

Listopad 2012.

Droży Państwo,

Rada Opiekunów i Zarząd DP przedstawia do Państwa aprobaty kilka zmian w Statucie DP. Obecna wersja Statutu DP została uchwalona w 2001 roku i uważamy, że należy wprowadzić kilka zmian, które pozwolą usprawnić działalność Domu Polskiego. Niektóre z tych zmian pozwolą większej ilości naszych członków włączyć się bardziej aktywnie w prace Zarządu i Rady Opiekunów DP. Uważamy, że jest to bardzo istotne i dlatego proponujemy zmiany, które umożliwią członkom naszej organizacji, którzy nie są z pochodzenia Polakami na kandydowanie do Zarządu Domu Polskiego. Proponujemy również zmianę kadencji Zarządu i Rady Opiekunów z jednego roku do dwóch lat. Wydaje nam się, że poprawi to działalność DP jak również pozwoli Radzie Opiekunów i Zarządowi na lepsze organizowanie pracy. Zachęcamy Państwa do zapoznania się z proponowanymi zmianami i zastanowienia się, które z tych zmian w Państwa opinii będą pomocne w usprawnieniu pracy naszej organizacji.

Niektóre z proponowanych zmian jak na przykład zmiana nazwy Sekretarza Korespondencyjnego na Wice Prezesa do Spraw Członkowskich i Korespondencji wymagają zmian w kilku miejscach statutu w związku z tym prosimy Państwa o bardzo dokładne zapoznanie się z proponowanymi zmianami. Nie chcemy żeby nasz statut zawierał błędy lub artykuły które są sprzeczne, i jeżeli zmienimy nazwę lub funkcje w jednym miejscu, musimy te same zmiany wprowadzić w innych sekcjach które odnoszą się do tej samej nazwy lub funkcji. Cześć proponowanych tutaj zmian była przedstawiona do Państwa aprobaty podczas ubiegłorocznego zebrania wyborczego. Członkowie DP obecni na tym zebraniu sugerowali że każdą z proponowanych zmian powinna być przedstawiona do głosowania osobno. Zgodnie z Państwa życzeniem przeprowadzimy głosowani w sposób który umożliwią Państwu głosowanie indywidualnie na każdą z proponowanych zmian.

W załączeniu przedstawiamy listę proponowanych zmiany jak również wyjaśnia dlaczego zdecydowaliśmy się na zmiany. Żeby pomoc Państwu lepiej zrozumieć proponowane zmiany, przygotowaliśmy kopie statutu, która pokazuje proponowane zmiany. Zapraszamy wszystkich Państwa na specjalne zebranie członków Domu Polskiego poświęcone proponowanym zmianom w statucie Domu Polskiego. Zebranie odbędzie się w piątek, 7-go grudnia o godzinie 8 mej wieczorem w siedzibie Domu Polskiego.

Jeżeli nie możecie Państwo uczestniczyć w zebraniu, prosimy wysłać swoje uwagi lub pytania na temat proponowanych zmian pocztą elektroniczną na adres Bylaws2012@polishhome.org. Jeżeli chcieliby Państwo zapoznać się z obecną wersją statutu, zapraszamy do odwiedzenia strony internetowej Domu Polskiego <http://www.polishhome.org/ByLawsEng.htm>. Zgodnie z prawem Stanu Washington, statut naszej organizacji musi być opublikowany w języku angielskim i dlatego nie publikujemy wersji polskiej.

Jeszcze raz prosimy Państwa o dokładne zapoznanie się z proponowanymi zmianami i mamy nadzieję, że będziecie Państwo głosować za zatwierdzeniem tych zmian.

Dziękujemy

Janusz Golubiec,
Prezes Stowarzyszenia Domu Polskiego

Paweł Krupa,
Przewodniczący Rady Opiekunów Stowarzyszenia Domu Polskiego.

November 2012

Dear Members of Polish Home Association,

The PHA Trustees and Officers would like to submit for your approval several changes to the current By-laws of PHA. The Current version of PHA By-laws was approved in 2001 and has served us well for over 10 years but as the times are changing we believe we should implement some changes that would help us to be more efficient. Some of the proposed changes would allow all PHA members to more actively participate in works of PHA and Polish Cultural Center as Officers and Trustees. We believe this is very important and we propose changes that will allow PHA Members who do not have Polish roots to be able to run for Officer's positions at PHA. We are also proposing to extend the terms of the office for PHA Officers and Trustees from one year to two years. We are convinced that this will allow the Officers and Trustees to provide better service for the PHA and Polish Cultural Center.

We are asking you to review the proposed changes and decide what changes will be beneficial for PHA.

Some of the proposed changes such as changing the name of Correspondence Secretary to Vice President for Membership and Correspondence will require corrections in several places, so we are asking you to be diligent in reviewing the proposed changes. We would like to have By-laws that are concise and do not contain any errors or conflicting articles. If we agree to change name from Correspondence Secretary to Vice President for Membership and Correspondence in one section, we will have to make the same changes in all other sections that are referring to the Correspondence Secretary.

Some of these changes were submitted for your approval during the election meeting last year and some of you suggested that the changes should be voted on individually rather than as a package. We will respect your suggestion and will put the proposed changes on ballot individually so they can be voted on individually.

We would like to invite you to a special meeting on Friday, December 7th at 8 PM at the Polish Home to discuss the proposed changes to the By-laws.

If you are not able to attend meeting you can also submit your questions or comments regarding the proposed changes via e-mail at the following address Bylaws2012@polishhome.org. Attached is a copy of our By-laws with the proposed changes and explanations why we are proposing the amendments. If you would like to review a current copy of the PHA By-laws please visit the PHA Website at <http://www.polishhome.org/ByLawsEng.htm>. Since PHA By-laws have to be published in English we are only posting the English version of By-laws. Once again we are asking you to review the proposed amendments and we hope you will find them acceptable and will vote for it.

