

Chicago Society Foundation Constitution

(as amended and restated as of January 27, 2020)

ARTICLE I

The CHICAGO SOCIETY FOUNDATION is a charitable and philanthropic organization. The Chicago Society Foundation is a corporation and is governed by the Illinois General Not-for-Profit Act of 1986, as it may be from time to time amended. It was founded by the membership of the Chicago Society of the Polish National Alliance, which is also known as Lodge 1450 of the Polish National Alliance of the United States of North America.

ARTICLE II

PURPOSES

The purpose of the Chicago Society Foundation is to provide philanthropic and charitable assistance to meet the needs of individuals primarily of Polish heritage and organizations primarily dedicated to the Polish American or Polish community within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as amended or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE III

MISSION STATEMENT

The mission of the Chicago Society Foundation is to improve the well-being of the Polish American and Polish communities by supporting cultural, historical and educational projects of qualified individuals and organizations.

ARTICLE IV

NON-DISCRIMINATION

This corporation shall not discriminate against any person for reason of race, gender, age, national origin, handicap, religious conviction, marital status, veteran status or sexual preference.

ARTICLE V

OFFICES

Section 1. Principal Office

The principal office of the Chicago Society Foundation shall be in the State of Illinois and City of Chicago at such place as may be designated by the Board of Directors from time to time.

Section 2. Registered Office

The corporation shall have and continuously maintain in the State of Illinois a registered office and a registered agent whose address is identical to the registered office. The registered office may, but need not, be identical to the principal office. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Composition and Tenure

a. Directors

The Board of Directors shall consist of all living former presidents and the currently serving president of the Chicago Society of the Polish National Alliance (referred to herein as the Chicago Society PNA), whom must be in good standing with the Chicago Society PNA. In the event, however, that there are not at least three living former presidents and the current president qualified and willing to serve, the number of Directors shall be increased by the addition of one or more former living 1st Vice President(s), or Executive Vice President(s), as the case may be, of the Chicago Society PNA, beginning with the most recent former 1st Vice President (or Executive Vice President where applicable) and going back therefrom in time, until there are at least three members of the Board of Directors qualified and willing to serve. If there is inability to constitute at least three members of the Board of Directors through the foregoing procedure, the remaining members of the Board of Directors may add any former officer in good standing with the Chicago Society PNA, in their discretion, to enable constitution of at least three members of the Board of Directors.

b. Tenure

Former presidents of the Chicago Society PNA shall serve from the conclusion of their term as President of the Chicago Society PNA, which for these purposes shall be December 31 of the year in which they were officially inaugurated as President, they are no longer a member in good standing of the Chicago Society PNA, resign from the Chicago Society Foundation in writing, or are found unable to perform the duties of Director of the Foundation, either by recurring non-attendance or otherwise. The current President of the Chicago Society PNA shall serve during the President's present term.

c. Removal from Office

A Director may be removed from the Board of Directors of the Chicago Society Foundation by a two-thirds (2/3) vote of the Directors present at a regular or special meeting of the Board, upon resignation, or inability to perform the duties of Director, or if absent for three successive Board meetings.

d. Reinstatement

A former Director of the Chicago Society Foundation may be reinstated as a Director if that former Director has regained or remained in good standing in the Chicago Society PNA, requests reinstatement after having resigned in writing, or is found now able to perform the duties of Director. Reinstatement must be accepted by a two-thirds (2/3) vote of the Directors present at a regular or special meeting of the Board of Directors.

Section 2. Duties and Meetings

a. Duties

The business and property of the corporation shall be managed and controlled by a Board of Directors. The specific duties of the Board of Directors are to: carry out the goals and objectives of the corporation; make such grants of funds as it deems appropriate; approve and evaluate all programs; develop programs and activities that promote the purpose of the corporation; purchase or sell personal property or real estate; review and approve committee reports; hire such personnel or advisors as it may deem necessary and evaluate the performance of such personnel or advisors; approve an annual budget; monitor finances; insure that adequate resources are available to the corporation; and authorize the execution of legal documents.

b. Regular Meetings

Regular meetings of the Board of Directors shall be held at least quarterly throughout the year and upon ten (10) days written notice. E-mail or U.S. Mail notice shall serve as proper written notice. Notice of any regular meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time

of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not called or convened in accordance with the Constitution's requirements.

