

BYLAWS
OF
THE EMILIA PLATER POLISH SCHOOL
An Illinois Not-For-Profit Corporation

1. ARTICLE I. NAME, PURPOSE, AND OFFICES

1.1. Name. The name of the School is the Emilia Plater Polish School, an Illinois not-for-profit corporation (the “**School**”).

1.2. Purpose. The School is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the operation of a Polish language school that provides instruction in Polish language, history, culture, and related subjects, and conducts activities consistent with such educational mission.

1.3. Principal and Registered Offices. The School shall maintain a principal, registered office and registered agent in the State of Illinois as required by law.

1.4. Other Offices. The School may have such other offices, within or outside Illinois, as the Board of Directors may determine.

2. ARTICLE II. MEMBERS

2.1. Classes of Membership. The School shall have three classes of membership: Regular Members, Honorary Members, and Associate Members (collectively “**Members**”), as defined in this Article II.

2.2. Regular Members. Regular membership shall be open to:

- (a) parents or legal guardians of children under the age of eighteen (18) enrolled in the School’s educational programs and shall continue for so long as the Member has one or more children enrolled, as determined under policies established by the Board of Directors. Each parent or legal guardian of one or more enrolled students shall constitute a Member and is entitled to one (1) vote.
- (b) adults who are eighteen (18) years of age or older and are enrolled in the School’s educational programs for the current academic year, as determined under policies established by the Board of Directors. Each such enrolled adult shall constitute a Member and is entitled to one (1) vote for so long as the adult remains enrolled.

2.3. Honorary Members. Honorary membership may be granted by the Board of Directors or the General Assembly to individuals who have provided distinguished service or support to the School, in accordance with criteria and procedures adopted by the Board. Honorary Members shall be elected for a term of five (5) years, which term may be renewed. Honorary Members are entitled to attend annual and special meetings of Members. Each Honorary Member shall be entitled to one (1) vote per individual on matters submitted to the Members (“**active voting rights**”), unless such voting rights are expressly revoked by the General Assembly.

2.4. Associate Members. Associate membership may be granted to teachers and aides employed by the School who do not qualify for Regular or Honorary Membership. Associate Members shall serve in an advisory capacity only, with no active voting rights, except that one voting representative may be elected by the Teachers’ Council (as defined in Article 16.6). Associate Members may attend annual and special meetings of Members but, except as expressly provided in the preceding sentence, have no voting rights and shall not be counted for purposes of notice to Members entitled to vote, quorum, or approval thresholds. Associate Members may be elected to serve on all Committees except the Audit Committee as non-voting, advisory-only members.

2.5. Admission. Admission to membership in any class shall occur upon satisfaction of the eligibility criteria for that class and completion of the enrollment or appointment procedures established by the Board of Directors. The Board may adopt reasonable policies to verify eligibility.

2.6. Dues. Membership dues, if any, shall be set by the Board of Directors and may be changed from time to time. Nonpayment of dues after reasonable notice may result in suspension or termination of membership in accordance with policies adopted by the Board.

2.7. Rights of Members. Members entitled to vote shall have the right to elect Directors, vote on amendments to these Bylaws where Member approval is required, vote on any matter submitted to the Members by the Board, and exercise any other rights granted by law, the Articles of Incorporation, or these Bylaws.

2.8. Responsibilities of Members. Members are expected to support the educational mission, comply with policies adopted by the Board, and conduct themselves in a manner that fosters a safe and respectful school environment. Members are also expected to ensure regular student attendance, cooperate with teachers, and support School activities.

2.9. Suspension or Termination of Membership. Membership may be suspended or terminated for failure to satisfy eligibility criteria, nonpayment of dues after reasonable notice, material violation of policies or detrimental conduct (as defined in Article 16.7), after notice and an opportunity to be heard in accordance with procedures adopted by the Board. Termination by the Board may be appealed to the next General Assembly following such termination. The decision of the General Assembly shall be final.