Thank You.

John Golubiec
PHA President.

Pawel Krupa.
PHA Board of Trustees President.

B Y - L A W S
- of the -
POLISH HOME ASSOCIATION
- of -
SEATTLE, WASHINGTON
AMENDED (December 28, 2001)

ARTICLE 1: OBJECTIVES & PURPOSES

Sec. 1. OBJECTIVES: The objects and purposes of the Polish Home Association, and all its business and affairs whatsoever, shall be carried out and managed and conducted, all in accordance with its Agreement to Incorporate and the following by-laws of said Association.

Sec. 2. SOME FUNDAMENTAL OBJECTIVES: Some of the fundamental objectives for which this Association is formed are and shall be, viz.:

- (a) The creation, maintenance and operation of a democratic Association or institution which shall promote and uphold the mutual interests of the people of Seattle and its vicinity, who are of Polish birth or ancestry and in which at least three-fourths of its trustees shall always be of Polish birth or their descendants; each of such descendants shall be able to speak and read the Polish language.
- (b) To provide and maintain an Association for all of the Polish people and organizations of Seattle and vicinity in which there shall be unquestionable toleration and in which no one shall be discriminated against because of his sectarian, religious, political views or affiliations, and in which no one shall be preferred because of such views or affiliations.
- (c) This by-law, Sec. 2, shall never be amended or changed in any respect whatsoever.

NOTE: Section 2 is identical to Section 47 in the original PHA by-laws filed with Washington State on November 22, 1918 and cannot be changed.

Change #1. Article 1: This is a grammar correction; it does not change the meaning of this article. Our by-laws were drafted over 80 years ago and some of the grammar which was appropriate at that time has changed, therefore we would like to correct it.

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ARTICLE 2: MEMBERS RIGHTS AND RESPONSIBILITIES

Sec. 3. FUNDAMENTAL MEMBERS RIGHTS: Participate in the various activities of the Association, specifically the annual elections and use of the Association Facility. It is the members responsibility to promote and; advocate the welfare of and further the interests of the Association, and support policies intended to accomplish the greatest good for the greatest number of Association members.

Change #2: Article 2. Section 3; This is a grammar correction; it does not change the meaning of this section. Our by-laws were drafted over 80 years ago and some of the grammar which was appropriate at that time has changed, therefore we would like to correct it.

Sec. 4. CONTROL AND SUPERVISION: The Members of this Association shall have, at all times, full control and supervision of all its business, property, and affairs whatsoever, and of all its officers and trustees.

Sec. 5. MEMBERS - ELIGIBILITY- APPLICATION: Any Pole, or any person of Polish descent or ancestry, male or female, regardless of age, who shall believe in the non-partisan aims of this Association, may become a member of this Association upon payment of the membership dues, as hereinafter provided. Any other person of another nationality known to be a friend of the Polish people, and who shall have been voted acceptable for membership in this Association by said trustees, and who shall believe in the non-partisan aims of this Association, and who shall pay said membership dues, as hereinafter provided, may also become a member of this Association. Any other Polish organization, whether incorporated or un-incorporated, which believes in the non-partisan aims of this

Association, and which shall have been voted acceptable for membership in this Association by said Members, and whose corporate or official organization name shall be signed by its president, (he/she being duly authorized to do so by his/her own said organization) and shall also pay the said annual membership dues, as hereinafter provided, may become a member of this Association. Applications for membership shall be made in writing and the applications shall be regarded as a guarantee on the part of the applicant of his/her interest in and sympathy with the purposes of the Association, and of his/her adherence if elected, to its by-laws.

Change #3. Article 2, Section 5; This change is intended to remove redundancy in By-laws. The aims of PHA are to promote polish culture and goals of PHA, so there is no need to restate this again in this section. By signing a membership the members agree to fulfill this obligation. This should also prevent any possibility of accusing PHA of bias towards any other nationalities. This change does not change the current requirements for other nationals to become members of PHA. They will still need to be approved by PHA Board of Directors to become members of PHA.

~~Sec. 6. MEMBERSHIP UNITS: All original shareholders of the Polish Home Association have been awarded membership units in relation of one membership unit for each share of stock owned as of January 16th, 1999. These membership units may be voted by currently paid up members, one membership unit being equivalent to one additional vote, only in matters concerning~~
~~Sec. 6. MEMBERSHIP UNITS: All original owners of shares of the Polish Home Association prior to Oct 14 1990 have been awarded membership units in relation of one membership unit for each share of stock owned as of October 14th, 1990. These membership units may be voted by currently paid up members only in matters concerning final dissolution of Polish Home Association. by currently paid up members of those original shares. One membership unit being equivalent to one additional vote. All other members that are in good standing, the one vote one member formula will apply final dissolution.~~

Change#4. Article 2, Section 6. This change provides clarification regarding the PHA members that are in possession of the original shares of PHA. On October 14th 1990, PHA changed the status from Incorporation to Public Benefit Organization and the original PHA shares are no longer recognized as voting shares of PHA. In recognition of the contributions the owners of original shareholders had in sustaining PHA in the past, it was agreed they will have a voice in matter of final dissolution of PHA. This change provides clarification that only owners of shares that were registered at PHA on October 14th, 1990 will be allowed to vote in case of final dissolution. This change will also prevent any possibility one person purchasing additional shares of PHA to try to influence the dissolution of PHA.

