BYLAWS OF THE POLISH FOLK DANCE ASSOCIATION
OF THE AMERICAS, INC.**

Amended 7/25/98

ARTICLE I. MEMBERS

SECTION 1. Determination, Rights, Qualification and Admission of Members. The corporation shall have two classes of members: voting and non-voting. Voting members shall be an organized dance group. A non-voting member shall be an individual. The term "Member", as used hereafter, shall constitute a voting member. No Member shall hold more than one Membership in the corporation. No Member shall have any property, voting or other interest in the assets or affairs of this corporation except as expressly provided in the Bylaws.

Applicants shall be admitted to membership who pay a one-time only Association registration fee and who pay an annual membership fee as determined by the Members in accordance with these Bylaws, and whose written application has been received and approved by the Directors. Members may withdraw at any time by so informing the corporation in writing of such intent. No application monies shall be subsequently refunded to the Member.

SECTION 2. Delegate. Each Member shall select one delegate and one alternate delegate. The identity of such must be made known in writing to the Board of Directors no less than twenty-four (24) hours prior to the meeting at which the delegate will vote. All such written statements of identity shall be signed by the administration of the Member.

SECTION 3. Duties and Powers. It shall be the duties of the Members to:

- 1) Appoint and remove, at the annual meeting, all the Directors of the Corporation whose terms of office have expired, in accordance with these Bylaws.
- 2) Meet at such time and place as required by these Bylaws.
- 3) Select site of the corporation's meeting.
- 4) Determine what, if any, annual fees shall be paid by the Members to the corporation for the purposes of expanding, maintaining, or initiating any programs of the corporation in accordance with the corporation's purposes and goals as stated in its' Articles of Incorporation.
- 5) Register their names and addresses with the corporation.

ARTICLE II. MEETINGS

SECTION 1. Categories:

- 1) General: To be held every three (3) years for the Members of the corporation.
- 2) Board: At least one (1) meeting per year at a place designated by the Board of Directors.
- 3) Special: May be called by the Board of Directors or requested of the Board by the majority of the Members.

SECTION 2. Quorum. A quorum shall consist of the members in attendance of the corporation or their proxies.

SECTION 3. Notification and Agendas. The Secretary of the corporation shall notify all Members in writing as to the date, time and place of the meetings. Notification shall take place by mail or fax within thirty (30) days prior to the date of the meeting.

Such notification shall include a preliminary agenda as determined by the Board of Directors. Members shall add items to the agenda by submitting such items to the Secretary of the corporation.

SECTION 4. Voting and Proxy Voting. Every Member shall have one (1) vote, and the Member's delegate shall execute such vote. A Member may have more than one vote only if such Member is serving as a Proxy for another Member. No Member shall serve more than one Proxy. Any Member may authorize another Member to serve as his/her Proxy. No Proxy shall be valid unless notification of such Proxy is delivered in writing to the Board of Directors prior to the meeting for which the Proxy shall act. Such written declaration shall be signed by the administration of the Member. Such proxy shall be valid for the current meeting only.

SECTION 5. Conduct. Robert's Rules of Order shall govern meetings. The order of business shall be as follows:

- 1) Meeting called to order.
- 2) Determination of quorum.
- 3) Approval of the Minutes.
- 4) Consideration of correspondence and bills and action thereon.
- 5) Reports of Officers.
- 6) Reports of Committees.
- 7) Other Old Business.
- 8) Elections.
- 9) New Business.
- 10) Adjournment.

Such rules may be from time to time revised, insofar as such revised rules are not inconsistent with these Bylaws, the Articles of Incorporation or the Law.

SECTION 6. Majority Action. Every act or decision made or taken by a majority of the members present at a meeting duly held and at which a quorum is present is the act of the Members unless in violation of the Law, the Articles of Incorporation, or these Bylaws.

SECTION 7. Action by Written Consent Without a Meeting. The Members may take actions without a meeting, if a majority of all the Members shall collectively or individually consent in writing to such actions. Such written consent shall be filed with the Secretary of the corporation and that the Articles of Incorporation and the Bylaws authorize the Members to so act and such shall be prima facie evidence of such authority.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. Number. The corporation shall have five (5) Officers, and collectively they shall be known as the Board of Directors. No Officer shall hold more than one office concurrently. No Member can have two (2) people serving on the Board of Directors concurrently. The Officers of the Board of Directors shall be as follows:

President
Vice President
Secretary
Treasurer
Sergeant-at-Arms/Parliamentarian

SECTION 2. Powers. The Directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided in these Bylaws.

SECTION 3. Term of Office. The Board of Directors shall serve a three (3) year term.

SECTION 4. Vacancies.

- 1) **Resignation.** Any Officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein. Acceptance of such resignation shall not be necessary to make it effective.
- 2) **Removal.** Any Officer may be removed, either with or without cause, by a majority vote of the Members at any time. The Board of Directors may declare vacant the office of an Officer if he/she is declared of unsound mind or by any order of the court, or is convicted of a felony during his/her term of office, or by a majority vote of the Board with due cause.
- 3) **Death.** Vacancies shall be filled by a majority vote of the remaining Officers. A person elected to fill a vacancy shall hold office until the next general election.

SECTION 5. Compensation. Officers shall serve without compensation, but may receive reimbursement for actual and necessary expenses incurred in the performance of the duties of his/her office with majority approval of the Board of Directors.

SECTION 6. Non-Liability of Officers. The Officers, providing that they can demonstrate due care and prudence in the discharge of their duties and powers, shall not be personally liable for the debts, liabilities or other obligations of the corporation.