2.10. Ineligibility for Board or Audit Committee Service Due to Financial Dependency.

- 2.10.1. Definition.** For purposes of this Section, "financial dependency on the School" means receiving compensation or payments from the School as an employee or independent contractor or having a current arrangement to receive such compensation or payments.
- 2.10.2. Restriction.** Any Member with a financial dependency on the School, including as an employee or contractor, may not serve on the Board of Directors or on the Audit Committee.
- 2.10.3. Applicability.** This restriction applies to all membership classes and does not affect voting eligibility of Regular Members under these Bylaws.

3. ARTICLE III. GENERAL ASSEMBLY

3.1. Annual Meeting. An annual meeting (or "General Assembly") of the Members shall be held each year on a date, time, and place fixed by the Board of Directors for the purpose of electing Directors and transacting such other business as may properly come before the meeting.

3.2. Special Meetings. Special meetings of the Members may be called by the Board of Directors, by the Audit Committee, or by the Regular Members only for the following reasons:

- (a) there is an extraordinary need to address urgent matters that do not fall within the authority of the Board of Directors;
- (b) the activities of the Board of Directors are inconsistent with applicable law, these Bylaws, or resolutions adopted at the Annual Meeting;
- (c) the Board of Directors is unable to perform its duties; or
- (d) there exist significant discrepancies between the School's documents and the actual state of its assets.

A special meeting called by the Board of Directors or by the Audit Committee requires the affirmative vote of at least two-thirds of the then-serving members of the applicable body.

A special meeting called by the Regular Members requires a signed written declaration stating the purpose of the meeting and the basis under this Section, executed by not less than one-third of the enrolled families in good standing as of the date of the declaration.

3.3. Notice. Written notice stating the place (or means of remote communication, if any), date, and hour of any meeting of Members, and in the case of a special meeting the purpose(s) for which the meeting is called, shall be delivered not less than fourteen (14) nor more than sixty (60) days before the date of the meeting to each Member of record entitled to vote at such meeting.

Attendance at a meeting waives notice unless the Member objects at the outset due to improper notice.

3.4. Quorum. A quorum for any meeting of the Members shall consist of all active voting members in good standing that are present at the meeting in person or by permitted remote communication. No business may be conducted in the absence of a quorum.

3.5. Voting. Unless otherwise required by law or these Bylaws, any action submitted to a vote of the General Assembly shall be approved by a simple majority of the members present and entitled to vote at a duly called meeting at which a quorum is present.

3.6. Meeting Procedures. At the commencement of each duly convened meeting of the General Assembly or Special Meeting (each, a “**Meeting**”), the General Assembly shall, by majority vote of the Members present and entitled to vote, elect the following Meeting functionaries for that Meeting only: (a) one Meeting Chairman, (b) one Meeting Secretary, and (c) not fewer than two (2) and not more than five (5) members to serve on a Ballot Counting Committee.

3.6.1. Eligibility and Qualifications.

- (a) **Meeting Chairman.** The Meeting Chairman must be a Member in good standing, must be familiar with these Bylaws and with rules of parliamentary proceedings, and shall not concurrently hold or occupy any position as an Officer.
- (b) **Meeting Secretary.** The Meeting Secretary must be a Member in good standing and shall record and prepare the minutes of each meeting.
- (c) **Ballot Counting Committee.** The Ballot Counting Committee shall administer and supervise all voting conducted at the Meeting, including without limitation the following duties: (i) verify the Member roll for the Meeting and determine Member eligibility to vote in accordance with these Bylaws and any applicable policies, (ii) distribute, collect, and count ballots, and (iii) announce and report the voting results to the Meeting Chairman and Meeting Secretary for entry into the official record and inclusion in the Meeting Minutes.

4. ARTICLE IV. BOARD OF DIRECTORS

4.1. Authority. The affairs of the School shall be exclusively managed by or under the direction of its Board of Directors (the “**Board**”) in accordance with the Illinois General Not For Profit Corporation Act. The Board shall have full authority over the governance and operations of the School, including policies, procedures, finances, staffing, programs, and day-to-day administration, except where authority is expressly reserved to the General Assembly, by these Bylaws, or required by law.

