CONSTITUTION

of the

POLISH AMERICAN CLUB OF MIAMI, INC.

Established 1941

Updated August 30, 2025

PACOM CONSTITUTION 2025

The Revised Constitution of The Polish American Club of Miami, Inc. (PACOM) *2025 Miami-Dade County, Florida Adopted and Effective this 30th Day of August 2025 by active Members of The Polish American Club of Miami Inc.*

General Considerations and Preamble

REVISION: WHEREAS, pursuant to the provisions of the Club's Articles of Incorporation and Article XII (Amendments) of this Constitution dated April 27, 2024, the revisions, amendments, and additional articles hereinafter set forth were submitted in writing, signed, and proposed by not less than one third (1/3) of the active members in good standing of the Polish American Club of Miami, Inc.

AND WHEREAS, *the said revised Constitution with its amendments and additional articles was read at the regular meeting preceding the one at which this resolution was voted upon.*

AND WHEREAS, *written notice of the present meeting and of the vote is to be taken with reference to said proposed revised Constitution with its amendments and additional articles, having been mailed or electronically transmitted to all active members at least ten (10) days prior to this special meeting.*

NOW, THEREFORE, BE IT RESOLVED *that the following revised Constitution be and is hereby adopted by the Polish American Club of Miami, Inc.*

PREAMBLE ADDITION: *This Constitution is subordinate to the Club's Articles of Incorporation filed with the Florida Department of State, and to Chapter 617, Florida Statutes, as amended, which governs not-for-profit corporations in the State of Florida.*

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ARTICLE I: NAME AND LOCATION

Section 1: Name

The name of this organization shall be "THE POLISH AMERICAN CLUB OF MIAMI, INC.," hereinafter referred to as "PACOM" or "Club".

Section 2: Principal Office:

The principal office of the Club shall be located at 1250 North West 22nd Avenue, County of Miami-Dade, State of Florida, or at such other location as the Board of Directors may designate from time to time.

Section 3: Registered Agent:

The Club shall maintain a registered agent and registered office in the State of Florida, as required by Florida law, for the purpose of receiving process service. The name and address of the registered agent and registered office shall be on file with the Florida Department of State.

ARTICLE II: Objects

The objects of this Club shall be to foster the ideals of good fellowship and to promote the welfare and prosperity of the Polish community to promote the welfare and prosperity of its members and the broader community by advancing civic, social, economic, and cultural development, with a focus on Polish heritage and culture, its fauna and flora, and to offer advice and assistance to individuals seeking to settle in this State; and to foster amicable relations between the American and Polish peoples.

ARTICLE III: Membership Classifications

Section 1: Membership Classifications *Membership in this Club shall consist of the following classifications:*

a) Active Membership*: Any man or woman of good character and repute, who is of Polish descent or heritage, or who has acquired such through marriage, and is a legal U.S. Resident, shall be eligible for active membership with full voting privileges.*

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b) Supporting Membership: *Any tourist, visitor, man, or woman of good character and repute shall be eligible for supporting membership but shall not possess the right to vote in Club elections or on matters requiring member approval.*

c) Lifetime Membership: *Any member, being in good standing for at least ninety (90) days of either the "a" or "b" class membership and having donated a sum of $600.00 (Six hundred Dollars) or more to the Club, shall be eligible for a Lifetime Membership. For firms and corporations, a minimum entrance sum is $5,000.00 (Five Thousand Dollars). This Lifetime Membership shall exempt the member from further payment of dues but shall not alter the voting status of such a member. As of the publication date of this 2025 Constitution, the specified donation amounts are in effect; however, these amounts may be amended in the future by resolution of the Board or as provided in the Club By-Laws.*

d) Honorary Membership: *Honorary membership may be bestowed upon any individual for outstanding achievement or extraordinary service to this Club. Such members shall be selected by the Board of Directors and approved by an affirmative vote of at least seventy-five percent (75%) of the active membership present at a regular meeting, conducted by secret ballot. Honorary members shall not possess voting rights unless they also qualify for and maintain active membership.*

Section 2: Loyalty to the United States *A condition of membership shall be absolute and unquestioning loyalty to the Government of the United States of America.*

Section 3: Application for Membership

All applications for membership shall be submitted on the form prescribed by the Board of Directors and shall be signed by the applicant. All applicants must sign a prescribed pledge by the Board of Directors for screening purposes. The Board of Directors may then submit their recommendations to the Membership Committee for review if desired. Membership acceptance requires a simple majority vote of the Membership Committee. If no Membership Committee exists or is active, or the Board chooses to directly review applications, acceptance shall require a simple majority vote of the Board.

