

**BY-LAWS**  
**POLISH INSTITUTE OF ARTS AND SCIENCES**  
**OF AMERICA, INC.**

(as amended March 17, 2012, May 7, 2021, October 19, 2022, and June 10, 2023)

ARTICLE I

NAME. HEADQUARTERS. ACTIVITIES

Section 1. The Corporation shall conduct its activities under the official name "The Polish Institute of Arts and Sciences of America, Inc." or under the Polish translation thereof reading "Polski Instytut Naukowy w Ameryce" and is hereinafter referred to in these ByLaws as the "Institute".

Section 2. The Corporation shall maintain its principal office in the Borough of Manhattan, City, County and State of New York.

Section 3. The Corporation shall conduct its activities in the United States of America and in other countries as appropriate. It may for that purpose establish branches or cooperate with local organizations of similar nature and purposes.

ARTICLE II

AIMS AND MEANS

Section 1. The Institute is a non-profit organization, and its purposes are to maintain a center of learning and culture devoted to the advancement of knowledge about Poland and Polish American contributions to America's pluralistic society; to assist scholars and artists in their independent scientific, educational and artistic activities connected with Poland and/or American Polonia.

Section 2. To fulfill its tasks, the Institute shall:

a) Offer to members and qualified scholars facilities for their research work on Poland, or the United States of America, as the case may be.

b) Publish books, monographs, and other scholarly works.

c) Collect and maintain books and documents connected with the fields of art, science, and culture.

d) Publish periodicals, such as The Polish Review, devoted to the study of Polish culture, art, science, and of international problems concerned with Polish American relations.

e) Organize public lectures, discussion meetings, conferences, and exhibitions.

f) Prepare and maintain a register of scholars, writers, scientists, and artists active in the United States who are either of Polish descent or who are working in areas relating to Polish affairs.

g) Cooperate with other American and Polish academic, research and cultural institutions in areas of mutual interest.

h) Conduct other activities consistent with the aims of the Institute.

Section 3. The Institute shall derive its funds from membership dues, gifts, donations, bequests and from other legitimate sources approved by the Board of Directors. Upon approval by the Board of Directors, the Institute may also purchase or otherwise acquire by donations, bequests, or gifts - books, documents, collections, objects of art and other articles of historical value.

### ARTICLE III

#### MEMBERSHIP

Section 1. The membership of the Institute shall consist of the following members: a) Regular; b) Honorary; c) Fellow; d) Sustaining; 3) Student; f) Donor, Sponsor or Life Member; and g) Affiliate Member.

a) Regular members shall consist of scholars, scientists, professors, educators, writers, artists, professionals and persons with academic degrees, or the equivalent, who have a proven record of high educational, intellectual or professional achievement.

b) Honorary membership may be granted to persons of outstanding scholarly, artistic nature or for exceptional services rendered to the Institute. Honorary Membership shall confer on the beneficiary all rights of membership in the Institute.

c) Fellows of the Institute shall be persons of an exceptionally high scholastic or professional achievement, who have distinguished themselves in making outstanding contributions to the arts and sciences, who are either of Polish descent or who are working in areas relating to Polish affairs.

d) Sustaining member shall be any person or organization having a sustained interest in the goals and mission of the Institute upon filling out a membership form and paying the annual dues.

e) Students may join the Institute as student members at reduced membership dues valid for up to five years. The appropriate forms certifying enrollment at an accredited academic institution must be presented to the membership secretary. Such members shall have all the privileges and duties of regular membership, except the right to vote and be elected to Institute offices. They must notify the Institute upon their graduation, or cessation of student status due to other reasons, at which time their membership shall be changed to the appropriate category or terminated as hereinafter provided.

f) The Board of Directors may at its discretion confer the title of Donor, Sponsor, Life Member upon any individual or institution who has a sustained interest in the goals and mission of the

Institute or who donates to the Institute such amount as may be set forth by the Board, or for other reasons. The Board of Directors shall determine the extent of privileges attached to such titles, which may not, however, include the right to vote.

g) Affiliate Members shall be organizations, approved by the Board of Directors, which subscribe to the goals and mission of the Institute and which desire the "affiliate" status for mutual benefits. Membership as an Affiliate Member shall be evidenced in a mutually agreed upon manner. The Affiliate Member shall share with the Institute its Annual Report and list of activities. The Institute shall not be responsible for the acts of any Affiliate Member, nor shall any Affiliate Member be responsible for the acts of the Institute or any other Affiliate Member. Except for the purposes of identification, the Institute shall not use the name of any Affiliate Member, nor shall any Affiliate Member use the name of the Institute or any other Affiliate Member in any activity without prior permission.