Sec. 7. MEMBERS - VOTING ELIGIBILITY-PAID DUES ELIGIBILITY: Each said member shall be entitled to vote on all questions and all matters of business whatsoever at each quarterly and special meeting of said members. Each member is entitled to one vote, while a family membership entitles both husband and wife each to one vote.

- (a) All members of the Association are eligible to vote or become candidates for election who have paid annual membership dues no later than December 31st of the year prior to the Election Meeting. New members of the Association who pay annual membership dues prior to July 1st are eligible to vote in the following Election Meeting. "PAID MEMBERSHIP DUES" means that money (cash or check) has been deposited with the Association treasury. The list of eligible voting members, PAID UP MEMBERS, is closed December 31st of the year prior to the Election Meeting. Payment of Association membership dues will not be accepted between January 1st and the Election Meeting.
- (b) All members of the Association delinquent in their paid annual dues will be required to pay the back dues or pay a new membership fee in order to vote.

Sec. 8. MEMBERS - PROXIES: Each member may vote by proxy provided the member shall have left his/her signature with the Election Committee, and the written proxy signed by the member shall have been tendered to the Election Committee before such proxy tenders his vote, and accepted as hereinafter provided. Each organization may also vote by proxy issued to one person, provided the proxy is in writing, signed by the president and secretary of said organization, or two other similar officers. All proxies shall first be submitted to the Election Committee, appointed by the president, for examination and shall be accepted by said committee before the proxy may vote thereon.

- (a) An eligible to vote Association member has the right to affirm another eligible Association member to vote by proxy in his/her name.
- (b) All eligible voting members whose signatures are on file with the Election Committee will receive proxy forms from the Association Election Committee by January 15th in the year of the Election Meeting. All eligible voting members unable to physically participate in the Election Meeting for any reason will have the right to vote by proxy.

Sec. 9. MEMBERS - ADDRESSES: Every said Member, if an individual or an organization, shall leave their last known residence or business post office address [or electronic addresses \(eg. e-mail, Twitter, Facebook\)](#) with the

~~correspondence secretary~~ Vice President of Membership and Correspondence of this Association, and shall promptly report any change in such address~~es~~ to said officer. Any said member, failing to do so, shall have no right to complain of any business transacted or any action taken at any meeting of said members for which notices have been mailed.

Change #5, Article 2, Section 9. This change will allow to maintain electronic addresses and to contact PHA members via electronic mail media. We are also proposing to change the name of Correspondence Secretary to Vice President of Membership and Correspondence to reflect changing duties of this position. We need to pay more attention on attracting new members and the change in name and assignments for this position will allow to be more proactive in managing the PHA membership.

Sec. 10. MEMBERS - DUTY: All members are encouraged to attend meetings of this Association. It shall be the duty of every Officer and Trustee of this Association to attend every quarterly and special meeting of this Association.-

- (a) All members are responsible to be current in their annual dues to maintain membership privileges. Any member delinquent in their paid annual dues may become current by paying back dues or become a new member as defined in Section (7a).
- (b) A member of the Association may not simultaneously be a member of any organization whose activities are prejudicial to the aims of this Association as determined by the Trustees.

Sec. 11. SUSPENSION AND EXPULSION: The Board of Trustees may suspend or expel a member for cause upon two-thirds (2/3) majority vote after holding a hearing. Member shall receive thirty (30) days notice of the hearing, with factual basis of the charges. The Trustees will vote within forty-eight (48) hours of the hearing and shall immediately notify the member of the vote. The member will have the right to appeal to the full membership at the next regular meeting of the members. Good cause for expulsion or suspension would be conduct unbecoming a member, conduct prejudicial to the aims or ~~reputereputation~~ reputation of this Association, conduct which the Trustees determine is damaging to this Association and/or its members. When or if the member appeals to the full membership, the appeal shall be in writing, filed with the Association's Secretary. The membership may by majority vote (50% +1) reinstate the member with specific conditions or with no conditions, or confirm suspension or expulsion.

Change #6: Article 2. Section 11; This is a grammar correction; it does not change the meaning of this section. Our by-laws were drafted over 80 years ago

and some of the grammar which was appropriate at that time has changed, therefore we would like to correct it.

ARTICLE 3: ASSOCIATION OFFICERS

Sec. 12. OFFICERS: The officers of this Association shall be a President, a Senior Vice President, and Vice Presidents, a Treasurer, ~~and a~~ Recording Secretary, ~~and a Correspondence Secretary~~. The Vice Presidents shall perform functions of the organization, which shall be determined by the Board of Trustees. To increase the number of elected officers of this Association, a motion must be presented by the President of the Trustees and voted on during the Annual Election.

Change #7, Article 3, Section 12. This change is related to change #5 which proposes to change the name of Correspondence Secretary to Vice President of Membership and Correspondence. If proposed change #5 is approved we need to make this correction to maintain the coherence of the By-laws. This change does not change number of PHA Officers.

Sec. 13. TERMS OF OFFICE - ELECTIONS - WHEN - BALLOT: The term of office of all said officers shall be for a period of ~~one~~ two calendar years. The terms of all said officers shall always continue until their respective successors are duly provided or duly elected. All officers of this Association shall be elected as provided for at the quarterly meeting of the members held in January of the odd year for the term of the ensuing two calendar years thereafter. Vacancies may also be filled by election by said members at any said quarterly meeting for the un-expired portion of the term. All elections shall be by ballot.

Change #8, Article 3, Section 13. This proposal changes the terms of office for PHA Officers and Trustees from one year to two years. The terms of Officers and Trustees will be overlapping so Officers will be elected in odd years and Trustees in even years. We believe that this will improve functionality of PHA. It will allow Officers to set goals and implement them over two years. With one year term some of the good suggestions or initiatives that require more work cannot be implemented during one year term. The election meetings will still be conducted every year and Officers will have to report to the membership during the annual membership meetings. .

