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# POLISH-AMERICAN ENGINEERS ASSOCIATION

FOUNDED



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## Bylaws

Adopted  
July 1, 2012

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# **PAEA BYLAWS**

## **Article I MEMBERSHIP**

**Section 1.1 Grades of Membership.** The Membership in this Association shall be open to all engineers of Polish heritage and engineers and professional people in related fields. The Grades of Membership shall be designated as follows: Member, Life Member, Student Member, Sustaining Member, and Honorary Member.

**Section 1.2 Member.** A Member shall be a graduate from an accredited institution of higher education. In lieu of each year of the above education, a Member shall have two years of professional experience in a responsible position.

**Section 1.3 Life Member.** A Member who has been a full Member in good standing for a cumulative total of thirty (30) years and who has attained the age of sixty-five (65) years. The member shall retain all the rights and privileges of the most recent membership grade.

**Section 1.4 Student Member.** A Student Member shall be a person who is a student in related to engineering course of study in accredited institution of higher education.

**Section 1.5 Sustaining Member.** A Sustaining Member shall be a firm or corporation that shall be identified with engineering or scientific activities. A Sustaining Member may appoint as a representative a person who has the qualifications of a Member.

**Section 1.6 Honorary Member.** An Honorary Member may be any person who has rendered national or international service in the engineering or in some related field, or a person recognized for outstanding work in promoting the general welfare of the community.

**Section 1.7 Voting Membership.** Only Members and Life Members in good standing shall be Voting Members.

**Section 1.8 Obligations of Members.** Each member, upon election to membership, shall be bound by the provisions of this Bylaws, Rules of the Board of Directors, and all amendments thereto.

**Section 1.9 Fees and Annual Dues.** All fees and annual dues shall be fixed and payable as determined by the Board of Directors from time to time and shall be published periodically in the official publication of the Association.

These fees and dues shall be paid in advance and are non refundable.

New Members joining the Association on or after July 1, Members that attained the age of sixty-five (65) years, Life Members, and Student Members shall pay 50% of the current dues. Honorary Members shall not be required to pay fees or annual dues.

**Section 1.10 Dues Payment.** If any Member, Life Member, and/or Student Member shall fail to pay the current dues by three (3) months after the due date, the member shall be classed as delinquent and, if a Voting Member, shall lose the member's right to vote. If such dues are not paid by six (6) months after the due date, membership in the Association shall cease.

**Section 1.11 Suspension and Cessation of Membership.** A member can be suspended when under indictment for the violation of moral and/or ethical principles. Membership affiliation may be terminated by resignation and by established proof of violation of moral and/or ethical principles.

**Section 1.12 Reinstatement of Membership.** A member, whose name has been removed from the rolls for failure to pay the dues, may have his Membership restored by full payment of the dues in arrears. A member, whose name has been removed from the rolls for violation of moral and/or ethical principles, may have his Membership restored if the indictments have been proven to be false.

**Section 1.13 Admission Applications.** All applicants for admission to the Association shall make application in such form and with such information as shall be required by the Board of Directors.

## **Article II MEETINGS of MEMBERS**

**Section 2.1 Monthly Meetings.** The meetings of the Association shall be held on the third Friday of each month unless otherwise authorized by the majority of the Members.

**Section 2.2 Location.** The places and times of the Meetings shall be determined by the majority of the Members.

**Section 2.3 Language.** The Meetings of the Association shall be conducted in English. However, any member of the Association may use Polish if he/she wishes to do so.

**Section 2.4 Order.** The order of a monthly Meeting shall be as follows:

1. Previous Meeting Minutes
2. President's Report
3. Treasurer's Report
4. Secretary's Report
5. Committee's Report
6. Unfinished Business
7. New Business
8. Adjournment
9. Technical Presentation

### Article III OFFICERS

**Section 3.1 Officers and Duties.** The officers of the Association shall be the President, First Vice President, Second Vice President, Treasurer, Financial Secretary, and Recording Secretary. These officers shall perform the duties prescribed by these Bylaws.

**Section 3.2 Requirements.** Only Voting Members can hold an Administrative Office. To be considered as a candidate for an office, a member shall be a member in good standing of the Association for a period of at least one (1) year and shall have the necessary qualifications to undertake the responsibilities of the office.

