



Helena Modjeska Art and Culture Club in Los Angeles Amended and Restated Bylaws

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July 10, 2016: During the General Meeting Sections 9.5.2.2 and 12.8.7 were approved and as a result added to the by-laws.

Helena Modjeska Art and Culture Club in Los Angeles

Amended and Restated Bylaws

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Section 1

1. Article 1 – Name of the Organization

- 1.1. The name of this organization shall be Helena Modjeska Art and Culture Club.
- 1.2. The organization is a nonprofit public benefit corporation incorporated in California and based in Los Angeles, herein after known as the “Club.”

2. Article 2 - Purpose

- 2.1. The Club is a non-profit, social, and non-political organization with the following purposes:
 - 2.1.1. To promote amongst its members knowledge of Polish heritage and culture
 - 2.1.2. To organize public performances, concerts, lectures, and exhibits to acquaint the general public with the culture and art of Poland
 - 2.1.3. To use the entire Club’s present and future means to spread the Club’s sphere of influence and further the foregoing purposes or incidental thereto.

3. Article 3 - Area of Influence

- 3.1. The territory of the Club is the Southern California area with its base in Los Angeles.
- 3.2. The Club’s formal mailing address changes to the residency of the current Club president.

Section 2

4. Article 4 - Membership

- 4.1. The Club is composed of Regular, Honorary, and Distinguished Members.
- 4.2. The Board of Directors, herein after known as the "Board," reviews membership applications and, by majority vote, grants or withholds regular membership status.
- 4.3. Regular Members are required to pay membership dues and by doing so have full voting rights.
- 4.4. The Board also accepts nominations/petitions for an Honorary and Distinguished membership status.
 - 4.4.1. The Club President then presents those nominations/petitions to the Club Membership for an anonymous vote during the General Meeting.
 - 4.4.2. Membership grants the Honorary Status by majority vote and Distinguished Status by two-thirds vote.
 - 4.4.3. Honorary Members have no voting rights and are exempt from paying dues, but otherwise have all the rights and privileges of the Regular Members.
 - 4.4.4. Distinguished Members have all the rights and privileges of the Regular Members.
 - 4.4.4.1. Members in this category are distinguished for their extraordinary contribution to the well-being and advancement of the Club.
 - 4.4.4.2. Members who attained Distinguished Membership Status prior to the General Meeting of June 2012 are exempted from paying yearly dues and therefore are "grandfathered in."
 - 4.4.4.3. Members attaining Distinguished Status after the June 2012 General Meeting and approval of the Club's amended and restated Bylaws are required to pay yearly membership dues.

5. Article 5 - Rights and Duties of Members

- 5.1. Members, other than Honorary Members, have the duty to pay membership dues in a timely manner each fiscal year.
- 5.2. Membership dues shall be paid no later than January 31, of each new fiscal year.
- 5.3. Members, whose payment is not received by March 31 of each year, will thereby lose all rights, privileges, membership status, will not be considered as "members in good standing" and are then designated as "guests" of the Club.
- 5.4. Members should participate in Club activities and contribute to the growth of the Club.

6. Article 6 - Loss of Membership

- 6.1. Loss of membership shall occur through a written resignation to the Board or by a majority decision of the Board.
- 6.2. Membership will be automatically revoked for the non-payment of dues in a timely manner as described in Article 5, or in the event that a Member acts to the detriment of the Club as determined and voted on by the majority of the Board.
- 6.3. Reinstatement of full membership privileges will be considered only after a new application for Regular Membership status has been submitted and positively reviewed by the Board.