The following statement against this proposed change was prepared by and represents the opinion of Mrs. Barbara McNaire. This change may be a

problem, it may be better to leave the Trustees and Officers terms to one year. We have problems with finding members who are willing to volunteer for one year let alone two. Most individuals are more willing to volunteer for one year and later after experiencing the first year, it is easier to volunteer for additional years. There are times when members can only volunteer for one year, we shouldn't discourage them from volunteering. Trustees and Officers work together. Elections yearly allows Trustees and Officers to build a group that can work well together, whereas the change many cause difficulties. Long term and short term goals need to be implemented regardless of the length of terms of the Trustees and Officers.

Sec. 14. OFFICERS -REGULAR MEETINGS:

a. REGULAR MEETINGS: The officers of this Association shall meet regularly at the time and date as determined by the President, in the main assembly room of this Association. Such meetings are open to members of this Association. Members' testimony will be allowed during a specified portion of the meeting agenda. The Association President has the authority to call the officers meeting into executive ~~session-session~~. The Trustee President or his/her designated representative shall attend such meetings and shall have one vote (1) representing the Trustees. The's

b. DISPUTE RESOLUTION MEETINGS FOR OFFICERS AND TRUSTEES: In case of disagreement with the officers on administrative matters which have been approved or mandated by the Board of Trustees, the Trustees President, the Association President or any three (3) trustees shall convoke a joint meeting of the Trustees and Officers to resolve the differences. The subject will be discussed and voted on during such joint meeting. The voting shall be one vote for each participant, provided there is a quorum for both the Trustees and Officers and a simple majority (50% plus 1 vote) will prevail. The Members of this Association can revise the decision following procedures established in Article 6. Sec. 41. Of this Bylaws.

*Change #9, Article 3, Section 14. This proposal provides a way to resolve any possible disagreements between the PHA Board of Directors and Officers. While PHA Bay-laws state that the Trustees shall oversee the affairs of the PHA (see Article 4 Section 25) there is no formal way to resolve any possible differences between Officers and Trustees. This proposal does not change the duties of the Officers and Trustees as stated in By-laws, but it provides a way to discuss and resolve disagreements. While we did not have many differences in the past that would require using this process it is necessary to have it in place in case we have a disagreement. **This does not change governing principles of PHA,***

but it provides democratic way to solve possible problems. This also does not change the fact that a special membership meeting could be called if this procedure does not provide final solution to the conflict. It also codifies our long standing tradition that the Trustee President participates in Officers meeting an have one vote representing the Trustees during the Officer's meeting..

The following statement against this proposed change was prepared by and represents the opinion of Mrs. Barbara McNaire. In the past, when there was a disagreement, the Trustees or the President of the Trustee or the President of the Officers called for a special meeting. This meeting required all the trustees and Officers to attend and was schedule in a way that all could attend. It is important that everyone was present, problems can't be solve it the key people are not present. Each person was given an opportunity to speak, then a discussion ensued, with a vote at the end. If all members are not present, then those not present, continue to voice their disagreement and the dispute will not be resolved. The section calls for at least a quorum for Trustees and Officers. This could mean that important decisions could be made by as little as 4 votes or even less. If we are having a dispute, the vote is very important, and as many votes as possible should be sought. A dispute should not be determined by a low vote, only yes and no votes are used to determine the outcome. Abstentions are not counted in determining the outcome. There are members who believe ALL votes are significant, yes, no and abstentions. If we cannot resolve a problem with at least 50% plus 1 of the votes present, then the disagreement requires more research and discussion. This process represents a type of Balance of Power between the Trustees and Officers. The Trustees are always weighted in the fact that there are 15 trustees and only 8 officers. The only way the Officers can balance the power is by convincing some Trustees that their position has merit. Using the phrase simple majority of those present includes everyone's vote.

Sec. 15. OFFICERS - VACANCIES: The office of any officer may be declared vacant at any regular monthly meeting after the un-excused absence of said officer from three (3) successive previous monthly meetings. Vacancies shall be filled by election by the trustees at any regular monthly meeting until the next quarterly meeting of said members. All such elections shall be by ballot.

Sec. 16. PRESIDENT - DUTIES: The president shall attend trustees meetings. The president shall preside at all meetings of the members and officers, and shall have general charge and supervision of all the affairs and property of this

Association, subject, however, to the general supervision of the trustees and members, and shall perform his/her duties as required by these by-laws and such other duties from time to time as he/she shall be required by said trustees and members.

Sec. 17. SENIOR VICE PRESIDENT - DUTIES: The senior vice president, during the illness, absence, or other disability of the president, or during any vacancy in the office of the president, shall perform such and all duties and exercise all the powers and authorities of the president.

Sec. 18. VICE PRESIDENTS - DUTIES: The vice presidents shall perform each and all of the duties assigned to them by the president. During any vacancy in the office of senior vice president, the office shall be elected from among the vice presidents to serve as senior vice president and shall perform each and all the duties and exercise all the powers and authorities of the senior vice president, as well as any other duties assigned by the president.

Sec. 19. PRESIDENT ~~AND~~ SENIOR VICE PRESIDENT ~~& VICE PRESIDENTS~~ - ELIGIBILITY: No person shall be eligible to the office of president, ~~or~~ senior vice president, ~~or vice presidents~~ unless he/she shall be a member of this Association and either of Polish birth or ancestry, and also either a citizen or legal resident of the United States of America.