4.2. Composition and Roles.

- 4.2.1. Size.** The Board shall consist of not fewer than five (5) and not more than thirteen (13) Directors. The exact number of Directors within this range shall be set by Board resolution. The Board shall announce the number of Director seats to be filled at least thirty (30) days before the Annual General Assembly meeting. Candidates must submit their candidacy no later than fourteen (14) days before the Election. Specific rules of submitting candidates will be determined by the Board. The Board size may not be changed at the same meeting for the purpose of affecting the outcome of an election. If fewer eligible candidates are available than the number of seats announced, the unfilled seats are vacant and the Board size shall be deemed reduced accordingly, provided the Board remains at or above five (5) Directors.
- 4.2.2. Directors-at-Large.** Directors are elected at-large. Directors are elected to serve on the Board and are not elected into specific operational assignments or portfolios.
- 4.2.3. Officers.** The Board's elected officers shall include a President and one (1) Senior Vice President. Senior Vice President means the Senior Vice President elected by the General Assembly to serve in that role. No person may serve as a President or Senior Vice president who is, or whose immediate family member is, an employee or contractor of the School. As a condition of eligibility, any candidate for President or Senior Vice President shall undergo a financial background check, the results of which must confirm that the candidate has not committed any financial crimes.
- 4.2.3.1. Additional Officers.** The Board may create additional officer positions and define their duties (including, by example, Secretary and/or Treasurer/Finance Officer, and/or Vice President) only by a two-thirds (2/3) vote of the Directors then in office.
- 4.2.4. Operational Assignments and Committees.** After elections, the Board may assign Directors to oversee operational portfolios (including, without limitation, duties, events, administration, and communications) and may establish committees and adopt written charters defining responsibilities, reporting expectations, and approved budgets. Operational assignments and committee charters may be updated by Board resolution as needed.
- 4.2.5.** General Assembly shall elect two (2) additional Vice Presidents.
- 4.2.6. School Principal.** The School Principal may attend Board meetings ex officio as a nonvoting participant unless otherwise determined by the Board.
- 4.2.7.** Board of Directors or its Designee shall present Board's Annual Report at General Assembly meeting. Such a report must include annual financial and operational status of the School.

4.3. Elections and Terms.

- 4.3.1. Elections by the General Assembly.** At the Annual General Assembly meeting, the General Assembly shall elect: (a) the Directors-at-Large; and (b) the President, Senior Vice President and two Vice Presidents.
- 4.3.2. Terms.** The President and Senior Vice President shall serve two (2) year terms and shall be staggered so that not all such terms expire in the same year. Two remaining Vice Presidents shall also serve two (2) year terms and shall be staggered so that not all such terms expire in the same year. All other Directors shall serve one (1) year terms unless the General Assembly establishes a different term for a specific Director seat by resolution consistent with these Bylaws.
- 4.3.3. Re-election.** Directors and officers may be re-elected and shall serve until their successor is elected and qualified, or until earlier resignation or removal.
- 4.3.4. Holdover.** Notwithstanding any membership or eligibility requirement tied to having a child enrolled, a Director may complete the Director's then-current term if the Director's child graduates or otherwise ceases to be enrolled during that term; provided, however, that such Director shall not be eligible for re-election unless otherwise eligible at the time of re-election. During such continued-service period, the Director shall be entitled to attend Board and General Assembly meetings and vote on all matters to the same extent as any other Director, and shall retain active voting rights as a Member for the duration of such term.

4.4. Meetings; Remote Participation; Quorum; Voting

- 4.4.1. Meetings.** The Board shall meet at least five (5) times per year and may meet more frequently as needed during the school year.
- 4.4.2. Remote Participation.** Directors may participate by means other than in person. Such means will be determined by the Board, as permitted by Illinois law. Participation by such means counts as presence.
- 4.4.3. Notice.** Notice of Board meetings shall be given by written or electronic notice at least forty-eight (48) hours in advance, unless urgent circumstances require shorter notice.
- 4.4.4. Quorum.** A $\frac{2}{3}$ majority of the Directors then in office constitutes a quorum.
- 4.4.5. Voting.** Unless otherwise required by law or these Bylaws, Board actions shall be approved by a simple majority of Directors present at a meeting where a quorum is established.

