



# BY-LAWS OF PLAST CONFERENCE INC.

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## ПОЯСНЕННЯ

Корпорація “Plast Conference Inc.” (PCI) була створена Головною Пластовою Булавою у 1995 році щоби дати змогу американським жертводавцям на Пласт обтягнути пожертву з податків. Жертводавець давав гроші на ГПБ але писав чек на PCI. Згодом жертводавець отримав посвідку від PCI, і мав можливість відтягнути свою пожертву від федерального податку. А ГПБ уживали пожертву як уважали.

Тому що до PCI приходили гроші була потреба давати фінансовий (податковий) звіт федеральному урядові (IRS). Скарбник ГПБ трактував ідентично гроші у касі ГПБ і гроші у касі PCI – як гроші ГПБ! Згодом ГПБ почала трактувати PCI як свою одну касу, і тепер всі фонди ГПБ, не тільки від жертводавців, переходять через PCI.

Такий підхід практичний і реальний, але не вповні правний. Треба це наладнати. Тому написано By-Laws для PCI.

Інтенція ГПБ була, є і буде мати повну контролю над PCI. Щоби PCI фактично була тільки каса ГПБ. Коли б не було PCI, гроші ГПБ були б у касі ГПБ, і ГПБ мусіли б давати фінансовий (податковий) звіт федеральному урядові (IRS).

Через правні причини не все це поміщене у By-Laws. Це пояснення написано щоби причина на By-Laws PCI була всім ясна (тепер і у майбутньому). Інтенція ГПБ є щоби члени ГПБ призначували себе (у виїмкових випадках когось іншого) як директори PCI, а щоби президія ГПБ (у виїмкових випадках хтось інший кого ГПБ призначить) служила як управа (екзекутивна) PCI.

## **BY-LAWS OF PLAST CONFERENCE INC.**

### **1. ORGANIZATION AND PURPOSE**

1.01 Organization and Purpose. Plast Conference Inc. ("PCI") is organized as a New York not-for-profit corporation. The Purpose of PCI is to further the charitable and educational goals of the Conference of Ukrainian Plast Organizations ("KUPO") in a manner consistent with (a) the laws of New York applicable to not-for-profit organizations, and (b) the requirements of Section 501(c)(3) of the Internal Revenue Code.

### **2. BOARD OF DIRECTORS**

2.01 Board of Directors. A Board of Directors, composed of not more than 13 Directors, shall manage the affairs of PCI. The Board of Directors shall be appointed by the "Holovna Plastova Bulava" or "HPB", the executive committee of KUPO.

2.02 Term of Office. Subject to the provisions of these By-laws, Directors shall be appointed for a term of three (3) years or until their successors are appointed.

2.03 Vacancies. The office of a Director shall automatically be vacated if:

(a) the Director becomes bankrupt or is declared insolvent;

(b) the Director is found to be a mentally incompetent person or becomes of unsound mind;

(c) the Director resigns by delivering notice in writing to PCI, which resignation shall be effective at the time it is received by the Secretary of PCI or at the time set out in the notice, whichever is later;

2.04 Filling Vacancies. Any vacancy that may occur on the Board of Directors of PCI shall be filled as soon as practicable by appointment by the HPB.

2.05 Remuneration of Director. The Directors of PCI shall serve without remuneration. However, a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties, subject to approval by the Board of Directors.

2.06 Power of the Board of Directors. The Board of Directors shall administer the affairs and property of PCI, authorize or direct the execution of contracts or agreements, and, except as hereinafter provided, applicable law, or the Articles of Incorporation of PCI, exercise all such other powers and perform all such other acts as PCI is authorized to exercise and perform. Directors shall have authority only acting as a Board pursuant to these by-laws; individual Directors shall not have authority as such.

2.07 Indemnities to Directors. Every Director and Officer of PCI and his heirs, executors and administrators, shall be indemnified and saved harmless, out of the funds of PCI, from and against,

(a) all costs, charges and expenses whatsoever which the Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed or matter whatsoever made, done or permitted by him in or about the execution of the duties of his office; and

- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect or default.