Change #10, Article 3, Section 19. This change will allow many members of PHA which are not of polish origins to fully participate in functions of PHA. It will allow them to become officers and contribute to the well-being of PHA. We already have many examples when PHA members who are not of polish origins that are serving as Officers. This change will allow them to participate in PHA activities without violating PHA By-laws and make them feel as they can fully participate in our community and have the same rights as members who are of polish origins.. -

Sec. 20. TREASURER - DUTIES: The treasurer shall collect all moneys due or belonging to this Association, and keep an account of the same; keep a record of all bills paid, moneys received, and the source from which they came, and of all official transactions; and treasurer shall perform all such other duties as may be required by these by-laws and from time to time by the trustees. Treasurer shall deposit all moneys received immediately in the name of this Association in some Bank designated by the trustees; treasurer shall pay out all moneys by checks drawn upon said Bank in the name of this Association signed by himself/herself

as treasurer to the dollar limit determined by the Trustees Audit Committee. Treasurer shall keep all books pertaining to his/her office Treasurer shall turn all moneys belonging to this Association and all records and papers and documents whatsoever over to his/her successor on the termination of his/her office; and shall perform all such other duties required by these by-laws from time to time by the trustees and members. Treasurer shall submit a written report of all moneys received and paid out for each quarter of each calendar year at the next annual quarterly meeting of the members. In the event the President and Senior Vice - president shall be absent from an officers or members meeting, the treasurer shall preside.

Sec. 21. VICE PRESIDENT – FINANCIAL PLANNING: The vice president of financial planning shall present an operating and capital budget to the officers of this Association, and upon its discussion, modification and approval by said officers shall be vigilant of its execution. Vice president of financial planning shall oversee the physical assets of the Association, be responsible for the capital expenditures of the Association, and the corresponding insurance policies. Vice president of financial planning shall keep all books pertaining to his/her office and all notes, mortgages, insurance policies, bonds and other valuable papers of this Association.

Sec. 22. RECORDING SECRETARY - DUTIES: The recording secretary shall record the minutes of all meetings of the members and officers, and shall have the custody of the same; and shall perform all such other duties as required by these by-laws and from time to time required by the president.

Sec. 23. CORRESPONDENCE SECRETARY— VICE PRESIDENT OF MEMBERSHIP AND CORRESPONDENCE - DUTIES: The vice president of membership and correspondence shall oversee the Association membership issues and shall ~~correspondence secretary shall mail notices provide written notices~~ for any regular and special meetings ~~(as described in Sec.32 and Sec.40) of the members and trustees~~, or any other mailing or notifications deemed necessary by the officers, ~~Trustees or members~~, and shall receive all correspondence of this Association, and shall keep an up to date record of the post office, business or residence or electronic addresses of each individual member and of the president and secretary or two other similar officers of each other Polish society or organization which may be a member in this Association; and shall perform all such other duties as may be required by the president.

Change #11, Article 3, Section 23. This change will allow to maintain electronic addresses and to contact PHA members via electronic mail media. We are also proposing to change the name of Correspondence Secretary to Vice President of Membership and Correspondence to reflect changing duties of this position. We need to pay more attention on attracting new members and the change in name and assignments for this position will allow to be more proactive in managing the PHA membership. This change is also related to Change #5 and Change #7. To maintain the consistency of the By-laws this change should be approved along with changes #5 and #7, as they are related to the same subject.

Sec. 24. OFFICERS - EXPULSION: Trustees may suspend or expel an officer for cause upon two-thirds (2/3) majority vote after holding a hearing. Officer shall receive thirty (30) ~~days-noticedays'~~ notice of the hearing, with factual basis of the charges. The Trustees will vote within forty-eight (48) hours of the hearing and shall immediately notify the officer of the vote. The officer will have the right to appeal to the full membership at the next regular meeting of the members. Good cause for expulsion or suspension would be conduct unbecoming an officer, conduct prejudicial to the aims or repute of this Association, conduct which the Trustees determine is damaging to this Association and/or its members. When or if the officer appeals to the full membership, the appeal shall be in writing, filed with the Association's Secretary. Members may by vote (40% + 1) reinstate the officer with specific conditions or with no conditions, or confirm suspension or expulsion.

ARTICLE 4: ASSOCIATION BOARD OF TRUSTEES

Sec. 25. TRUSTEES: The Board of Trustees shall oversee the affairs of the Association. Trustees of this Association shall be a Board of fifteen (15) Trustees. Trustees will elect from among its trustees by vote (50% +1) the Trustee President and a three member Trustee Audit Committee. Trustees shall report the results of the election to the officers of the Association. Delegates from other Polish organizations may delegate one person as a non-voting member of the Board of Trustees of this Association.

Sec. 26. TERMS OF OFFICE - ELECTIONS - WHEN - BALLOT: The term of office of all said trustees shall be for a period of ~~one~~ two calendar years. The terms of all said trustees shall always continue until their respective successors are duly provided or duly elected. All officers and trustees of this Association

shall be elected as provided for at the quarterly meeting of the members held in January for the term of the ensuing two calendar years thereafter. The trustee and officers elections shall be staggered by one year. Officers will be elected in the odd years and Trustees in the even years. Vacancies may also be filled by election by said members at any said quarterly meeting for the un-expired portion of the term. All elections shall be by ballot.

Change #12, Article 4, Section 26. This is related to the Change #8, Article 3, Section 13. This proposal changes the terms of office for PHA Officers and Trustees from one year to two years. The terms of Officers and Trustees will be overlapping so Officers will be elected in odd years and Trustees in even years. We believe that this will improve functionality of PHA. It will allow Trustees to set goals and implement them over two years. With one year term some of the good suggestions or initiatives that require more work cannot be implemented during one year term. The election meetings will still be conducted every year and the Trustees will have to report their activities to the membership during the annual membership meetings. .

