

ORIGINAL CONSTITUTION

ARTICLE II. THE CONVENTION

SECTION 8. — COMPOSITION.

The Convention is the supreme legislative and governing body and shall be composed of the National Executive Board, appointed officials, members of the Board of Directors, Executive District Officers, Executive Nest Officers, benefit members of the Legion of Honor, and duly elected delegates from the Nests.

SECTION 10. — QUALIFICATIONS OF DELEGATES.

A Delegate to the Convention shall be a benefit member of the Falcons in good standing who is a citizen of the United States and who is at least 18 years of age and who shall have been a member of the Falcons for at least one (1) year prior to the Convention and a member of the Nest for at least one (1) year prior to the Convention, and who is not an officer, delegate, representative, agent or employee of any other fraternal benefit organization doing a life insurance business. A newly organized Nest that has been organized at least ninety (90) days before the Convention has the right to full representation at the Convention.

SECTION 13. — REGULAR CONVENTION.

Regular Conventions are to be held every four (4) years at such time and such place as the Convention, by a majority vote may designate, or if not designated by the Convention then by the Board of Directors by a majority vote. The President issues the call for the regular Convention at least ninety (90) days prior to the opening date of the Convention. If the Nest or District that is chosen by the National Convention to be the host of the National Convention is unable or unwilling to fulfill its obligation, it shall do so in writing to the National President. The National Board of Directors shall then have the authority to choose a new site for the Convention as soon as possible after receiving notification. In the event the National Convention does not select a site for the next Convention, the National Board of Directors shall choose the site of the next Convention within one year of the conclusion of the previous Convention.

PROPOSED AMENDMENTS

ARTICLE II. THE CONVENTION

SECTION 8. — COMPOSITION.

The Convention is the supreme legislative and governing body and shall be composed of the ~~National Executive Board, appointed officials~~, members of the National Board of Directors, National Physical Education Director, Executive District Officers, Executive Nest Officers, benefit members of the Legion of Honor, and duly elected delegates from the Nests. ~~All delegates must meet the qualifications as established in Article II Section 10—Qualifications of Delegates.~~

SECTION 10. — QUALIFICATIONS OF DELEGATES.

A Delegate to the Convention shall be a benefit member of the Falcons in good standing who is a citizen of the United States and who is at least 18 years of age and who shall have been a member of the Falcons for at least one (1) year prior to the Convention ~~and a member of the Nest for at least one (1) year prior to the Convention~~, and who is not an officer, delegate, representative, agent or employee of any other fraternal benefit organization doing a life insurance business. A newly organized Nest that has been organized at least ninety (90) days before the Convention has the right to full representation at the Convention.

SECTION 13. — REGULAR CONVENTION.

Regular Conventions are to be held every four (4) years at such time and such place as the Convention, by a majority vote may designate, or if not designated by the Convention then by the Board of Directors by a majority vote. The ~~President Board Chairperson~~ issues the call for the regular Convention at least ninety (90) days prior to the opening date of the Convention. If the Nest or District that is chosen by the National Convention to be the host of the National Convention is unable or unwilling to fulfill its obligation, it shall do so in writing to the ~~National President. Board Chairperson.~~ The National Board of Directors shall then have the authority to choose a new site for the Convention as soon as possible after receiving notification. In the event the National Convention does not select a site for the next Convention, the National Board of Directors shall choose the site of the next Convention within one year of the conclusion of the previous Convention.

NEW CONSTITUTION

ARTICLE II. THE CONVENTION

SECTION 8. — COMPOSITION.

The Convention is the supreme legislative and governing body and shall be composed of the members of the National Board of Directors, National Physical Education Director, Executive District Officers, Executive Nest Officers, benefit members of the Legion of Honor, and duly elected delegates from the Nests. All delegates must meet the qualifications as established in Article II Section 10—Qualifications of Delegates.

SECTION 10. — QUALIFICATIONS OF DELEGATES.