c. Special Meetings

Special meetings of the Board of Directors may be called at the request of the President of the Foundation or upon the request of at least 25% of the directors of the board. The President or the directors calling the meeting shall designate the time, date and place for holding any special meeting of the board and the agenda for any special meeting. Notice of any special meeting of the Board of Directors shall be given to each director who was a member of the board at the time of the last regular board meeting at least ten (10) days previously thereto by written notice to each director at the address shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be sent by special delivery service, such notice shall be deemed to be delivered when the special delivery letter is picked up. If notice be sent by e-mail, such notice shall be deemed to be delivered at the time said e-mail is sent. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting.

d. Quorum

A majority of the Board of Directors shall be necessary at all meetings to constitute a quorum for the transaction of any business.

e. Compensation

Directors of the corporation shall not receive compensation for serving as Directors. However, if authorized by the Board and in compliance with the Constitution, Directors and/or entities in which Directors have a direct or indirect financial interest may receive (i) reimbursement for reasonable expenses incurred in connection with corporation matters and (ii) reasonable compensation for professional services actually rendered.

f. Meetings by Teleconference or Other Communication Technology

Directors, or any committee designated by the Board, may participate in a special meeting of the Board or the committee, as the case may be, by means of conference telephone or any other means of communication by which either (i) all persons participating in the special meeting can hear each other during the meeting, or (ii) all communication during the special meeting is immediately transmitted to each participating Director, and each

participating Director is able to immediately send messages to all other participating Directors. If a special meeting will be conducted through the use of any means described in this provision, all Directors shall be informed that the special meeting is taking place and that official business may be transacted at such meeting. A Director participating in any such special meeting by teleconference or such other communication technology shall be deemed to be present at such special meeting. This section does not apply to regular meetings, for which physical attendance is required.

g. **Board Action by Written Consent**

Any action required by the Act, the Articles of Incorporation or this Constitution to be taken at a meeting, or any other action which may be taken at a meeting, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote of each Director, as if such vote had been taken at a meeting of such Directors.

ARTICLE VII

OFFICERS

Section 1. Officers and Elections

The officers of the Chicago Society Foundation shall be President, Vice President, Treasurer and Secretary. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors after the formation of this corporation and shall serve until the next Annual Meeting of the Board. Thereafter elections for said offices shall be held at each Annual Meeting and the officers thus elected shall serve until the next Annual Meeting and until their successors have been duly elected and qualified.

Section 2. President

a. The President shall preside at all meetings of the Board of Directors; shall have general and active management of the business of the Corporation; shall see that all orders and resolutions of the Board are carried into effect; and shall execute bonds, mortgages and other contracts properly authorized by the Board.

b. The President shall have general superintendence and direction of all the other Officers of the Chicago Society Foundation and shall see that their duties are properly performed and report to the Board of Directors in regard thereto.

c. At the meeting immediately following the close of the corporation's fiscal year, the President shall submit a report of the operations of the Chicago Society Foundation for the preceding fiscal year to the Directors of this corporation. Whenever called for by the Chicago Society PNA, or as appropriate, the President shall report all matters which the interests of the Chicago Society Foundation or the Chicago Society PNA may require to be brought to their notice.

d. The President shall be ex-officio a member of all committees and shall have the general powers and duties of supervision and management usually vested in the office of the president of a corporation.

e. The President shall create such committees as are required for the orderly conduct of the Corporation's business and shall appoint members to serve thereon. The President shall also appoint members to such committees as are formed by vote of the Board of Directors.

Section 3. Vice President

The Vice-President shall be vested with such powers required to perform all the duties of the President in the President's absence, and such other duties as may be prescribed by the Directors.

Section 4. Treasurer

a. The Treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Chicago Society Foundation and shall deposit all moneys and other valuable effects in the name and to the credit of the Chicago Society Foundation, in such depositories as may be designated by the Board of Directors.

b. The Treasurer shall disburse the funds of the Chicago Society Foundation as ordered by the Board, taking proper vouchers for such disbursements and shall render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions and the financial condition of the Chicago Society Foundation.

c. The Treasurer shall render a bond in a sum, and with such sureties, as may be required by the Board, for the faithful performance of the Treasurer's duties of his office. In the case of the Treasurer's death, resignation or removal from office, the Treasurer or his legal representative shall promptly turn over to the Foundation all books, papers, vouchers, money or other property of whatever kind in the Treasurer's possession belonging to the Chicago Society Foundation.

Section 5. Secretary

The Secretary shall keep full minutes of all meetings of the Board of Directors, shall attend all sessions of the Board, shall act as clerk thereof, and record all votes and the minutes of all proceedings in a book kept for that purpose; and shall perform (or delegate) like duties for the committees. The Secretary shall give, or cause to be given, notices for all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or President of the Foundation.