The following statement against this proposed change was prepared by and represents the opinion of Mrs. Barbara McNaire. This change many be a problem, it may be better to leave the Trustees and Officers terms to one year. We have problems with finding members who are willing to volunteer for one year let alone two. Most individuals are more willing to volunteer for one year and later after experiencing the first year, it is easier to volunteer for additional years. There are times when members can only volunteer for one year, we shouldn't discourage them from volunteering. Trustees and Officers work together. Elections yearly allows Trustees and Officers to build a group that can work well together, whereas the change many cause difficulties. Long term and short term goals need to be implemented regardless of the length of terms of the Trustees and Officers.

Sec. 27. TRUSTEES - ELIGIBILITY - DELEGATES FROM OTHER POLISH ORGANIZATIONS: Three-fourths ($\frac{3}{4}$) of the trustees of this Association shall always be of Polish birth or of their descendants and able to read and write the Polish language; a majority of said trustees shall always be a citizens or legal resident of the United States of America; at least one of said trustees shall reside in the City of Seattle, in said King County, State of Washington; each trustee shall be of legal voting age. All said trustees shall always be a member of this Association as defined in Section Five (5) of these by-laws, except as hereinafter provided. Any other Polish organization, which is a member, may select a delegate to the Board of Trustees for the ensuing term.

Sec. 28. TRUSTEES - VACANCIES - TEMPORARILY FILLED - BALLOT: The office of any trustee may be declared vacant at any regular monthly meeting after the un-excused absence of said trustee from three (3) successive previous monthly meetings. Vacancies shall be filled by election by the trustees at any regular monthly meeting until the next quarterly meeting of said members. All such elections shall be by ballot. The office of any trustee serving as delegate-trustee may be declared vacant at any regular monthly meeting after the un-excused absence of said delegate-trustee from three (3) successive previous monthly meetings or the organization which any such delegate represents ceases to become a member, or upon such organization revoking in writing the authority of its delegate to serve as such trustee. Any organization losing its delegate-trustee to this Association in any of the cases as provided by this by-law shall have the right to fill such vacancy for the un-expired portion of the then current term.

Sec. 29. TRUSTEES - EXPULSION: Trustees may suspend or expel another trustee for cause upon two-thirds (2/3) majority vote after holding a hearing. Affected trustee shall receive thirty (30) days notice of the hearing, with factual basis of the charges. Trustees will vote within forty-eight (48) hours of the hearing and shall immediately notify the affected Trustee of the vote. The affected Trustee will have the right to appeal to the full membership at the next regular meeting of the members. Good cause for expulsion or suspension would be conduct unbecoming an officer, conduct prejudicial to the aims or repute of this Association, conduct which the Trustees determine is damaging to this Association and/or its members. When or if the officer appeals to the full membership, the appeal shall be in writing, filed with the Association's Secretary. Members may by vote (40% +1) reinstate the affected Trustee with specific conditions or with no conditions, or confirm suspension or expulsion.

Sec. 30. DISPUTE RESOLUTION PROCESS: The Board of Trustees will appoint a committee of up to five

(5) voting eligible members who shall independently investigate facts related to allegations made against a member of the Association. The committee will report to the Trustees, and should any party object to its findings, the matter would then go to binding arbitration and no attorneys shall be allowed. Up to three (3) arbitrators shall be selected as follows: one (1) by the Trustees and one by each party to the dispute. In the event there are ~~no~~ more than two (2) parties, the arbitration shall proceed by issue, or the investigation shall determine the alignment of parties. The decision of the arbitrators shall be by majority vote and shall be binding on all parties. The Board of Trustees shall adopt rules and procedures for the arbitration.

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Sec. 31. TRUSTEES - REGULAR MEETINGS: Monthly meetings of the said board of trustees shall be held prior to the regular monthly meetings held by the officers of the Association. The Association President shall attend such meetings and shall have one (1) vote representing the Officers. Trustees shall have one (1) vote representing the Trustees at the regular meetings held by the officers of the Association.

Change #14, Article 4, Section 31. This change will codify our long standing tradition that PHA President participates in the Trustees meeting and have one vote representing the Officers during the Trustees meeting.

Sec. 32. TRUSTEES - SPECIAL MEETINGS: Special meetings of said board of trustees may be held at any time when ordered and called in writing by either the Association ~~p~~President, Trustee President or by any three (3) of said trustees, such order to state the object or objects of said special meeting, and mailed at least ten (10) days before the date of holding such special meeting to the last-known post office residence-, or send electronically to the last known electronic address of each said trustee. Such special meeting shall be held at the main assembly room of said Association, and such notice shall state the date and hour and place of said special meeting, and the object or objects of such special meeting. Only the business mentioned in said notice shall be transacted at said special meeting.

Sec. 33. TRUSTEES - NO ADJOURNMENTS: No adjournments of any said regular or special meetings of said trustees shall be made, and if other meetings shall be necessary, then a special meeting shall be duly called.

Sec. 34. TRUSTEES - QUORUM: At all regular and special meetings of said trustees a quorum shall consist of at least (50% +1) of said trustees elected by popular vote, and a majority vote or decision of said quorum shall be valid and binding, except as otherwise provided.

Sec. 35. TRUSTEES - POWERS - DUTIES: The trustees of this Association shall have, at all times, full control and supervision and authority over all the business, property, and affairs whatsoever of this Association, and all the officers and member trustees and delegate trustees of this Association, subject,

however, to the by-laws of this Association, and to the supreme and final control, supervision and authority of said members of this Association at all times.