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Section 4: Non-Discrimination Membership

The Club shall be open to all eligible individuals without discrimination based on race, color, religion, sex, national origin, age, disability, marital status, or any other characteristic protected by applicable law.

Section 5. Membership Records: *The Club shall maintain an accurate and current record of all members, including their classification and contact information, in accordance with applicable privacy laws.*

*ARTICLE IV: **Member Disciplinary Procedures***

A member may be disciplined, suspended, or expelled from the Polish American Club of Miami, Inc. for just cause, including but not limited to, non-payment of dues, violation of the Club's Constitution, By-Laws, Rules and Regulations, or conduct detrimental to the interests of the Club. The disciplinary process shall be as follows:

a) Notification: *The members shall be given written notice of the proposed disciplinary action, stating the reasons for the action, at least ten (10) days prior to the meeting at which the matter will be considered. This notice shall be sent via certified mail or other verifiable means to the member's last known address.*

b) Hearing: *The member shall be afforded an opportunity to be heard, either orally or in writing, at a meeting of the Board of Directors. The Board shall consider all relevant information and decide based on the evidence presented. The members may be accompanied by another Club member to speak on their behalf, but not by legal counsel.*

c) Decision: *The decision to discipline, suspend, or expel a member shall require a two-third (2/3) vote of the Board of Directors present. The members shall be notified in writing of the Board's decision within ten (10) days of the meeting.*

d) Appeal: *The disciplined, suspended, or expelled member shall have the right to appeal the decision to the general active membership at the next regular meeting. The appeal must be submitted in writing to the Secretary within ten (10) days of receiving the Board's decision. The general active membership may reverse the Board's decision by an*

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affirmative vote of a two-third (2/3) of the active members present and voting.

e) Disciplinary Action: *for Conduct Detrimental to the Club Any Member who engages in conduct that is materially detrimental to the interests or reputation of the Club—including but not limited to: initiating legal action against the Club without first pursuing all available internal grievance or dispute resolution procedures; misappropriation, destruction, or unauthorized use of Club property; or soliciting or accepting bribes, kickbacks, or other personal gain while claiming to act on behalf of the Club—may be subject to disciplinary action, including temporary suspension or permanent expulsion. Such action shall be determined by the Board of Directors in a closed session and shall require a majority vote from the Directors present, provided a quorum is met. Only duly elected and serving Directors shall be eligible to vote on such matters.*

f) Confidentiality of Disciplinary Proceedings: *All disciplinary proceedings, including discussions and decisions, shall be kept confidential to the extent permitted by law and necessary to protect the privacy of the individuals involved and the interests of the Club.*

*ARTICLE V: **Temporary Suspension of Membership Admissions and Reinstatements During Extraordinary Circumstances***

Section 1. Suspension Authority:

In response to extraordinary circumstances that significantly impair the Club's operations, the Board of Directors may, by a two-thirds (2/3) vote, temporarily suspend: a) The admission of new members; and b) The reinstatement of former members who have failed to meet their financial obligations or have otherwise forfeited their membership.

Section 2. Definition of Extraordinary Circumstances:

For the purposes of this Article, "extraordinary circumstances" may include, but are not limited to:

- *Armed conflict or war, whether domestic or international*
- *Natural disasters impacting the region, including hurricanes*

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- *Judicial orders resulting in the freezing of Club assets or suspension of operations*
- *Allegations or investigations of corruption involving the Board or any of its directors*
- *Any other material disruption as determined by the Board to pose a risk to the Club's integrity or functioning*

Section 3. Duration and Review:

Any suspension enacted under this Article shall remain in effect only as long as the triggering circumstance persists, and shall be reviewed by the Board no less than once every three (3) months.

Section 4. Transparency:

All suspensions and related Board decisions shall be documented in the official minutes and communicated to the membership in both English and Polish.

*ARTICLE VI: **Initiation Fee and Dues***

Section 1. Application Fee:

Each applicant for active or supporting membership shall pay an application fee of Twenty-Five Dollars ($25.00) upon submission of the application. This fee is non-refundable. The Board of Directors reserves the power to waive these fees in special individual cases. A member in good standing is defined as a member whose dues are current and who is not under any disciplinary suspension.