4.5. Resignation; Removal; Vacancies.

- 4.5.1. Resignation.** A Director or officer may resign at any time by written notice to the President (or, if unavailable, to any Senior Vice President or Vice President).
- 4.5.2. Removal for Cause.** A Director or officer may be removed by the Board for cause, including repeated nonattendance, misconduct, or conduct detrimental to the School, by a two-thirds (2/3) vote of the Directors then in office, provided the Director or officer receives a thirty (30) day notice of the proposed removal and an opportunity to be heard.
- 4.5.3. Vacancies.** Vacancies on the Board may be filled by the Board for the remaining term by a majority vote.
- 4.5.4. Officer Vacancies.** If the office of President or Senior Vice President becomes vacant, the Board may designate an interim officer from the current members of the Board, by a $\frac{2}{3}$ majority vote of all members of the remaining Board of Directors, until the next election or for the remainder of the term, whichever comes first, as the Board determines.

5. ARTICLE V. COMMITTEES

The Board may establish standing or special committees as permitted under Illinois law. The Board may define the purpose, scope, membership, reporting duties, and duration of any committee by resolution or written charter. Each committee shall perform only the functions assigned to it under these Bylaws or by Board resolution and shall report to the Board as provided in its charter or in these Bylaws.

6. ARTICLE VI. AUDIT COMMITTEE

6.1. Audit Committee. An Audit Committee shall exist as a standing committee of the School for the purpose of independent financial oversight, operational review, and reporting.

6.2. Size. The Audit Committee shall consist of not fewer than three (3) and not more than five (5) Members. The exact number of Members within this range shall be determined by the General Assembly at the time of election. If fewer eligible candidates are available than the number of seats announced, the unfilled seats shall remain vacant and the Audit Committee size shall be deemed reduced accordingly, provided the Audit Committee remains at or above three (3) Members. Rules for submitting candidates shall be identical to submitting candidates for the Board of Directors.

6.3. Election. The members of the Audit Committee shall be elected by the General Assembly at large, for a term of two (2) years. At least two members of the Audit Committee shall have experience volunteering for the School in an official capacity, or work experience matching the responsibilities of the Audit Committee.

6.3.1. Holdover. Notwithstanding any membership or eligibility requirement tied to having a child enrolled, a member of the Audit Committee may complete the then-

current term if their child graduates or otherwise ceases to be enrolled during that term; provided, however, that such member shall not be eligible for re-election unless otherwise eligible at the time of re-election. During such continued-service period, a member of the Audit Committee shall be entitled to attend Audit Committee meetings and vote on all matters to the same extent as any other member of the Audit Committee, and shall retain active voting rights as a Member for the duration of such term.

6.4. Independence. No person may serve on the Audit Committee who is, or whose immediate family member is, a Director, officer, employee, or contractor of the School.

6.5. Meetings. The Audit Committee shall meet at least twice each fiscal year, and more frequently as the Audit Committee deems necessary or as requested by the Board of Directors.

6.6. Duties. The Audit Committee shall:

- (a) review the School's financial records, internal controls, and financial reporting practices;
- (b) have a necessary and/or reasonable access to financial records and supporting documentation, subject to appropriate confidentiality requirements;
- (c) report its findings and recommendations to the Board within fourteen (14) days after each meeting;
- (d) present an Annual Report to the General Assembly; and
- (e) call a Special General Assembly when authorized by these Bylaws or required by law.

7. ARTICLE VII. CONFLICT OF INTEREST

7.1. Policy. The Board shall adopt and annually distribute a written conflict of interest policy applicable to Directors, officers, key employees, and committee members with Board-delegated powers.