A Delegate to the Convention shall be a benefit member of the Falcons in good standing who is a citizen of the United States and who is at least 18 years of age and who shall have been a member of the Falcons for at least one (1) year prior to the Convention, and who is not an officer, delegate, representative, agent or employee of any other fraternal benefit organization doing a life insurance business. A newly organized Nest that has been organized at least ninety (90) days before the Convention has the right to full representation at the Convention.

SECTION 13. — REGULAR CONVENTION.

Regular Conventions are to be held every four (4) years at such time and such place as the Convention, by a majority vote may designate, or if not designated by the Convention then by the Board of Directors by a majority vote. The Board Chairperson issues the call for the regular Convention at least ninety (90) days prior to the opening date of the Convention. If the Nest or District that is chosen by the National Convention to be the host of the National Convention is unable or unwilling to fulfill its obligation, it shall do so in writing to the Board Chairperson. The National Board of Directors shall then have the authority to choose a new site for the Convention as soon as possible after receiving notification. In the event the National Convention does not select a site for the next Convention, the National Board of Directors shall choose the site of the next Convention within one year of the conclusion of the previous Convention.

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SECTION 14. — SPECIAL CONVENTION.

Special Conventions are called by the National President at such place and time designated by action of the Board of Directors or on written demand of at least one-third (1/3) of the Nests in good standing. The same shall be called within ninety (90) days time of the action of the Board of Directors or demand of the Nests.

SECTION 15. — NOTICE OF SPECIAL CONVENTION.

Written notice of the call for a Special Convention shall be mailed by the National Secretary/Treasurer to each Nest at least sixty (60) days before such Special Convention. The notice shall state the time, place and subject matter to be considered and no subjects other than those stated in the notice shall be considered.

SECTION 17. — OPENING OF THE CONVENTION.

The Convention shall be convened by the National President, who shall act as temporary Chairman. National Secretary/ Treasurer shall act as the temporary Convention Secretary. At least five (5) days before the Convention, the National President appoints a Credentials Committee of at least five (5) members.

This Committee shall meet one (1) day prior to the opening of the Convention in order to prepare and to give their report of all approved delegates at the first session.

SECTION 18. — ORDER OF FIRST SESSION.

- (1) Report of Credentials Committee.
- (2) Verification of quorum.
- (3) Administration of Oath to Delegates.
- (4) Adoption of Standing Rules of the Convention.
- (5) Appointment of Ballot Committee.
- (6) Announcement of Convention Committees.
- (7) Set the remuneration of the Convention Secretary.
- (8) Nomination and election of Convention Officers.
- (9) Administration of Oath of Office to Convention Officers.
- (10) Relinquish the chair to the elected Convention Officers.

PROPOSED AMENDMENTS

SECTION 14. — SPECIAL CONVENTION.

Special Conventions are called by the ~~National President~~ **Board Chairperson** at such place and time designated by action of the Board of Directors or on written demand of at least one-third (1/3) of the Nests in good standing. The same shall be called within ninety (90) days time of the action of the Board of Directors or demand of the Nests.

SECTION 15. — NOTICE OF SPECIAL CONVENTION.

Written notice of the call for a Special Convention shall be mailed by the ~~National Secretary/Treasurer~~ **Board Vice Chairperson** to each Nest at least sixty ~~(60)~~ **(75)** days before such Special Convention. The notice shall state the time, place and subject matter to be considered and no subjects other than those stated in the notice shall be considered.

SECTION 17. — OPENING OF THE CONVENTION.

The Convention shall be convened by the ~~National President;~~ **Board Chairperson** who shall act as temporary **Convention** Chairperson. The ~~National Secretary/Treasurer~~ **Board Vice Chairperson** shall act as temporary Convention Secretary. At least ~~five (5)~~ **thirty (30)** days before the Convention, the ~~National President~~ **Board Chairperson** appoints a Credentials Committee of at least five (5) members.

This Committee shall meet ~~one (1) day~~ prior to the opening of the Convention in order to prepare and to give their report of all approved delegates at the first session.

SECTION 18. — ORDER OF FIRST SESSION.