Section 2. Dues:

***a) Annual Dues for Active Membership**: The annual dues for active membership shall be as set forth in the Club's By-Laws, currently $150.00 (One Hundred Fifty Dollars).*

***b) Annual Dues for Supporting Membership:** The annual dues for supporting membership shall be as set forth in the Club's By-Laws, currently $150.00 (One Hundred Fifty Dollars, payable in advance). As of the publication date of this 2025 Constitution, the specified annual dues for supporting membership amounts are in effect; however, these*

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amounts may be amended in the future by resolution of the Board or as provided in the Club By-Laws.

***c) Payment Deadline:** All annual dues are to be paid by February 15th of each fiscal year.*

***d) New Member Dues:** New members whose applications are approved shall pay their initial annual dues within thirty (30) days of their application approval. If approved after August 15th, new members shall pay a prorated amount of annual dues as determined by the Board of Directors.*

Section 3. Suspensions:

***a) Delinquency:** Any member whose dues are more than sixty (60) days past due shall be automatically suspended from their rights as a member, including voting privileges and the ability to hold office.*

***b) Reinstatement:** Any Member suspended for non-payment of dues may be reinstated at the discretion of the Board of Directors, upon full payment of said delinquent dues, plus a $50.00 (Fifty Dollars) administration fee. Additionally, any Member who has been suspended or expelled for other reasons may, after a period of no less than six (6) months, submit a written request for reinstatement to the Board. The Board of Directors shall have full discretion to grant or deny reinstatement, taking into consideration the nature of the conduct, any corrective actions taken by the Member, and the best interests of the Club. A decision to reinstate such a Member shall require a two-thirds (2/3) vote of the Directors present, provided quorum is met.*

***ARTICLE VII: Meetings Section 1:** Regular Meetings Regular meetings of the Club shall be held at least every second month, or monthly if deemed necessary by the Board, at such time and place as shall be designated by the Board. The regular meeting in November shall be designated as the Annual Meeting.*

***a) Fiscal Year:** The fiscal year of the Club shall commence on November 1st and conclude on October 31st of each year.*

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b) Order of Business at Regular Meetings: *The order of business at each regular meeting shall generally follow Robert's Rules of Order, Newly Revised, but typically includes:*

1. *Call to Order*
2. *Roll Call (if desired by the presiding officer or as deemed necessary)*
3. *Introduction of New Members and Guests*
4. *Reading and Approval of Minutes of Previous Meeting*
5. *Treasurer's Report*
6. *Report on the Board of Directors Meeting*
7. *Reports of Committees*
8. *Unfinished Business*
9. *New Business*
10. *Announcements*
11. *Adjournment*

c) Order of Business at Annual Meeting:

The order of business at each annual meeting shall be the same as in paragraph (b), with the following additions, typically before Unfinished Business: Report of the Nominating Committee and Election for Officers and Board of Directors (if applicable for the election year)

Section 2. Special Meetings:

Special meetings may be called at the discretion of the Board of Directors, by the President, or upon written request of at least one-third (1/3) of the active members. Written notification, including the proposed meeting agenda, shall be sent to all active members no later than six (6) working days prior to all special meetings.

Section 3. *Notwithstanding the above,* ***supplementary items*** *may be added to the agenda up to forty-eight (48) hours prior to the scheduled meeting, provided such additions are clearly marked as 'Supplemental Agenda Items' and shared with all members using the same notification method as the original agenda. These items shall be considered for discussion only if approved by a majority vote at the start of the meeting.*

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Section 4. Quorum:

One third, 1/3 of the active membership shall constitute a quorum for the transaction of business at any meeting of the Club including electronic meetings.

Section 5. Electronic Meetings and Voting:

The Board of Directors and the general membership may conduct regular or special meetings, and cast votes, entirely or partially by means of remote communication, including but not limited to teleconference, videoconference, or other electronic communication technology, provided that all members participating can contemporaneously hear and, if applicable, see each other and conduct business as if physically present. Participation in an electronic meeting shall constitute presence in person for the purposes of establishing a quorum and voting. For electronic voting, the Club shall implement reasonable measures to ensure the identity of the voter, the security and integrity of the ballot, and the preservation of the secrecy of the ballot if required (such as for elections of officers). All votes cast electronically shall be recorded accurately, and the results shall be verifiable. The Board of Directors shall establish specific procedures and protocols for conducting electronic meetings and voting, including technical requirements and guidelines for member access and participation, which shall be detailed in the Club's By-Laws or separate resolutions.