7.2. Disclosure. Interested persons shall disclose any financial interest and all material facts to the Board or appropriate committee, which shall determine whether a conflict exists and the appropriate recusal or mitigation.

7.3. Recusal and Procedures. An interested person shall not vote on or improperly influence any matter in which the person has a conflict. The Board shall document disclosures and determinations in the minutes.

8. ARTICLE VIII. INDEMNIFICATION AND INSURANCE

8.1. Indemnification. To the fullest extent permitted by Illinois law, the School shall indemnify any person who is or was a Director, officer, employee, or agent of the School, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was acting in such capacity, provided such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the School.

8.2. Advancement. Expenses incurred by an indemnified person may be paid in advance of the final disposition upon receipt of an undertaking to repay if it is ultimately determined that such person is not entitled to indemnification.

8.3. Insurance. The School may purchase and maintain insurance on behalf of any person entitled to indemnification to the extent permitted by law.

9. ARTICLE IX. FISCAL MATTERS

9.1. Fiscal Year. The fiscal year of the School shall be determined by the Board.

9.2. Contracts. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the School.

9.3. Checks and Drafts. All checks, drafts, or other orders for the payment of money shall be signed by such officer(s) or agent(s) as the Board may designate.

9.4. Deposits. All funds of the School shall be deposited to the credit of the School in such banks or other depositories as the Board selects. The School may accept contributions and donations, and its revenues may include proceeds from events, a school store, and sponsor advertisements, in addition to tuition.

9.5. Gifts. The Board may accept on behalf of the School any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the School consistent with its charitable and educational mission.

10. ARTICLE X. CORPORATE RECORDS AND INSPECTION

10.1. Records. The School shall keep correct and complete books and records of account; minutes of proceedings of the Members, Board, and committees; and a record of Members entitled to vote.

10.2. Inspection Rights. All books and records of the School may be inspected by any Director for a proper purpose at any reasonable time. Member inspection rights shall be provided to the extent required by Illinois law and subject to reasonable conditions adopted by the Board to protect privacy and confidentiality.

10.3. Public Disclosures. The School shall make available for public inspection its Form 990 and any documents required to be disclosed by applicable law.

11. ARTICLE XI. NONDISCRIMINATION; SAFEGUARDING MINORS; VOLUNTEERS

11.1. Nondiscrimination. The School shall not discriminate on the basis of race, color, origin, sex, disability, or age and will comply with applicable federal, state, and local nondiscrimination laws.

11.2. Safeguarding Minors. The Board shall adopt and maintain written child protection and safeguarding policies appropriate for a school environment, including screening and supervision of personnel and volunteers, mandatory reporting compliance, incident response, and training.

11.3. Volunteers. The School may utilize volunteers to support programs and activities. The Board may adopt policies governing volunteer eligibility, supervision, codes of conduct, and required training.

12. ARTICLE XII. EDUCATIONAL PROGRAMS AND SCHOOL OPERATIONS

12.1. Programs. The School shall provide instructional programs in Polish language and, as resources permit, in Polish history, geography, and culture, and may offer preschool and secondary-level instruction and enrichment activities consistent with educational goals. School may provide a sequence of elementary and high school grades and may offer a matriculation exam opportunity.

12.2. Accreditation and Compliance. The School will endeavor to maintain compliance with applicable educational standards and requirements.

12.3. Tuition and Fees. The Board shall establish tuition and fee schedules, billing practices, and refund policies. School operations may be funded by tuition fees paid by parents or legal guardians, along with donations and event proceeds.

12.4. Clubs and Enrichment. The School may sponsor after-school activities and student clubs to support education, discipline, and student well-being; instructors for such clubs may be compensated from club fees as approved by the Board. Expenses for student and school needs shall be reimbursed only after prior Board approval.

12.5. Principal, Teachers, and Staff. The Board may employ a Principal to manage day-to-day educational operations, hire teachers and staff, and administer academic programs under Board policies. The Principal manages school activities, represents the school, and is the workplace manager for teachers and instructors.