**Section 3.3 Nomination Procedures, Time of Elections.** The Nominating Committee shall nominate candidates for the offices to be filled at the regular meeting in May. Before the election, additional nominations from the floor shall be permitted. Preferably, there shall be a minimum of two (2) candidates for a position, one of which could be the incumbent seeking a second term.

**Section 3.4 Ballot Elections, Term of Office.** The Association officers shall be elected by a secret ballot to serve for two (2) years or until their successors have been elected and installed. Newly elected officers shall be officially installed at the first fall meeting of the Association.

**Section 3.5 Office-Holding Limitations.** No member shall hold more than one (1) office at a time, and no member shall be

eligible to serve more than two (2) consecutive terms in the same office. Any officer of the Association that completed his term(s) in a particular office may be elected to another office at the next election.

**Section 3.6 Duties.** All officers of the Association (**Administration**) shall perform the duties customarily attached to their respective offices and such other duties incidental to their respective offices as are delegated to them by these Bylaws or as assigned to them by the Board of Directors.

**Section 3.7 President.** The President shall have general direction of the affairs of the Association and general supervision over its officers; shall preside at all meetings of the members and attend all meetings of the Board of Directors.

**Section 3.8 First Vice President.** The First Vice President shall be a custodian of the Constitution and Bylaws and shall preside in all matters concerning any proposed amendments to the Constitution and Bylaws. The First Vice President shall perform all duties of the President in the President's absence.

**Section 3.9 Second Vice President.** The Second Vice President shall be responsible for the Membership and Social Committees and shall perform all duties of the First Vice President in the First Vice President's absence.

**Section 3.10 Treasurer.** The Treasurer shall handle all the funds of the Association and shall have custody of all securities, notes, contracts, and other important documents of the Association. The Treasurer is authorized by the Administration to maintain a petty cash account not exceeding \$50.00 at any time.

**Section 3.11 Financial Secretary.** The Financial Secretary shall send a dues notice by mail and/or email to all members of the Association, collect dues, and keep records of all financial transactions of the Association.

**Section 3.12 Recording Secretary.** The Recording Secretary shall receive all incoming mail, handle and sign all outgoing correspondence, keep minutes of the Meetings of the Association and Administration, and give due notification of all activities of the Association at monthly meetings.

The Association shall issue a Bulletin in which all meetings information, amendments to the Constitution and Bylaws, letters, articles, etc shall be published.

**Article IV**  
**BOARD of DIRECTORS**

**Section 4.1 Board of Directors.** The Board of Directors (**Board**) is to provide guidance to the Administration to ensure that the Association is maintaining its direction and objectives and to provide guidance for forward looking directions in accordance with the Constitution and Bylaws.

**Section 4.2 Board Membership.** The Board shall consist of a total of seven members including the Chairperson. To ensure continuity, the most recent Past President of the Association is automatically a Board member. All other board members will be elected and will serve a four-year term. Board members serving a full four-year term cannot succeed themselves in office. A board member filling a partial term may be reelected to a subsequent full four-year term.

The initial Board will consist of two groups. One group of three (3) members will be elected for a two-year term and the remaining members will be elected for full four-year term. The Board will elect its own Chairperson. To ensure continuous operation of the Association, the Chairperson's term can be amended at any time at any time by the Board. The Chairperson has the right to vote in all matters that come before the Board.

Members of the Board may include previous officers of Association, members of Administration, and members in good standing nominated by the Chairperson. If a Board member is unable to perform his duties or a vacancy occurs, the Board shall have the power to remove the Board member, to declare a vacancy, and to fill the vacancy immediately. The new Board member must be elected with a minimum of three affirmative votes.

**Section 4.3. Board Meeting.** The Board shall meet on quarterly basis. The location for the Board meeting shall be published in the Association Bulletin and on the web site. For a Board meeting to be valid, a quorum is required. A quorum is defined as the presence of the majority of Board members.

While any Association member in good standing is welcome to attend regular or special Board meeting, they cannot address the Board or participate in the meeting unless and until the member has obtained permission of from the Chairperson of the Board. Non-board members in attendance at any Board meeting cannot vote.

**Section 4.4. Board Responsibilities.** The Board shall have a vote on Association business in the same manner as the Administration members of the Association. The Board shall be empowered to remove any member of the then current Administration who is deemed not to be acting in the best interest of the Association. Removal will require vote of no confidence by all members of the Board.