Section 6. Notice Requirements:

Unless otherwise specified herein, all written notices required by this Constitution or the By-Laws shall be deemed given when sent via U.S. mail, postage prepaid, or via email, to the last known address or email address of the member or director as recorded in the Club's official records. Consent to receive notice by electronic transmission may be revoked by the member in writing to the Club Secretary.

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ARTICLE VIII: Management

Section 1. Supreme Authority:

The supreme authority of the Club is vested in the majority vote of the active membership of the Club at any regular and/or special meeting, provided the required quorum is present, either physically or by electronic means.

Section 2. Board of Directors Composition:

The Board of Directors shall consist of five (5) officers but may be expanded to no more than seven (7) officers, as determined by a majority vote of the active members at the annual meeting preceding the election. The exact number of officers within this range shall be specified in the Club's By-Laws and may also be adjusted in the future by resolution by the Board as provided therein. All individuals elected to the Board of Directors shall be required to maintain permanent residency in Florida within the Miami-Dade County.

***a) Five-Member Board:** If the Board of Directors consists of five (5) members, the officers shall be: President, Vice-President, Secretary, Treasurer, and Director of Public Relations. These directors shall be elected by active membership at the Annual Meeting and shall serve a term of two (2) years or until their successors are elected and qualified.*

***b) Seven-Member Board:** If the Board of Directors consists of seven (7) officers, they shall be: President, First Vice-President, Second Vice-President, Secretary, Treasurer, Director of Public Relations, and Director of Property Management. These directors shall be elected by active membership at the Annual Meeting and shall serve a term of two (2) years or until their successors are elected and qualified.*

Section 3. Functions and Responsibilities of Officers:

1. ***President:** The President shall administer the affairs of the Club and supervise the executive officers. The President shall preside over all meetings of the Club and the Board of Directors, represent the Club in all official affairs, and be an ex-officio member of all committees without the power to vote, except in*

cases of a tie vote by the Board of Directors. The President shall countersign all checks, vouchers, and other forms of disbursements.

2. **Vice-President (and First Vice-President)**: The Vice-President (or First Vice-President in a seven-member board) shall perform duties as delegated by the Board of Directors. In the absence or disability of the President, the Vice-President (or First Vice-President) shall perform all duties and exercise all powers of the President. In a seven-member board, the Second Vice-President shall assume the duties in the absence of the First Vice-President.
3. **Secretary**: The Secretary shall give notice of all meetings of the Club and Board of Directors, keep accurate minutes of all meetings, answer official correspondence as directed, maintain official records, and perform other duties as assigned by the Board of Directors or the general membership.
4. **Treasurer** The Treasurer shall keep proper books of accounts, collect assessments and dues, notify members when dues become payable, and furnish a list of delinquent members to the Board. The Treasurer shall receive and disburse all authorized funds, maintain accurate records of all receipts and expenditures, and provide regular financial reports to the Board of Directors and the general membership. For disbursements exceeding a significant threshold as defined in the By-Laws or by Board resolution, two signatures or two written approvals, one from the President and one from the Treasurer, are required, unless otherwise authorized for specific pre-approved expenditures.
5. **Director of Public Relations**: The Director of Public Relations shall oversee the coordination of publications, newsletters, public relations, and social media. This director shall correspond with media outlets and manage the Club's publicity and publications.
6. **Director of Property Management**: In a seven-member board, Director of Property Management shall perform duties as assigned by the President or Board of Directors.

Section 4. The Board of Directors shall have the power to establish By-Laws, rules, and regulations upon all matters not specifically covered by this Constitution, subject to the approval of the general membership.

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Section 5. Compensation:

Any or all the officers and any or all the directors may be compensated for their efforts; however, such salary or compensation must be approved by a majority vote of the active membership present at any regular annual meeting. Furthermore, such salary or compensation may be changed or discontinued by a motion properly made and passed at any regular annual meeting.