Sec. 36. TRUSTEES - POWER TO SELL OR PURCHASE: The Board of Trustees shall have power to sell or dispose of the whole or any part of real property which the said Association may from time to time own, and to acquire other property, but shall not sell or dispose of or purchase real estate unless authorized so to do by the vote of at least two-thirds (2/3) of all members of this Association at a special quarterly meeting of said members duly called for that purpose, written notice of which shall have been given to all said members at least thirty (30) business days previous thereto, and which meeting shall in all other respects be called as herein provided for special meetings of said members, and on all matters provided for in this by-law each and every member of this Association shall be entitled to one vote. The Trustees will authorize the Association President or its designee to execute the said contract.

*Change #15, Article 4, Section 36. This change will provide legal way for Trustees to execute their power to purchase or sell PHA property. It will provide the Trustees a legal way to authorize PHA President to sign a contract(s) as approved by the PHA Trustees. This does not change the principle that only PHA Membership can make a decision to sell or purchase the **real estate** property as stated in this section.*

Sec. 37. BOOKS – RECORDS - INSPECTION: All the books, records, accounts, checks, bills, correspondence, documents, and papers whatsoever of this Association in the hands of any officer or trustee or committee or any individual whomsoever handling any funds belonging to this Association shall be submitted to the trustee audit committee at least semi-annually composed of three (3) or more said trustees for examination and inspection, and likewise to any one or more trustees at any time or times when requested by one or more said trustees. Such an audit committee shall be elected from among the board of trustees.

Inspection of the Association records shall be done in accordance with regulations in the Revised Code of Washington (RCW 24.03.135) or as amended. Any person requesting to inspect the Association records shall sign a statement, under penalty of perjury, that the records are being viewed solely for the purpose of Association membership interest, and that the membership list shall not be provided to or used by an individual or organization except for the promotion of the Association.

ARTICLE 5: INDEMNIFICATION

Sec. 38. OFFICERS / TRUSTEES: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the right of the Association or otherwise) by reason of the fact that said person is or was a officer and/or trustee of the Association or is or was serving at the request of the Association as an officer or trustee against expenses (including attorney fees), judgments, fines, amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding; provided, however, that such indemnification shall not apply with respect to any matter as to which such officer or trustee shall be finally adjudged in such action, suit, or proceeding, to have been individually guilty or willful misfeasance or malfeasance in the performance of his/her duty as such officer or trustee; the indemnification provided for herein shall be in addition to, and not exclusive of, any and all other rights to which any such officer or trustee may be entitled under any by-laws, agreement, vote officers and/or trustees or otherwise.

ARTICLE 6: MEETINGS

Sec. 39. MEMBERS QUARTERLY MEETINGS: Quarterly meetings of said members shall be held, in January, April, June and October of each year.

Sec. 40. MEMBERS SPECIAL MEETING: Special meetings of said members may be held at any time when ordered and called in writing by either the Association President or Trustee President, or by written petition signed by one third (1/3) of the members. When so ordered, a written notice of such special meeting shall be mailed to each said member at least ten (10) business days before the date of holding such special meeting. Such notice shall state the object or objects or purpose or purposes of such special Meeting, in substance as mentioned in said written order, and the date of such special meeting, which shall be named in said written order, and the hour, and the place. No other business shall be transacted at any said special meeting except that mentioned in said notice therefore.

Change #16, Article 6, Section 40. This change will provide legal way for Members to call for special meetings. As currently written only Trustees President or PHA President can call for special meetings, so this will allow members to have the same power.

Sec. 41. NO ADJOURNMENTS: No quarterly or special meeting of said members shall be adjourned. If the business before any said meeting cannot be finished at that meeting, then a special meeting shall be duly called.

Sec. 42. QUORUM: A majority of said currently paid up members or their proxy or proxies, present at any said quarterly or special meeting of said members shall be necessary to constitute a quorum, and a majority vote or decision of all the votes which are entitled to vote, shall be valid and binding, except as otherwise provided; provided, that such quorum shall consist of member organizations and individuals who are of legal voting age.

(a) Quorum requirement for - Quarterly or Special Membership Meeting Requirements:

- Requirement to vote on previously noticed business: ~~((20% + 1 of members))~~.
- Requirement to vote on business brought up at the meeting without previous notice: ~~((40% + 1 of members))~~.

(b) Quorum requirement for - Annual Election Meeting Requirements:

- Required to vote on election of Officers and Trustees: (33% + 1 of members).
- ~~Required vote for Officers and Trustees:~~ Candidates for President must receive 50%+1 votes cast at the meeting to be elected win,
- Candidates for other offices and trustees receiving the most votes win the elections.
- Required To vote for amendments to Association by-laws: (50% + 1 of members).

Change #16: Article 6. Section 42; This is a grammar correction; it does not change the meaning of this section. -

In the event the members or their proxy or proxies at the Annual Election Meeting does not constitute a quorum, a Second Election Meeting shall be held fourteen (14) days later. No further notice to the membership shall be required. At the Second Election Meeting, only members present at the meeting will be entitled to

vote and a majority vote or decision of all the votes which are entitled to vote shall be valid and binding, except as otherwise provided.

Sec. 43. ELECTION PROCEDURES: Elections and Election Meetings shall be held in accordance with the Election Procedures as approved by a majority of the Association Officers and Board of Trustees.

Sec. 44. REPORTS: At each quarterly meeting of said members, reports by all the various officers shall be made regarding the condition and progress of this Association during the preceding three months.

Sec. 45. ORDER OF BUSINESS: At all quarterly meetings of said members and at all regular monthly meetings of said officers, the following shall be included:

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- Reading of the Minutes of all previous meetings and approving and correcting same unless previously read and approved.
- Reports of all standing and special committees.
- Action on each such report as made.
- Election of officers, if any vacancies exist.
- Reports of various officers.
- Action thereon.
- Unfinished business from previous meeting or meetings.
- New business.
- Adjournment.