- (1) Report of Credentials Committee.
- (2) Verification of quorum.
- (3) Administration of Oath to Delegates.
- (4) Adoption of Standing Rules of the Convention.
- ~~(5) Appointment of Ballot Committee.~~
Announcement of Parliamentarian
- (6) Announcement of Convention Committees.
- (7) Set the remuneration of the Convention Secretary.
- (8) Nomination and election of Convention Officers.
- (9) Administration of Oath of Office to Convention Officers.
- (10) Relinquish the chair to the elected Convention Officers.

NEW CONSTITUTION

SECTION 14. — SPECIAL CONVENTION.

Special Conventions are called by the Board Chairperson at such place and time designated by action of the Board of Directors or on written demand of at least one-third (1/3) of the Nests in good standing. The same shall be called within ninety (90) days time of the action of the Board of Directors or demand of the Nests.

SECTION 15. — NOTICE OF SPECIAL CONVENTION.

Written notice of the call for a Special Convention shall be mailed by the Board Vice Chairperson to each Nest at least sixty (75) days before such Special Convention. The notice shall state the time, place and subject matter to be considered and no subjects other than those stated in the notice shall be considered.

SECTION 17. — OPENING OF THE CONVENTION.

The Convention shall be convened by the Board Chairperson who shall act as temporary Convention Chairperson. The Board Vice Chairperson shall act as temporary Convention Secretary. At least thirty (30) days before the Convention, the Board Chairperson appoints a Credentials Committee of at least five (5) members.

This Committee shall meet prior to the opening of the Convention in order to prepare and to give their report of all approved delegates at the first session.

SECTION 18. — ORDER OF FIRST SESSION.

- (1) Report of Credentials Committee.
- (2) Verification of quorum.
- (3) Administration of Oath to Delegates.
- (4) Adoption of Standing Rules of the Convention.
- (5) Announcement of Parliamentarian.
- (6) Announcement of Convention Committees.
- (7) Set the remuneration of the Convention Secretary.
- (8) Nomination and election of Convention Officers.
- (9) Administration of Oath of Office to Convention Officers.
- (10) Relinquish the chair to the elected Convention Officers.

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SECTION 19. — OFFICERS OF THE CONVENTION.

The Convention shall elect the following Officers from amongst its own members: Chairman and Vice Chairman who shall perform the duties incident to his/her office and a Secretary who shall be responsible for taking the Minutes of the Convention; summarizing the Minutes of the previous session at the beginning of each Convention Session; and submitting the Convention Minutes within ninety (90) days of the close of the National Convention to all members of the National Board of Directors for review. Within ninety (90) days of receipt of the initial draft, the Executive Committee shall work with the National Directors to edit, correct and modify the Minutes. At the meeting of the National Board of Directors following completion of the edited Minutes, the Board shall vote to approve the Minutes for distribution. The approved Minutes shall be posted to the National website within five (5) days following the National Board of Directors meeting.

SECTION 20. — CONVENTION COMMITTEES.

The National President, in cooperation with the Board of Directors, shall appoint the following committees of at least five (5) members: a Steering Committee, a Compensation Committee, a Grievance Committee, a Resolutions Committee, a Credentials Committee, a Sergeant-at-arms Committee, and a Motions Committee. The Motions Committee shall be appointed at least 60 days prior to the Convention. The Nominations Committee shall be selected by the Executive Board at least sixty (60) days prior to the Convention. The Falconette Committee shall consist of the National Falconette Chairperson, District Female Vice Presidents, and Falconette members of the Board of Directors that are delegates to the Convention. The Physical Culture Committee shall consist of the National Physical Education Director/Directress and all Nest and District Instructors and Instructresses that are delegates to the Convention.

PROPOSED AMENDMENTS

SECTION 19. — OFFICERS OF THE CONVENTION.