Section 6. Board Meetings:

The management of this Club shall be vested in the Board of Directors. The Board shall meet bimonthly or more often if necessary; the first meeting to take place no later than one week after the installation of said officers. A majority of the current Board members shall constitute a quorum for Board meetings. A majority vote of those present and voting shall rule, except where a higher percentage is required by this Constitution. The President, by virtue of their office, shall be the presiding officer of the Board of Directors and shall only vote in the case of a tie. In the event of an equal number of votes during the voting process, the President shall have the deciding vote. If, due to circumstances beyond the board's control, a member resigns, falls ill, or passes away, the Board may continue operating with a reduced composition. In such cases, if a vote results in a tie, the President by the virtue of their office, shall be presiding officer of the Board of Directors and shall only vote in the case of tie. This is tie-breaking authority applies regardless of the Board's current composition, provided a quorum is met.

Section 7. Board of Directors:

Meeting Order of Business The order of business for each Board of Directors meeting shall generally follow Robert's Rules of Order, which typically include:

1. *Call to Order*
2. *Roll Call*
3. *Reading and Approval of the minutes of the previous meeting*
4. *Reports on Officers (Treasurer, Secretary, etc.)*
5. *Reports of Committees (as established by the Board)*

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6. *Unfinished Business*
7. *New Business*
8. *Announcements*
9. *Adjournment*

Section 8. Fiduciary Duties Officers and Directors:

Shall always act in good faith and with the care of an ordinarily prudent person in a like position would exercise under similar circumstances. They shall act in a manner they reasonably believe to be in the best interests of the Club and its members, and with undivided loyalty.

Section 9. Indemnification:

The Club shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was an officer or director of the Club, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, to the fullest extent permitted by Chapter 617, Florida Statutes, as amended. The Club may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Club against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Club would have the power to indemnify him or her against such liability under the provisions of this Constitution or Florida law.

ARTICLE IX: Election of Officers and Directors

Section 1. Election Procedure:

The election of officers and directors shall take place at the Annual Meeting of the Club for a term of two (2) years. All active members in good standing must cast their votes in person or by an absentee ballot as defined herein, and not by proxy.

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Section 2. Absentee Ballot:

An absentee ballot shall be sent by mail with a tracking number or via email to all active members in good standing by the Nominating & Election Committee, twenty (20) days prior to the day of the election. The absentee ballot must be returned to the Nominating & Election Committee by mail with a tracking number to the address provided by the Nominating & Election Committee on or before two (2) business days prior to the annual meeting. Said absentee ballot shall not be opened and read until the official counting of all voting ballots on Election Day.

Section 3. President and Vice-President Eligibility:

The elected President and any Vice-President must be of Polish descent through their mother or father, or both.

Section 4. Nomination:

Process Nomination of officers and directors shall take place at the October regular meeting, prior to the Annual Election meeting in November. All such nominations are to be processed by the Nominating & Election Committee. The eligible candidates shall be placed on a printed ballot. The Nominating & Election Committee shall then prepare the Absentee Ballot as prescribed in Section 2 of this Article. Nominations of officers and directors may be made through a Nominating & Election Committee of five (5) members, appointed by the membership at the September regular meeting from the floor. The Nominating & Election Committee shall screen all possible candidates and make their recommendations at the October regular meeting; however, additional candidates for any office may be nominated from the floor at the October regular meeting, provided they meet all eligibility requirements.

Section 5. Eligibility for Election:

Voting only members of the Club whose dues are paid and who are active members in good standing shall be eligible for election or voting. The candidate receiving the highest number of votes shall be declared elected for the office for which he or she is a candidate. After the

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election, elected officers have up to seven days to nominate each of the elected officers who will be President, Vice President, Secretary, etc. This nomination process involves the elected officers discussing and deciding among themselves who will take on each specific role. The final decision should be made within the seven-day period to ensure a smooth transition and continuity in leadership.

Section 6. Oath of Office:

*Each elected officer and director shall take the following Oath of Office, to be administered during the installation of new officers of the Club: OATH OF OFFICE: **"I, (NAME), solemnly swear and affirm that in my capacity as an officer holding the position of (NAME OF OFFICE) of the Polish American Club of Miami, Inc., I will faithfully and fully comply with the Constitution, By-Laws, Rules and Regulations of the Polish American Club of Miami, Inc. That I will give my best efforts to the promotion of the interests of the Polish American Club of Miami, insofar as I may be capable so to do. So, help me God."***

ARTICLE X: MEMBERSHIP CLASIFICATION

***Section 1: Membership Duration** for Candidacy and Voting No member admitted to membership within ninety (90) days of the election shall be a candidate for any office or shall be eligible to vote at the election.*