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Sec. 46. MEETINGS: All members, officers and trustees meetings shall be held in accordance with these by-laws, internal Association procedures and Robert's Rules of Order.

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ARTICLE 7: FINANCE

Sec. 47. MEMBERSHIP DUES: All Association members shall be required to pay annual membership dues as determined annually by the elected officers and trustees. Only paid up members shall be eligible to vote during any regular or special meetings of the members of the said Association.

Sec. 48. LIFETIME DUES: In lieu of paying annual dues a member may choose to make a single payment in the amount established by the trustees, which shall entitle that member to a lifetime membership. Such moneys shall be paid into the reserve fund as described in Section (512).

Sec. 49. FAMILY MEMBERSHIP- ANNUAL DUES: Family annual dues shall be set at the rate of approximately 150% of individual member rates.

Sec. 50. CHECKS: All checks drawn in the name of said "Polish Home Association" upon any Bank in which any of its funds may be on deposit shall be signed in the name of said Association by the president or the treasurer. The treasurer shall have power to endorse the name of the Association by said treasurer on all checks and drafts and other negotiable or non-negotiable instruments for the payment of money, which may belong to this Association.

Sec. 51. RESERVE FUND: A reserve shall be maintained at all times to which funds shall be contributed from time to time out of the net income of this Association. Such fund shall be kept separate and apart from the other funds of this Association, and shall not be loaned out, and shall always be kept on deposit in some savings or mutual bank in the name of said Association. Said fund shall not be used to cover the operating expenses Association but shall be used to effect major improvements to Association facilities as directed by the Board of Trustees.

Sec. 52. COMMITTEE - DISCHARGE: No special or standing committee or any individual or individuals handling funds of this Association shall ever be discharged until their accounts have been audited by the Audit Committee.

Sec. 53. SALARIES: No salary or compensation shall be paid to any officer of this Association for his/her duties as an officer or trustee.

Sec. 54. DIVIDENDS: The funds and income of this Association shall be kept and used for the exclusive uses and purposes of this Association. No dividends or profits shall ever be declared or paid to any said members of this Association.

ARTICLE 8: CORPORATE SEAL AND EMBLEM

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Sec. 55. CORPORATE SEAL AND EMBLEM: The corporate seal of this Association shall contain the following words:

Polish Home Association. Incorporated 1918. Seattle, Washington USA

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And the following is the Association's emblem:

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ARTICLE 8:

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Sec. 55. CORPORATE SEAL AND LOGO:

The corporate seal of this Association shall contain the following words:

~~Polish Home Association~~ — Incorporated 1918 — ~~Seattle, Washington~~

And ~~t~~The following is ~~the LOGO of this an impression of such corporate seal~~Association:



Change #17: Article 8. Section 55; This change establishes the seal as the emblem of PHA. We have been using this symbol as PHA emblem for number of years, but it was not officially included in our By-laws. By including it in the By-laws we will have a it as legal emblem of PHA. It also restates the fact that PHA is no longer a Corporation.

~~SEAL~~

~~ASSOCIATION~~

Sec. 56. FINAL DISSOLUTION: Whenever a written petition for dissolution of this Association upon the ground that its object ives can no longer be successfully carried out shall be signed by one-third (1/3) of the various members and presented to a regular meeting of said trustees, they shall take the time until their

regular monthly meeting to check over the signers, and if such petition is found to contain the required signers, then the trustees shall order said petition to be voted at the earliest quarterly meeting of said members thereafter, after a notice shall have been mailed to each member at least three (3) months before such quarterly meeting, and such notice shall in all other respects be given as required for special meetings of said members. At such meeting the vote shall be first taken on the question, "Can this Association carry out its objects successfully?" and next upon the question, "Shall this Association be dissolved?" If the first said question shall be voted " **No** " and if the said second question shall be voted " **Yes** " upon a roll-call vote duly recorded, and each vote shall be at least a three-fourths ($\frac{3}{4}$) vote of all members, then such dissolution shall be carried, provided that such vote shall be voted by said members who are organizations and persons of legal age, and also represent at least three-fourths ($\frac{3}{4}$) of all said members of this Association. In any such dissolution, the debts shall be promptly paid in full, and the property of this Association shall then be disposed of and the proceeds distributed to a fund, foundation or other entity which is organized and operated by Poles or Polish Americans for charitable, scientific, literary or educational purposes, each selected by said members, and all sales or other dispositions of the property of this Association, and all other steps thereafter taken in carrying out such dissolution and such sales and division of property shall each and all be done under and by virtue of at least the same vote as is required for voting dissolution of this Association.

Sec. 57. AMEND BY-BYLAWS: Section (2) of these By-laws shall never be amended or changed in any respect whatsoever.

Amendments to any other of these By-laws by changing, altering or annulling the same or any thereof, or by adopting any new by-law or by-laws may be made at any quarterly or special meeting or by mail of said members by a vote of at least ~~two-thirds (2/3)~~ one half (50% plus one) of **all voting** Members of this Association, provided, such notice for such meeting shall have been given as is required for calling and holding special meetings of said Members; and, provided, further, that said ~~two-thirds (2/3)~~ one half (50% +1) or more of said Members shall be voted by dues paid Members.

Change #17: Article 8. Section 57; This change will clear discrepancy between section 42 which requires quorum of 50% of members to approve changes to by-laws versus a quorum of 2/3 members as required by this section. We think that 50% quorum is a very high threshold to approve proposed changes and we support this proposal. If this change is not approved we will have to change section 42 to include 2/3 quorum.

These By-laws should be reviewed at least every five (5) years and updated as necessary.

END