Section 3

7. Article 7 - General Meeting

- 7.1. The General Meeting takes place every two years in the 2nd quarter of the year with a 14-day advance notice by mail to all Club Members in good standing.
- 7.2. The General Meeting begins with the dissolution of the previous Board of Directors, a selection of a chairperson and a secretary for the General Meeting, and a selection of an Election Verification Committee.
- 7.3. The presence in person of 50% of Regular and Distinguished members at the lapse of the first half hour after the appointed time shall constitute a quorum for the transaction of business at any General or Special Meeting of the members. After the lapse of the first hour, any number of Regular and Distinguished members present shall constitute a quorum at any General or Special Meeting, provided, however, the number of members present is at least 10% of members in good standing.
- 7.4. Resolutions taken during the General Meeting or Special Meeting are adopted by majority vote cast at the meeting by the Regular and Distinguished Members in person or by proxy.
 - 7.4.1. The purpose of the General Meeting is to:
 - 7.4.1.1. announce the results of election for the new President and the Board of Directors
 - 7.4.1.2. establish and change membership dues, if deemed necessary
 - 7.4.1.3. define general principles of governance concerning club activities
 - 7.4.1.4. vote on the updated version of the Bylaws
- 7.5. During the General Meeting the Membership:
 - 7.5.1. considers and approves the report of the activities of the Board and the Financial Audit Committee
 - 7.5.2. confirms the authority of the newly elected Board
 - 7.5.3. reviews the Club program for the next year
 - 7.5.4. reviews set forth proposals
 - 7.5.5. votes on the changes to the Bylaws.
- 7.6. The General Meeting ends with the selection of the members for the new Financial Audit and the Election Committees, as well as the Bylaws Committee if such a committee is deemed necessary.
 - 7.6.1. Members of those committees are required to serve for the next two years or until the next General Meeting of the Club takes place. For committee members roles and responsibilities please see Article 10 for the Financial Audit Committee, Article 12 for the Election Committee and Article 11 for the Bylaws Committee.

8. Article 8 - Special General Meeting

A Special General Meeting may be called, during the term of the Board, by the Board, the Financial Audit Committee or by the motion signed by at least 50% of the members.

9. Article 9 - Board of Directors

- 9.1. The Board of Directors conducts the Club's business, approves any proposed club events, sets the schedule of events, makes financial decisions and keeps records.
- 9.2. During its term, the Board may take on extra members from the ranks of the Club Membership, as it deems necessary.
- 9.3. The Board is chosen for a period of two years through the election process as defined in Article 12 of this document, and at a minimum, is made up of the President, Vice-President, Secretary and a Treasurer.
- 9.4. At the end of its term, the Board prepares information about the Club's obligations and liabilities for the General Meeting and convenes the General Meeting in the manner defined above in Article 7.
- 9.5. Besides the above-mentioned general duties of the Board, individual officers of the Board have the following duties:

9.5.1. President

- 9.5.1.1. Oversees and is responsible for all the activities and events sponsored or initiated by the Club
- 9.5.1.2. Calls Board meetings when needed
- 9.5.1.3. Represents the Club at non-Club functions
- 9.5.1.4. Calls for the formation of special committees when necessary for the organization of major Club functions
- 9.5.1.5. Serves as the secondary authorized signer on the Club's checks and payments if the treasurer is not available
- 9.5.1.6. Prepares and presents an annual report of the activities of the Club
- 9.5.1.7. Presents nominations for Honorary and Distinguished membership at the General Meeting

9.5.2. Vice-President

- 9.5.2.1. Substitutes for the President in his/her absence by presiding over Club functions
- 9.5.2.2. To assure smooth transition from one board to next, Vice President must be prepared and be willing to submit her/his candidacy for position of Club's President next time this position is vacant, either during or at the end of the Board's term.

9.5.3. Secretary

- 9.5.3.1. Oversees the protocol of the Board meetings and conducts Club correspondence
- 9.5.3.2. Keeps and publishes minutes of all the Board of Directors meetings
- 9.5.3.3. Keeps the membership list current, with names, addresses and contact information (phone, e-mail, and other means of communication)
- 9.5.3.4. Keeps and maintains Club's archives
- 9.5.3.5. Prints and disseminates announcements of Club meetings and activities

9.5.4. Treasurer

- 9.5.4.1. Maintains accounting of membership annual dues
- 9.5.4.2. Prepares the Club's Financial Reports
- 9.5.4.3. Manages all the club's financial transactions

- 9.5.4.4. Oversees the Club's bank accounts
- 9.5.4.5. Is the primary authorized signer on all checks and other expenditures
- 9.5.4.6. Pays the Club's bills
- 9.5.4.7. Prepares and files necessary forms with State and Federal regulatory institutions and insures that this is in accordance with the established-by-the-Board Fiscal Year boundary, which is from January to December
- 9.5.4.8. Conducts all financial activities of the Club
- 9.5.4.9. Prepares an Executive Summary of all documented Club Liabilities. This summary shall be included in the written Financial Committee Report to be presented at the General Meeting.