2.08 Protection of Directors and Offices. No Director or Officer of PCI shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee; or for any loss, damage or expense incurred by PCI through the insufficiency or deficiency of title to any property acquired by PCI; or for the insufficiency of any security upon which any of the money belonging to PCI shall be placed; or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom any moneys, securities or effects shall be lodged or deposited; or for any other loss, damage or misfortune which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own wrongful and willful act, or through his own wrongful and willful neglect or default.

2.09 Responsibility for Acts. The Directors acting on behalf of PCI shall personally not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of PCI, except such as shall have been submitted to and authorized or approved by the Board of Directors.

### **3. MEETINGS OF DIRECTORS**

3.01 Meetings. Meetings of the Directors may be held at any place within or outside New York, as designated in the notice calling the meeting. Meetings of Directors may be called by the President, the Vice-President or any two (2) Directors.

3.02 Notice. Subject to the provisions of Section 3.03, notice of Directors' meetings shall be delivered, mailed, sent by electronic means or telephoned to each Director not less than thirty (30) days before the meeting is to take place. The statement of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the Directors are present or if those absent have signified their consent to the meeting held without notice and in their absence.

3.03 Regular Meetings. The Board of Directors may appoint one or more days in each year for regular meetings of the Directors at a place and time named; no further notice of the regular meetings need be given.

3.04 Quorum. A quorum for the transaction of business at meetings of the Directors shall be composed of at least ten (10) Directors. Proxies to other Directors are acceptable.

3.05 Voting. Each Director is authorized to exercise one (1) vote. Directors with proxies will have the additional vote of the proxy. Questions arising at any meeting of the Directors shall be decided by a majority of votes present, except questions requiring a super-majority by the by-laws of PCI.

3.06 Telephone Participation. If the Directors of PCI consent, a meeting of Directors may be held by means of telephone, electronic or other communication modes as permit all persons participating in the meeting to hear each other simultaneously and instantaneously, and a Director participating in such meeting by such means is deemed to be present at that meeting.

3.07 Resolution in Lieu of Meeting. A resolution in writing signed by all of the Directors entitled to vote on that resolution at a meeting of Directors is as valid as if it had been passed at a meeting of Directors.

#### **4. OFFICERS**

4.01 Appointment of Officers. The Board of Directors shall triennially elect a President, a Vice-President, a Secretary and a Treasurer, which officers shall serve until their successors are duly elected and qualified.

4.02 President. The President shall, when present, preside as chairperson at all meetings of the Board of Directors. The President shall supervise the affairs and operations of PCI, sign all documents requiring his signature, have other powers incident to his office, and other duties prescribed to him by the Board of Directors.

4.03 Vice-President. During the absence or inability to act of the President, his duties and powers may be exercised by the Vice-President. The Vice-President shall also perform other duties incident to his office, and other duties prescribed by the Board of Directors.

4.04 Secretary. The Secretary shall be the clerk of the Board of Directors and shall attend all meetings of Directors and members to record all facts and minutes of those proceedings in the books kept for that purpose. He shall be the custodian of the seal of PCI and of all documents belonging to PCI. He shall perform other duties incident to his office, and other duties prescribed by the Board of Directors.

4.05 Treasurer. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of PCI in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of PCI in the bank or banks from time to time designated by the Board of Directors. He shall disburse the funds of PCI under the direction of the Board of Directors and shall render to the Board of Directors, whenever required of him, an account of all his transactions as Treasurer and of the financial position of PCI. He shall co-operate with the auditors of PCI during any audit of the accounts of PCI, and perform other duties incident to his office, and other duties prescribed by the Board of Directors.

4.06 Other Officers. The Board of Directors may appoint other Officers and agents (and with such titles as the Board of Directors may prescribe from time to time) as it considered necessary and all Officers shall have the authority and perform the duties from time to time prescribed by the Board of Directors.