ARTICLE VIII

SPECIAL AUTHORITIES

Section 1. Loans and Collection of Funds

The Board of Directors shall have the right from time to time to make loans, solicit, and collect funds. Any such action must first be approved by two thirds of the entire Board of Directors.

Section 2. Official Instruments

Any bond, note or other instrument issued for finance purposes shall be signed by the President and Secretary.

ARTICLE IX

INSPECTION OF BOOKS AND ACCOUNTS

The books, accounts and records of the Chicago Society Foundation shall be open to inspection by any member of the Board of Directors upon reasonable prior notice to the Treasurer or the Secretary, as the case may be. In addition, the Chicago Society PNA shall have the right to inspect the records and books of accounts of the Chicago Society Foundation at all reasonable times upon prior written notice by its advocate or another attorney duly appointed in writing by the Board of Directors of the Chicago Society, PNA.

ARTICLE X

FISCAL YEAR

The fiscal year of the Chicago Society Foundation shall begin the first day of January and end the thirty-first day of December of that year.

ARTICLE XI

SPECIAL SERVICES

Section 1. Legal Services

Should it be necessary for the Chicago Society Foundation to employ legal counsel, the Board of Directors shall employ an attorney with the experience that the legal matter may require, and such attorney may, but need not, be a member of the Chicago Society Foundation or the Chicago Society of the PNA. Fees for legal services performed by such attorney, if any, shall be referred to the Board for disposition and payment.

Section 2. Accountancy

Should it be necessary for the Chicago Society Foundation to employ an accountant, the Board of Directors shall employ an accountant with the experience required, and such accountant may, but need not, be a member of the Chicago Society Foundation or the Chicago Society of the PNA. Fees for services performed by such accountant, if any, shall be referred to the Board for disposition and payment.

ARTICLE XII

EARNINGS AND DISSOLUTION

Section 1. Earnings

No part of the net earnings of the Chicago Society Foundation shall inure as dividends to the benefit of or be distributed to, its members, Directors, Officers, or other private persons, except that the Chicago Society Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

Section 2. Dissolution

Upon dissolution of the Chicago Society Foundation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Chicago Society Foundation, dispose of all of the assets of the Corporation exclusively by paying all of such assets to a charitable or philanthropic organization or organizations qualifying for tax exempt treatment and with a purpose and mission reasonably similar to that of the Corporation.

ARTICLE XIII

GRANT REQUEST GUIDELINES

The Chicago Society Foundation has adopted, and the Board of Directors is bound by, guidelines for the submission of grants. The most recent version of the guidelines shall be published online with the Constitution. The guidelines may be amended by a two-thirds vote of the Board of Directors present at a meeting, provided that the proposed amendment has been presented to all members of the Board of Directors by mail, fax transmission or e-mail at least 14 days prior to the date of the meeting at which the amendment will be presented.

ARTICLE XIV

AMENDMENTS

This Constitution may be amended by a vote of two-thirds of the Board of Directors in attendance at a duly called meeting of the Chicago Society Foundation, provided that the proposed amendment has been presented to all members of the Board of Directors by mail, fax transmission or e-mail at least 14 days prior to the date of said meeting and to the Board of Directors of the Chicago Society of the PNA, for comment, at a monthly meeting preceding the vote on the amendment by the Chicago Society Foundation. The amendment shall be effective immediately upon an affirmative vote thereon by the Chicago Society Foundation or at such other date as is specified in the amendment itself.

ARTICLE XV

INDEMNIFICATION OF DIRECTORS, EMPLOYEES AND AGENTS

Section 1. Indemnification in Actions other than by or in the Right of the Corporation

The Corporation 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 (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director, officer, employee, incorporator or other agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee, incorporator or other agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and

reasonably incurred by such person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be, in or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, or with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification in Actions by or in the Right of the Corporation

The Corporation 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 or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee, incorporator or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, member, incorporator or other agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine, upon application, that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

Section 3. Right to Payment of Expenses

To the extent that a Director, officer, employee, incorporator or other agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Determination of Conduct.

Any indemnification under sections 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, incorporator or other agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections 1 and 2 of this Article. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such actions, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 5. Payment of Expenses in Advance.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee, incorporator or other agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Indemnification Not Exclusive.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, incorporator or other agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, incorporator, consultant, attorney or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, incorporator, consultant, attorney or other agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

ARTICLE XVI

EFFECTIVE DATE

At least two-thirds of the Board of Directors of the Chicago Society Foundation, having voted in the affirmative, following earlier presentment to the Chicago Society of the Polish National Alliance Board of Directors for comment, this Amended and Restated Constitution shall be effective on the 26th day of July 2021.