10. Article 10 - Financial Audit Committee

- 10.1. The Financial Audit Committee reviews the financial records of the Club and files a report during the General Meeting, calling for general motion of approval of its findings.
- 10.2. The Financial Audit Committee is made up of three Regular/Distinguished members (excluding members of the Board), chosen during the previous General Meeting.
- 10.3. The Financial Audit Committee is entitled to call a Special General Meeting.

11. Article 11 - Bylaws Committee

- 11.1. If necessary, the Bylaws Committee shall be called into existence during the General Meeting by majority vote for the term of two years.
- 11.2. Bylaws Committee membership shall consist of at least five (5) volunteers from the ranks of the Regular or Distinguished Members in good standing and can only include one member from the current Board of Directors.
- 11.3. The Bylaws Committee ceases to exist after the two years or when its recommendations are officially submitted to the Membership for a vote. Such vote can occur by mail, or at the next General Meeting. Revisions to the Club Bylaws will take effect by majority vote of the Membership returning ballots or by the majority vote at the General Meeting.

12. Article 12 - Election Committee

- 12.1. The Election Committee is responsible for executing the election process.
- 12.2. The membership of this committee consists of the previous Club President/s and an equal number of Regular and Distinguished Members, elected to serve on the Election Committee during the General Meeting.
- 12.3. The members of the Election Committee shall elect a Chairperson from their ranks by majority vote.
- 12.4. The Election Committee exists for a period of two years and its term ends with the election of a new Club President. The next Election Committee is then selected and confirmed at the same General Meeting.
- 12.5. The Election Committee has the following responsibilities and shall:
 - 12.5.1. Organize the elections
 - 12.5.2. Work with the Board of Directors to establish the date of the upcoming election

- 12.5.3. Three-and-a-half months prior to the established date, sends out a Call for nominations which should be in effect for a period not shorter than two (2) months
- 12.6. Collect nominations for the Club President and the proposed Board
- 12.7. Review each candidate and certify that the candidacy pre-requirements have been met (see paragraph 12.10)
- 12.8. Create and mail to voting members in good standing (see Article 5) an easily authenticated election ballot package, no later than one month prior to the election. At a minimum, the package shall contain the following:
 - 12.8.1. An envelope addressed to each individual member
 - 12.8.2. An Election Ballot printed on official Modjeska Club letterhead stationery, imprinted with the Modjeska Club Dry Seal and containing, at a minimum:
 - 12.8.2.1. Names of candidates for Club President, listed in alphabetical order, based on the last name of the candidate for the Club President
 - 12.8.2.2. Designated space to clearly mark the selection of a single candidate of choice
 - 12.8.2.3. Designated space to mark "None of the Above" as a legitimate choice
 - 12.8.3. Two envelopes, one Return Envelope with the name of the member and return address of the voting member and the address to where the ballot shall be sent and one Ballot Envelope to be placed inside the first envelope and marked only with the address of the club and the word "Ballot" – this envelope will contain the official ballot with the valid vote.
 - 12.8.4. Only ballots with a single selection will be accepted as valid.
 - 12.8.5. Instructions on how to fill out and send the election ballot.
 - 12.8.6. Qualifications statements and any supporting documents for each candidate for president shall be included in the election ballot package.
 - 12.8.7. In case of only one valid candidacy for the Club President, Election Committee has the option of conducting the voting process during the General Meeting
- 12.9. Members in good standing that did not cast ballots by mail prior to the Election Day can do so in person during the General Meeting, or may provide a written, signed proxy for another member to cast the vote for them in person during the General Meeting.
- 12.10. The candidates for the Club President:
 - 12.10.1. Shall be in good standing, active and engaged member of the club for at least two years
 - 12.10.2. Shall form, secure, and present his/her Board of Directors as a part of the candidacy
 - 12.10.3. Shall not be a member of any other group of candidates for the Board of Directors
 - 12.10.4. Shall provide in writing to the Election Committee the following:
 - 12.10.4.1. His/her biography
 - 12.10.4.2. Statement of qualification
 - 12.10.4.3. The theme and a draft of the Program of Club Activities.
 - 12.10.4.4. List of the candidates for the officers of the new Board of Directors: Vice President, Treasurer and Secretary
 - 12.10.4.5. List of other organizations the candidate belongs to