## Section 2.

a) Members in all categories of the Institute Membership, except Honorary and, Fellow, shall be admitted by the Board of Directors on the recommendation of the Executive Committee and/or Membership Committee and upon presentation of the proper qualifications.

b) Honorary Members and Fellows shall be appointed at the Annual Meeting upon recommendation of the Board of Directors and presentation of their proper qualifications. No more than five individuals shall be elected as Honorary Members and no more than five individuals as Fellows in any one calendar year.

c) Only Regular Members in good standing shall have the right to vote and be elected to Office. Other categories of members will have all rights rendered to Regular members except the right to vote and be elected.

d) The annual dues of all categories of membership shall be determined by the Board of Directors. The Board may waive or reduce the payment of dues by any member.

e) The Board of Directors, by a two-thirds vote taken upon the recommendation of the Executive Committee, may terminate the membership of any person for a good and sufficient reason after having given such member prior notice and opportunity to be heard in the proceeding. The resolution of the Board, terminating membership of a member, may be appealed to the first Annual or Special Meeting of members following the date of such resolution.

## ARTICLE IV

### SUB-ORGANIZATIONS – SECTIONS AND BRANCHES

Section 1. Regular members may form sections for the purpose of fostering common scientific disciplines or interests. Formation of a section requires a minimum of 11 professional members and approval by the Board of Directors. All section members must be members of the Institute and membership in sections must be open to all members of the Institute.

Section 2. Members living in a particular geographic area may form local branches to help advance the Institute's goal and to organize local programs. Formation of a branch requires approval by the Board of Directors.

Section 3. The Executive Director of the Institute shall act as a liaison with the suborganizations.

Section 4. Sub-organizations shall submit their membership lists and annual reports to the Executive Committee each year at least 30 days prior to the annual meeting.

Section 5. The Rules and Regulations of branches and sections and any other suborganizations shall be issued or approved by the Institute's Board of Directors.

Section 6. Sub-organizations are integral parts of the Institute and are free to conduct activities consistent with the general aims and purposes of the Institute. However, they must coordinate their administrative affairs and their programs and lectures with the Institute's headquarters. The Executive Director (or a special designee) shall oversee the financial affairs of the sub-organization in order to ascertain that IRS regulations are followed, and the non-profit status of the Institute is not jeopardized.

Section 7. Sub-organizations shall not affiliate, negotiate or conduct relations with outside groups and/or organizations, make public pronouncements in the press or elsewhere without the prior, express approval of the Executive Committee or the Board of Directors. Violations may result in the dissolution of the sub-organization by the Board of Directors.

## ARTICLE V.

### ANNUAL MEETING

Section 1. The Annual Meeting shall be held each calendar year, at a place and time to be determined by the Board of Directors. a) All categories of members may participate in the Annual Meeting. b) The right to vote and be elected to office is granted only to Regular Members.

Section 2. The rights and powers of the Annual Meeting are:

- a) Discussion and acceptance of reports from the Executive Committee, Board of Directors and Officers.
- b) Action pursuant to By-Laws in cases of the Board of Directors recommendation.
- c) Discussion and adoption of the general plan of activities of the Institute.
- d) Action on resolutions concerning the Institute's plans of activities, submitted by members in writing seven days before the Annual Meeting, and presented by the Executive Committee.
- e) Electing of Honorary Members and Fellows of the Institute.

## ARTICLE VI.

### ELECTIONS AND VOTING

Section 1. The Members of the Board of Directors, President, President-Elect and Vice President of the Institute shall be elected by mail ballot of the membership qualified to vote. The term of office for which the President, Vice President and Directors are elected are limited to three years beginning on July 1 of the year in which they are elected or re-elected. The President may be elected to a maximum of two three-year terms. In the penultimate year of the President's first or second term, a President-Elect will also be elected. The election shall take place pursuant to the following schedule and rules:

- a) By March 15th of each year, the Board of Directors shall prepare the list of nominees by selecting from the members of the Institute at least such number of nominees as there will be vacancies to be filled in the Board of Directors and Officers.
- b) Not later than March 30th of each year, the Secretary of the Institute shall communicate the list of nominees to all members of the Institute inviting them, if they so choose, to suggest additional names for nomination for all elective offices. Such suggestions shall be considered by the Board of Directors if received not later than within 30 days from the date on which the list of nominees has been sent. It will be mandatory for the Board of Directors to include such names on the ballot when supported by 25 qualified members.
- c) The list of nominees selected by the Board of Directors supplemented by such other names as may be eligible for inclusion on the ballot, shall constitute the complete general election ballot which shall be mailed to the members no later than on May 10th of each year. To be valid as votes, the ballots must be returned to the New York office of the Institute by the date specified thereon, which shall be not less than fifteen days nor more than 30 days from the date of mailing. All mail in connection with the election shall be sent by first-class mail.
- d) Each voting member shall mark on the ballot by check or otherwise not more than such number of nominees for the Directors of the Institute as there will be vacancies to be filled, which number shall be clearly printed on the ballot. If more than such number of names should be checked, the vote shall be deemed "not valid".
- e) Upon having marked the ballot, every member shall seal it, without signing, in an inner envelope to be supplied with each ballot, and shall enclose such inner envelope unsigned, with ballot inside, in an outer envelope (enclosed with ballot) addressed to the New York office of the Institute, on which she/he shall place her/his name or signature. Once the outer envelope is returned to the Institute and the signing member's eligibility to vote is established and recorded, the outer envelope (with signature of member) shall be set aside for safekeeping for at least 12 months, and the sealed inner envelopes with the actual ballots shall be delivered to three Supervisors of the Election who shall be the only persons authorized to open the inner envelopes and to count the votes. The Supervisors may employ tellers for technical assistance in the tabulation of the ballots. The Supervisors of the Election and their three alternates shall be designated for a one-year term at each Annual Meeting from among members of the Institute

who undertake to present themselves at the Institute's New York headquarters as required for a scheduled vote tally.

f) The votes shall be tallied by the Supervisors of the Election no later than June 15th. The candidate receiving the largest number of valid votes shall be declared elected. In case of a tie vote, the Supervisors of the Election in the presence of two witnesses shall decide by lot between the concerned candidates. The result of the election shall be certified by the Supervisors of the Election and communicated to the membership no later than June 30th.

g) The Board of Directors may order a vote by ballot on any other subject that can properly be placed on the agenda of an annual or special meeting of members; in such event the similar rules and schedules as those set forth with respect to the elections shall apply with such modifications as the Board of Directors or the Executive Committee shall determine.

Section 2. Special meetings of members may be called at any time by the Executive Committee or upon a written request of eight Directors or twenty-five members of the Institute.

Section 3. Notice of time, place, and purpose of any meeting of the members, annual or special, shall be in writing and shall be communicated to all members not less than fourteen days and not more than thirty days prior to the date of the meeting.

Section 4. A quorum at any annual or special meeting of members shall consist of at least 25 members present in person. But in no event shall the quorum consist of fewer members than the minimum required by law.

Section 5. Voting by proxy is not permitted.

## ARTICLE VII

### BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of not less than 15 and not more than 18 Directors elected from among regular members of the Institute for the term of three (3) years staggered so that each year one-third of the total number of Directors shall be elected to fill the vacancies of those whose term of office expires in that year.

Section 2. The Board of Directors shall appoint:

- a) Secretary and Treasurer from among the Board of Directors membership - each one corresponding to their respective term as Director, i.e. from 1-3 years as the case may be.
- b) The Executive Director.
- c) Editor-in-Chief and the Editorial Committee of The Polish Review - from among the regular members of the Institute.
- d) Committees connected with fulfilling the aims of the Institute. The Board of Directors may invite as consultants of the Committees persons who are not members of the Institute.

Section 3. The Board of Directors shall issue or approve the Rules and Regulations of the Sections or Branches of the Institute.

Section 4. Any vacancy that may occur in the Board of Directors due to resignation and/or due to extended absences or prolonged leave of absence, the vacancy shall be filled by a majority vote of the remaining directors for any unexpired term of less than two years, or to the next election of directors for a term longer than two years. Also, whenever less than 18 directors are elected, the Board of Directors may co-opt such number of directors as may be required to make up the full membership of 18 directors. Such co-opted directors shall serve only till the next election of directors.

Section 5. Meetings of the Board of Directors shall be called by the President or one of the Vice-Presidents of the Institute who shall also preside at such meetings. The meetings called shall be quarterly, or more often, if necessary, and at any time upon request of the Executive Director of the Institute. The quorum at the meetings shall consist of a majority of Directors.