4.07 Removal of Officers. All Officers shall be subject to removal by resolution of the Board of Directors at any time.

4.08 Vacancies. If the office of any officer of PCI shall become vacant, the Directors by resolution shall elect a person to fill such vacancy.

#### **5. COMMITTEES**

The Board of Directors may from time to time appoint committees whose members will hold their office at the will of the Board of Directors. The Board of Directors shall determine the powers and duties of such committees.

## **6. EXECUTION OF DOCUMENTS**

6.01 Checks, Drafts, Notes, Etc. All checks, bills of exchange, drafts or orders for the payment of money and all notes and acceptances issued in the name of PCI shall be signed by such officer or officers, person or persons and in such manner as shall from time to time be prescribed by the Board of Directors.

6.02 Execution of Documents. Contracts, instruments and other documents requiring execution by PCI must be signed by the President and any one of the other Officers, and all documents so signed are binding upon PCI without any further authorization or formality. The Board of Directors may from time to time appoint any Officer or Officers or any person or persons on behalf of PCI, either to sign contracts, instruments and documents generally or to sign specific documents. The corporate seal of PCI may, when required, be affixed to documents executed in accordance with the foregoing.

6.03 Books and Records. The Board of Directors shall see that all necessary books and records of PCI required by the by-laws of PCI or by any applicable statute are regularly and properly kept.

## **7. BANKING ARRANGEMENTS**

7.01 The Board of Directors shall designate, by resolution, the officers and other persons authorized to transact the banking business of PCI, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board of Directors has designated as PCI banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to,

- (a) operate PCI accounts with the banker;
- (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the checks, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- (c) issue receipts for and orders relating to any property of PCI;
- (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
- (e) authorize any officer of the banker to do any act or thing on PCI behalf to facilitate the banking business.

7.02 Deposit of Securities. The securities of PCI shall be deposited for safe keeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of PCI signed by such Officer or Officers, agent or agents of PCI, and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

7.03 Investment of Financial Assets. The financial assets of PCI shall be invested in a manner determined and/or directed by the Board of Directors. The Board of Directors may engage independent investment managers or other fiduciaries to assist in such investment.

**8. FINANCIAL YEAR**

The financial year of PCI shall terminate on the thirty-first (31<sup>st</sup>) day of December in each year or on such other date as the Board of Directors may from time to time by resolution determine.

**9. NOTICE**

9.01 Service of Notice. Any notice required to be given, under the provisions of the by-laws or otherwise, Director or auditor may be given either by personal delivery, by facsimile or other electronic means, or by prepaid mail to any such Director or auditor at their latest address as shown in the records of PCI, or if no address is shown, at the last address known to the Secretary. Notice may be waived or the time for notice may be waived or abridged at any time with the consent in writing of the person entitled to such notice.

9.02 Computation of Time. In computing the date when notice must be given under any provision of the by-laws requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall not, unless otherwise provided, be counted in such number of days.

9.03 Omissions and Errors. The accidental omission to give notice of any meeting of the Board of Directors or the non-receipt of any notice by any Director or by the auditor of PCI or any error in any notice not affecting its substance does not invalidate any resolution passed or any proceedings taken at the meeting. Any Director or the auditor of PCI may at any time waive notice of any Meeting and may ratify and approve any or all proceedings taken thereat.

9.04 Dissolution of PCI. The dissolution of PCI may occur only by unanimous vote of all Directors. The remaining property of PCI shall be disposed of in a manner consistent with PCI's Articles of Incorporation and New York law pertaining to not-for-profit organizations as the Board of Directors may determine.

**10. BY-LAWS AND AMENDMENTS, ETC.**

The By-laws of PCI may be enacted, repealed, amended, altered, added to or re-enacted by action of the Board of Directors. Any amendments to the By-laws of PCI must be passed by  $\frac{3}{4}$  of the members of the Board.

**11. EFFECTIVE DATE**

This by-law shall come into force without further formality upon its enactment.