- 12.11. If no candidate for the Club President post has surfaced, the Election Committee has the responsibility to secure the services of the current President and/or the Board of Directors to serve an additional one-year, at minimum, or the full two-year term. This initiative of the Election Committee shall be confirmed by majority vote at the General Meeting.
- 12.12. If the extension is only for one year, then a special election shall be called prior to the extension expiration. If for any reason, it is impossible to secure the services of the current Board, the Election Committee becomes the Interim Board, as it is necessary to insure the continuation of the Organization. In this case, special election shall take place within six months of such occurrence. Election process as described in Article 11 shall be followed.

13. Article 13 - Election Verification Committee

- 13.1. The Election Verification Committee will be elected at the beginning of the General Meeting and will consist of three (3) Regular or Distinguished Members with full voting rights who are neither members of the Election Committee, nor members of the Board of Directors from the previous term, nor candidates for the President and Board of Directors for the new term.
- 13.2. The Election Verification Committee is responsible for the following:
 - 13.2.1. Opening and verification of validity of ballots (meaning: verifying the “good standing” of the voting member, only one vote per voting member, verifying the manner in which the ballot was marked. Also see Article 12.8)
 - 13.2.2. Validation of proxies at the beginning of the General Meeting
 - 13.2.3. Authentication of ballots received by mail and at the General Meeting.
 - 13.2.4. Counting ballots and reporting results (including the number of ballots found not to be valid). Report of the Committee is to be included in the minutes from the General Meeting.
 - 13.2.5. Announcing election results to the General Meeting.

Section 4

14. Article 14 – Club Events

- 14.1. The Board will organize and schedule Club Events at the time and place of choosing by the Board. At minimum, there will be four events per year.
- 14.2. Any member can propose and/or organize any club event after obtaining the Board of Directors approval.

Section 5

15. Article 15 - Funds

The Club's funds will come from membership dues, as established during The General Meeting, and also from contributions, including grants from private foundations and government sources, and charitable donations from the members and general public.

Section 6

16. Article 16 – Indemnity Clause

The Helena Modjeska Art and Culture Club will, to the extent permitted by law, indemnify its former and present officers and directors, or any person who acts or has acted, in good-faith, at the Club's request as an officer or director, and the personal representatives of each, from and against any and all costs, fines, fees, expenses, or liabilities incurred (including reasonable attorney's fees) in respect of any action or proceeding to which he or she is made a party by reason of being or having been an officer or director of the Helena Modjeska Art and Culture Club. The indemnification provided for herein will not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw.

17. Article 17 – Member Conduct

- 17.1. All members of the Club shall act in the best interest of the organization and shall contribute to the fulfillment of its stated mission.
- 17.2. President and members of the Board who also serve on boards of other organizations shall excuse themselves in writing from participating in the decisions of the Board whenever conflict of interest may be perceived.

Section 7

18. Article 18 - Dissolution of the Club

- 18.1. Dissolution of the Club can occur based on a vote taken during a General Meeting or at a specially called Special General Meeting.
- 18.2. A dissolution vote shall pass upon an affirmative vote of two-thirds of those present and eligible to vote.
- 18.3. Upon dissolution of the Club, its assets remaining after payment, or provision of payment, of all Club's debts and liabilities, shall be donated to a California non-profit fund, foundation, or a public benefit nonprofit corporation with a stated purpose that closely resembles the Club's purpose of promoting the art and culture of Poland.