The Board shall prepare a written report summarizing minutes and action items resulting from meetings that may include specific recommendations to the Administration with action items and timelines.

**Article V**  
**FINANCES and EXPENDITURES**

**Section 5.1 Bank Account.** The Administration shall be the signers required in opening and maintaining a bank account.

**Section 5.2 Withdrawals.** All withdrawals from the bank account must be made on a two-signature account of any two of the following four officers of the Administration: The President, the First Vice President, the Second Vice President, and the Treasurer.

**Section 5.3 Approvals.** The President and thr Treasurer are authorized to approve expenses of the Administration and the Committees.

**Article VI**  
**COMMITTEES**

**Section 6.1 Committees of the Association.** The standard, standing or non-standing, committees of the Association shall be the committees prescribed by these Bylaws. The Board may from time to time create other/special committees as it deems necessary to carry on the work of the Association and shall prescribe their powers and duties, and may abolish any such committee.

**Section 6.2 Committee Members.** Each committee shall consist of a Chairman and at least two (2) members. Each committee member shall hold the grade of Member or higher in the Association. Only the Nominating Committee and Auditing Committee members are elected when the general elections are held.



**Section 6.3 Committees.** There shall be the following committees:

- a. Nominating Committee
- b. Membership Committee
- c. Social Committee
- d. Public Relations and Publicity Committee
- e. Auditing Committee
- f. Disciplinary Committee
- g. Historical Committee
- h. Scholarship Committee.

**Section 6.4 Nominating Committee.** The Nominating Committee shall select and present candidates for the bi-annual election.

**Section 6.5 Membership Committee.** The Membership Committee shall examine the qualifications of all candidates applying for a membership and make their recommendations to the Administration for acceptance or rejection of a candidate to the Association.

**Section 6.6 Social Committee.** The Social Committee shall take all necessary steps to provide for the arrangement of all social events of the Association.

**Section 6.7 Public Relations and Publicity Committee.** The Public Relation and Publicity (PR) Committee shall undertake the preparation and publication of all bulletins, maintain Associations' web site, maintain a list of all members of the Association, and undertake steps to inform general public of the activities of the Association through all available media. The PR Committee shall have a budget approved by the Administration for expenses involved in its activities.

Individual members of the PR Committee shall not represent the Association, directly or indirectly, verbally or in writing unless authorized by the Administration.

**Section 6.8 Auditing Committee.** The Auditing Committee shall audit the books of the Treasurer, the Financial Secretary, and of any Committee whose activity required the expenditure of the Association funds. The audit shall be made annually, with results presented at the May meeting.

**Section 6.9 Disciplinary Committee.** The Disciplinary Committee shall thoroughly investigate all written and signed reports regarding alleged violation of moral and/or ethical principles in order to establish, without any doubt, the guilt or innocence of any member(s) in question. No verbal accusation shall be considered. The results of the

investigation shall be presented to the President for the proper action. The activities, investigation, and findings shall be kept confidential.

**Section 6.10 Historical Committee.** The Historical Committee shall maintain a historical record of the Association and present a report annually at the May meeting.

**Section 6.11 Scholarship Committee.** The Scholarship Committee shall examine the merits of all candidates applying for a scholarship and make their recommendations to the Administration for an award of a scholarship to a candidate.

## **Article VII AMENDMENTS**

**Section 7.1 Notice.** Any Member or Life Member of the Association may propose Amendments to these Bylaws. All proposed amendments shall be endorsed in writing by a minimum of five Members and/or Life Members and shall be presented in writing to the Recording Secretary.

**Section 7.2 Presentation.** Upon receipt of any proposed amendment to the Bylaws in accordance with Section 7.1 of this Article, the Recording Secretary shall record and pass it to the First Vice President for presentation and comments at the next monthly meeting. Two weeks before the monthly meeting, the Recording Secretary shall e-mail and/or mail copies of all proposed amendments to all Members and Life Members.

**Section 7.3 Discussion.** At the meeting, the First Vice President shall discuss all proposed amendments to the Bylaws with all present Members and Life Members.

**Section 7.4 Voting.** The voting may be either by mail or by e-mail and must be received by a date specified by the Recording Secretary. An affirmative vote by the majority of the Members and Life Members is required to approve the proposed amendment(s). Such affirmation shall automatically affect the Bylaws. The amendments shall then be recorded by the Recording Secretary and shall be published in the Bulletin of the Association.