***Section 2: Supporting Member** Ineligibility, No supporting member nor a supporting life member is eligible to run for office or vote at the election.*

***Section 3: Active Member** Candidacy Requirements An active member who is not a registered resident of the Miami-Dade County or who did not attend four (4) or more cumulative regular meetings in the previous fiscal year, shall not be eligible to run for any office.*

***Section 4: Board Member Attendance** and Term Limits Any Board Member who was not present at four (4) cumulative Board Meetings within a fiscal year shall be subject to removal from the Board by a majority vote of the remaining Board members. The maximum tenure on the board is either eight (8) consecutive years or until the age of*

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eighty (80) years and six (6) months, whichever comes first. Individuals aged twenty-one (21) to eighty (80) years may participate in Board elections.

Section 5: *Vacancies The Board of Directors shall have the power to fill a vacancy occurring in any appointed office (e.g., committee chairs). Only the active membership shall have the power to fill a vacancy occurring in the elected offices. The vacancy in an elected office shall be filled with a special election at the next regular meeting, provided proper notice is given.*

ARTICLE XI: Committees

Section 1: Establishment of Committees: *The Board of Directors may establish, by resolution, such standing or special committees as it deems necessary or desirable to carry out the purposes and affairs of the Club. Such committees may include, but are not limited to, a Membership Committee, a Nominating & Election Committee, a Finance Committee, a Social & Cultural Events Committee, and a Fundraising Committee.*

Section 2. Powers and Responsibilities of Committees:

a) Each committee shall have such powers and responsibilities as are specifically delegated to it by resolution of the Board of Directors or as are set forth in these By-Laws.

b) Committees shall act in an advisory capacity to the Board of Directors, except where specific executive authority is granted to a committee by the Board and within the limits prescribed by this Constitution and the By-Laws.

c) Committees shall regularly report their activities and recommendations to the Board of Directors.

Section 3. Committee Chairs and Members:

a) The President, with the approval of the Board of Directors, shall appoint the chairs of all standing and special committees, unless otherwise specified in this Constitution or the By-Laws.

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b) Committee chairs shall be active members in good standing of the Club.

c) Committee members may be appointed by the committee chair, subject to the approval of the Board of Directors, or as otherwise specified by the Board. Committee members are not required to be Board Directors.

Section 4. Term of Service:

The term of service for committee chairs and members shall be as determined by the Board of Directors at the time of appointment, or as specified in the By-Laws, but generally shall not exceed the term of the Board that appointed them.

Section 5. Meetings and Procedures:

a) Committees shall meet as often as necessary to fulfill their responsibilities.

b) Committee meetings may be called by the committee chair, the President, or a majority of the committee members.

c) Committees shall establish their own internal operating procedures, consistent with this Constitution, the By-Laws, and Robert's Rules of Order, Newly Revised.

d) The proceedings of committees shall be recorded and reported to the Board of Directors.

Section 6. Nominating & Election Committee (Specific Provisions): *Notwithstanding the general provisions of this Article, the Nominating & Election Committee shall adhere to the specific procedures, timelines, and responsibilities outlined in Article IX (Election of Officers and Directors) of this Constitution.*

ARTICLE XII: Recall of Officers and Directors

Any officer or director may be recalled by the affirmative vote of two-third (2/3) of the active members in good standing, present at any regular or special meetings of the Club, if written notice of this action

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shall have been mailed or electronically transmitted to all active members in good standing at least thirty (30) days prior to such a meeting. The officer or director subject to recall shall be given an opportunity to present their case at the meeting prior to the vote.

ARTICLE XIII: Funds

1. ***Fund Segregation and Oversight:*** *The funds of the Club shall be segregated into categories as determined by the Board of Directors. The Board shall have exclusive authority to manage, allocate, and disburse all Club funds, including but not limited to:*
    - *Proceeds from any mortgage or loan secured by Club property*
    - *Funds received for specific purposes, such as rezoning, capital improvements, or restricted donations*
2. ***General and Iron Fund Allocation*** *Ninety percent (90%) of the Club's general funds shall be allocated for general operations and social purposes. Ten percent (10%) shall be designated as the "Iron Fund," which shall not be disbursed unless three-quarters (¾) of the active membership in good standing vote on its use. Permissible uses include scholarships, cultural activities, or significant capital improvements.*
3. ***Fiduciary Responsibility:*** *The Board of Directors shall oversee and approve all financial proposals and investments in accordance with this Constitution and applicable Florida law. All restricted or designated funds shall be used solely for their intended purposes, and the Board shall maintain appropriate records to ensure compliance.*
4. ***Section 1: Financial Review/Audit:*** *The Board of Directors shall ensure that the financial records of the Club are reviewed or audited at least annually by an independent party, as deemed appropriate by the Board, and in accordance with any legal requirements, including Chapter 617, Florida Statutes.*