13. ARTICLE XIII. ELECTRONIC MEETINGS AND NOTICE

13.1. Electronic Meetings. Meetings of Members, the Board, and committees may be held by means of telephone conference, video conference, or other means of remote communication to the extent permitted by Illinois law, provided all participants may hear each other simultaneously.

13.2. Electronic Notice and Consents. To the extent permitted by law, any notice, ballot, waiver, or consent required by these Bylaws may be given or received by electronic transmission, including email, to an address furnished by the Member, Director, or officer for such purpose. Notices to Members may be emailed and posted conspicuously at the school.

14. ARTICLE XIV. DISSOLUTION

14.1. Dissolution. Upon the dissolution of the School, the Board shall, after paying or making provision for the payment of all liabilities of the School, distribute all assets of the School exclusively for the purposes of the School in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes related to Polish culture that at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes.

15. ARTICLE XV. AMENDMENTS

15.1. Amendments by Members. These Bylaws may be amended by a $\frac{2}{3}$ majority vote of members present at a duly called meeting, unless a greater vote is required by law. Such changes can only be submitted by a committee established by the Board of Directors or General Assembly. Such Committee shall include at least three (3) members, and by default include the Board President, member of the Audit Committee designated by the Audit Committee. Proposed amendments shall be included in the meeting notice or distributed to the members at least fourteen (14) days before the meeting.

15.2. Board Contribution. The Board may make non-substantive corrections, renumbering, and conforming edits without Member approval.

15.3. Articles and Member Rights. Any amendment that would adversely affect Member voting rights or reduce the number or terms of Directors elected by Members shall require Member approval to the extent required by Illinois law.

16. ARTICLE XVI. MISCELLANEOUS

16.1. Interpretation; Severability. Headings are for convenience only and do not affect interpretation. If any provision of these Bylaws is held invalid, the remaining provisions shall continue in full force.

16.2. Governing Law. The School shall be governed by, and these Bylaws construed in accordance with, the laws of the State of Illinois. In the event of a conflict between Illinois law and these bylaws, Illinois law governs.

16.3. No Private Inurement. No part of the net earnings of the School shall inure to the benefit of, or be distributable to, its directors, officers, Members, or other private persons, except that the School shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

16.4. Usage of Name and Insignia. The Board may adopt policies governing use of the School's name, flag, emblem, and branding.

16.5. Political and Legislative Activity. No substantial part of the activities of the School shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the School shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

16.6. Teachers' Council. "Teachers' Council" means the advisory body comprised of the School's current teachers and instructional aides (or such other instructional staff as the Board may designate by policy), organized for purposes of internal consultation and coordination and to exercise any limited rights expressly granted to it under these Bylaws, including the election of one (1) representative with active voting rights for the General Assembly. The Teachers' Council has no authority to bind the School or the Corporation unless expressly authorized by the Board or these Bylaws.

16.7. Detrimental Conduct. "Detrimental Conduct" means conduct by a Member that the Board of Directors determines, in good faith, materially harms or poses a material risk of harm to the School, its students, staff, families, operations, finances, reputation, or ability to carry out its mission, including, without limitation: (a) harassment, bullying, discrimination, threats, or violence; (b) disruptive, abusive, or intimidating behavior at School or Member meetings or School-sponsored activities; (c) material violation of School policies or these Bylaws after notice; (d) misuse or misappropriation of School funds or property, or fraud or dishonesty in dealings with the School; (e) unauthorized disclosure or misuse of confidential student, family, personnel, or School information; or (f) retaliation against any person for making a good-faith complaint or participating in an investigation.

16.8. Good Standing. A Member is in "good standing" if the Member is current on all dues, tuition, and fees owed to the School and is not under suspension or subject to a pending determination of Detrimental Conduct.

16.9. Immediate Family. "Immediate family" means a person's spouse or domestic partner, parents, children, and siblings, including step- and in-law relationships of the same degree.