Section 6. Unless otherwise provided by law and the By-Laws, the act of the majority of directors present at a duly assembled meeting of the Board, shall be the act of the Board. If the vote is split evenly, the vote of the President, if she/he so chooses and declares, shall prevail.

## ARTICLE VIII

### EXECUTIVE COMMITTEE

Section 1. The Board of Directors shall appoint from among its members the Executive Committee which shall be charged with the supervision of all affairs and activities of the Institute between the meetings of the Board of Directors. The Committee shall act under the guidance and pursuant to instructions of the Board of Directors and shall report to the Board on the activities and affairs of the Institute.

Section 2. The Executive Committee shall consist of the President, a Vice President, the Executive Director, Treasurer, and at least one other Officer or Director.

Section 3. The Executive Committee shall conduct its work through meetings, teleconference calls, and written communications, including by e-mail. Meetings shall be called by the President or Vice-President at any time at the request of any member of the Committee. Decisions of the Executive Committee shall be made by majority vote.

## ARTICLE IX

### OFFICERS

Section 1. The officers of the Institute shall be the President, the Vice President, Secretary, Treasurer, and Executive Director. The Board may appoint other officers, including the President-Elect, as needed for the proper functioning of the Institute.

Section 2. The general scope of authority of all officers shall be as designated in the By-Laws, with specific areas of authority and responsibility to be designated by the Board of Directors.

Section 3. Responsibilities of the Officers:

- a) The President, or in her/his absence the Vice-President, shall be the head of the Institute responsible for defining, with the Board of Directors, the specific activities of the Institute, for planning, executing of its program, or representing the Institute to the outside
- b) The specific responsibilities of the Vice-President shall be defined by the Board of Directors and shall focus on scholarly and research activities of the Institute, including lectures, conferences, and publications, and on assuring a sound financial and membership base for the Institute.
- c) The Secretary shall perform such functions as defined by corporate law and these by-laws, be responsible for preparing minutes of meetings of all corporate bodies, assisting the President or Vice-Presidents in the conduct of such meetings, and for attending to other matters appropriate to that position.
- d) The Treasurer shall have the care and custody of all the funds of the Institute, shall keep complete and accurate records of all its receipts, disbursements, assets, and liabilities, and shall prepare financial statements and reports whenever requested by the Board of Directors or by the authorities.
- e) The Executive Director shall be in charge of the Institute's headquarters and shall administer the Institute's affairs and activities in accordance with the directions of the Board of Directors and the Executive Committee.
- f) The President and/or the Executive Director, upon consultation with the Board and its approval are authorized to sign grant agreements on behalf of the Institute.

Section 5. The Executive Director, Secretary, Treasurer and Editor-in Chief of The Polish Review shall be the only Officers or Directors who may receive compensation for their work. The President and Vice-President are entitled to receive appropriate reimbursements.

## ARTICLE X

### COMMITMENTS

Section 1. Subject to Article IX, section 3(f), no director, officer or representative of the Institute shall have the power to make any agreement, contract or to incur any obligation on behalf of the Institute outside the ordinary course of his or her duties without the approval of the Board of Directors.

Section 2. All disbursements and payments, except petty cash, shall be made by checks signed in the manner to be determined by the Board of Directors.

## ARTICLE XI

### AMENDMENTS



Amendments, alterations, or changes of the By-Laws may be proposed by the Board of Directors and shall be communicated in writing to the members and shall pass if approved by a majority of the votes cast at a meeting or by mail in accordance with Article VI.

## ARTICLE XII

### DISSOLUTION, USE OF FUNDS, FISCAL YEAR

Section 1. In the event that the Institute shall be dissolved, all net assets of same remaining after liquidation of the corporation pursuant to applicable law, shall be disposed of by way of donation to a tax-exempt organization with purposes similar to those of the Institute. Dissolution of the Institute can be resolved only upon the approval of three fourths of all regular members by ballot pursuant to Article VI, Section 1.g).

Section 2. No part of the funds of the Institute shall inure directly or indirectly to the benefit of any of its members, directors or officers except as provided in Article XI, Section 5 hereof, and except compensation for special services that may be rendered to the Institute by a member, director or officer in her/his professional capacity.

Section 3. No part of funds of the Institute shall be used directly or indirectly for the purposes of propaganda or to influence the enactment of legislation or for any other political purposes.

Section 4. The fiscal year of the Institute shall commence on January 1st and end on December 31st of each year.

As Amended March 17, 2012, May 7, 2021, October 19, 2022 and  
June 10, 2023