    Section 2: Budget *The Board of Directors shall adopt an annual budget for the Club's operations, and expenditures shall be made in accordance with the approved budget.*

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ARTICLE XIV: Amendments

REVISION: *Constitution may be amended or additional articles adopted at the Annual Meeting or at a Special Meeting called for that purpose, in the following manner: The proposed amendment or By-Law shall be submitted to the Board of Directors in writing and signed by not less than 1/3 of the active members in good standing ninety (90) days before the Annual Meeting or the designated Special Meeting. It shall be read at the regular meeting preceding the Annual Meeting or the Special Meeting where it is to be voted upon, and written notice thereof shall be mailed or electronically transmitted to all active members at least thirty (30) calendar days prior to such a meeting. It shall be adopted and approved by a two-third (2/3) vote of the active members present and voting. All voting members must be in good standing.*

ARTICLE XV: Dissolution or Disposition of Assets

1. *This Club shall have a perpetual existence as a nonprofit corporation under Chapter 617, Florida Statutes. However, in the event of serious financial hardship, operational impracticality, or if supermajority of the active members, at a special meeting called for this purpose, determine that the Club can no longer effectively fulfill its mission, the Club may be dissolved, or if a compelling opportunity arises to sell the Club's property, the Board of Directors may initiate a resolution to consider dissolution or the sale of assets.*
2. *Such a resolution must be presented to and approved by membership in accordance with procedures outlined in the Club's bylaws and consistent with Florida law. Approval shall require an affirmative vote by no fewer than two-thirds (2/3) of voting members present at a duly convened meeting.*
3. *Should fewer than five (5) active members remain, the remaining members may also vote for dissolution following the same process.*
4. *Upon dissolution, and after settling all debts and obligations, all remaining funds and assets shall be transferred to another nonprofit organization that qualifies as a 501(c)(3) under the Internal Revenue Code, as approved by the Board and in accordance with Florida law. No portion of assets may be distributed to any private individual.*

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ARTICLE XVI: Corporate Indebtedness

REVISION: *The maximum amount of indebtedness or liability of the Corporation shall not exceed fifty percent (50%) of the fair market value of the assets owned by said Corporation, as determined by the Board of Directors. This limit may be adjusted by a two-third (2/3) vote of the active membership.*

ARTICLE XVII: Real Estate Ownership

The Club may own and possess real estate and other property necessary for the furtherance of its objects.

ARTICLE XVIII: Corporate Powers

This Corporation shall have all the powers, rights, and privileges to which Corporations of its kind and nature are entitled under the laws of the State of Florida (Chapter 617, Florida Statutes), whether expressly set out herein or not.

ARTICLE XIX: Auxiliary

Section 1. Establishment:

There shall be an Auxiliary to the Polish American Club to be known as the Polish American Club Auxiliary.

Section 2. Membership:

Members of the Auxiliary shall and must first be members of the Polish American Club of Miami, Inc. Membership in the Auxiliary shall be unlimited. Any person under twenty-one (21) if there's a youth focus may also be eligible for Auxiliary membership under specific criteria defined in the Auxiliary's By-Laws, provided they adhere to all Club rules.

D.O.

Section 3. Auxiliary By-Laws:

The Polish American Club Auxiliary shall operate under its own By-Laws, which shall be consistent with this Constitution and shall be approved by the Board of Directors of the Polish American Club of Miami, Inc.

END

The Polish American Club of Miami Inc.
The Board Members 2025

- *Chris Kruszelnicki: President,*
- *Daniel Olech: 1st VP, Treasurer,*
- *Leszek Ladowski: 2nd VP, Secretary,*
- *Leszek Surowiec: 3rd VP,*
- *Wesley Kwaśniak: Director*
- *Ewa Piacentile: Director*
- *Lech Zalewski: Director*

D.O.

The Polish American Club of Miami Inc.

of the

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Leszek Ładowski: 2nd VP, Secretary
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Lech Zalewski Director

Updated August 30, 2025