ARTICLE IV. OFFICERS

SECTION 1. Qualification and Election of Officers. A Delegate of a Member in good standing may serve as an officer of this corporation. Officers shall be elected at the corporation's general meeting and each officer shall hold office until the next general meeting or until he/she resigns or is removed from office.

SECTION 2. Subordinate Officers. The Board of Directors may appoint such other officers as it may deem desirable, and such officers shall serve such terms, have such authority and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 3. Duties of the President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and administer the affairs of the corporation. He/she shall perform all the duties incident to his/her office, and other such duties as may be required by Law, by the Articles of Incorporation, or these Bylaws, or which may be prescribed from time to time by the Board of Directors.

He/she shall preside at all meetings. Except as otherwise expressly provided by Law, by the Article of Incorporation, or by these Bylaws, he/she shall, in the name of the corporation, execute such deeds, mortgages, bonds contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 4. Duties of the Vice President.

- 1) Conduct the meetings and coordinate activities in the absence of the President.
- 2) Be responsible for membership, publicity, special programs, and act as liaison to the Festival committee.
- 3) In general, perform all the duties incident to the office of Vice President and other duties, which may be assigned to him/her from time to time by the Board of Directors.

SECTION 5. Duties of the Secretary.

- 1) Conduct the meetings and coordinate the activities in the absence of the President and the Vice President.

- 2) Keep and have available the original, or a copy, of the Articles of Incorporation, and a copy of these By-laws as amended or otherwise altered to date.
- 3) Keep a book of minutes from all the meetings of the corporation.
- 4) See that all notices are duly given in accordance with these Bylaws.
- 5) Keep a record of the names and addresses of the Members, Delegates and Board of Directors.
- 6) Keep on file the final reports of Special Programs, including Festivals, and reproduce and mail a copy thereof to each member of the corporation prior to the next Board of Directors, or General, meeting, whichever comes first.
- 7) In general, perform all the duties incident to the office of Secretary and other duties as may be required by Law, by these Bylaws, or by the Articles of Incorporation, or which may be assigned to him/her from time to time by the Board of Directors.

SECTION 6. Duties of the Treasurer.

- 1) Have charge and custody of, and be responsible for all funds and securities of the corporation, except for those funds that he/she may designate according to a resolution of the Board as to be used for the Festival Committee needs. He/she shall also deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- 2) Be responsible for filing of a final financial report no later than December 1 of the Festival year, and for a statement of the committee's performance with respect to such committee's duties and powers. Such report shall be filed with the Secretary and the Treasurer of the corporation.
- 3) Receive any monies due and payable to the corporation from any sources whatsoever.
- 4) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- 5) Keep and maintain adequate accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, prepare financial statements to be included in any required reports, and present them to the Board at its meetings, and to the Membership at its general meeting.
- 6) File any appropriate forms to any taxing authority.
- 7) Maintain the books for the Festival, and prepare a financial statement to be presented to the Board of Directors within forty-five (45) days upon completion of the Festival, but no later than October 31 of the Festival year.

SECTION 6. Duties of the Sergeant-at-Arms/Parliamentarian.

- 1) As Sergeant-at-Arms, assists in preserving order at meetings as the chair may direct.
- 2) As Parliamentarian, advises and consults the President and other Officers, committees and members on matters of parliamentary procedure in accordance with Robert's Rules of Order and the Bylaws.

ARTICLE V. COMMITTEES

SECTION 1. The Festival Committee. The members chosen by the Board of Directors to host the Festival shall organize the Festival Committee and manage the Festival. The Board of Directors shall appoint its Treasurer to oversee the financial management of the Festival. The Festival Committee shall follow established festival guidelines. No one from the Festival Committee shall serve on the Board of Directors.

SECTION 2. The Festival Audit Committee. Is a standing committee consisting of no more than three (3) former Festival Chairpersons, excluding officers of the current Board of Directors. This committee shall submit a written report of its audit to the Board of Directors by December 1st of the Festival year.

SECTION 3. Other Standing and Ad Hoc Committees. The corporation shall have such standing and Ad Hoc committees as designated by resolution of the Board of Directors. The President of the corporation shall appoint the members and the chairs of the committees, and such members and chairs need not be members of the corporation.

ARTICLE VI. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver an instrument in the name of and behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

SECTION 2. Checks and Notes. Except as otherwise specifically determined by a resolution of the Board of Directors, or as otherwise required by Law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation, shall be signed by the Treasurer or other Officer of the corporation.

SECTION 3. Net Profit or Loss. The PFDA shall be responsible for depositing all proceeds, but not be responsible for any losses as a result of mismanagement, as determined by the PFDA Board of Directors and/or membership.

ARTICLE VII. CORPORATE RECORDS AND REPORTS

SECTION 1. Minutes of the Meetings. The corporation shall keep records of its minutes of meetings as stated in Article IV, Section 8, of these Bylaws.

SECTION 2. Book of Account The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

SECTION 3. Inspection by Members. Every Members of the corporation shall have the absolute right at any reasonable time to inspect the books, records, and documents of every kind, as well as the physical properties of the corporation.

ARTICLE VIII. FISCAL YEAR

SECTION 1. Fiscal Year of the Corporation. The fiscal year of the corporation shall end on December 31st to coincide with the calendar year.

ARTICLE IX. AMENDMENTS TO THE BYLAWS

SECTION 1. Amendment to the Bylaws. The Bylaws may be amended by a vote of the majority of the members present at any general or special meeting and of the intention to change the Bylaws thereat, and a copy of the proposed change is given to every member as by these Bylaws.