The Convention shall elect the following Officers from amongst its own members: Chairperson and Vice Chairperson who shall perform the duties incident to his/her office and a Secretary who shall be responsible for taking the Minutes of the Convention; summarizing the Minutes of the previous session at the beginning of each Convention Session; and submitting the Convention Minutes within ninety (90) days of the close of the National Convention to all members of the National Board of Directors for review. Within ninety (90) days of receipt of the initial draft, the Executive ~~Committee~~ Council shall work with the National Directors to edit, correct and modify the Minutes. At the meeting of the National Board of Directors following completion of the edited Minutes, the Board shall vote to approve the Minutes for distribution. The approved Minutes shall be posted to the National website within five (5) days following the National Board of Directors meeting.

SECTION 20. — CONVENTION COMMITTEES.

The ~~National President, in cooperation~~ Board Chairperson, ~~in consultation~~ with the Board of Directors, shall appoint a ~~Parliamentarian for the Convention~~, and the following committees of at least five (5) members: a Steering Committee, a Compensation Committee, a Grievance Committee, a Resolutions Committee, a Credentials Committee, a Sergeant-at-arms Committee, and a ~~Ballot Motions~~ Committee. ~~The Motions Committee shall be appointed at least 60 days prior to the Convention.~~ The Nominations Committee shall be selected ~~and its duties assigned~~, by the ~~Executive Board~~ National Directors, ~~except for the Board Chairperson and Board Vice Chairperson~~, at least one (1) year prior to the Convention. ~~Members of the Nominations Committee shall be comprised of members of the National Board of Directors.~~

The Falconette Committee shall consist of the National Falconette Chairperson, District Female Vice Presidents, and Falconette members of the Board of Directors that are delegates to the Convention.

The Physical Culture Committee shall consist of the National Physical Education Director/~~Directress~~ and all Nest and District Instructors ~~and Instructresses~~ that are delegates to the Convention.

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SECTION 19. — OFFICERS OF THE CONVENTION.

The Convention shall elect the following Officers from amongst its own members: Chairperson and Vice Chairperson who shall perform the duties incident to his/her office and a Secretary who shall be responsible for taking the Minutes of the Convention; summarizing the Minutes of the previous session at the beginning of each Convention Session; and submitting the Convention Minutes within ninety (90) days of the close of the National Convention to all members of the National Board of Directors for review. Within ninety (90) days of receipt of the initial draft, the Executive Council shall work with the National Directors to edit, correct and modify the Minutes. At the meeting of the National Board of Directors following completion of the edited Minutes, the Board shall vote to approve the Minutes for distribution. The approved Minutes shall be posted to the National website within five (5) days following the National Board of Directors meeting.

SECTION 20. — CONVENTION COMMITTEES.

The Board Chairperson, in consultation with the Board of Directors, shall appoint a Parliamentarian for the Convention, and the following committees of at least five (5) members: a Steering Committee, a Compensation Committee, a Grievance Committee, a Resolutions Committee, a Credentials Committee, a Sergeant-at-arms Committee, and a Ballot Committee.

The Nominations Committee shall be selected and its duties assigned, by the National Directors, except for the Board Chairperson and Board Vice Chairperson, at least one (1) year prior to the Convention. Members of the Nominations Committee shall be comprised of members of the National Board of Directors.

The Falconette Committee shall consist of the National Falconette Chairperson, District Female Vice Presidents, and Falconette members of the Board of Directors that are delegates to the Convention.

The Physical Culture Committee shall consist of the National Physical Education Director and all Nest and District Instructors that are delegates to the Convention.

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SECTION 21. — POWERS OF THE CONVENTION.

(1) To possess jurisdiction over all Members and Officers, the National Board and Districts, and Nests provided in these Bylaws.

(2) To be the judge of the election and qualifications of its own members.

(3) To elect, and fix the salaries for National Officers provided by these Bylaws, as well as the compensation of the Board of Directors and any Committees deemed necessary.

(4) To redress grievances and prefer and determine charges against any member, representative, Officer or Director.

(5) To amend, enact or repeal these Bylaws or the Articles of Incorporations of the Falcons in the manner provided herein.

(6) To do and perform any and all other acts and things by it deemed necessary or expedient for the welfare and perpetuity of the Falcons and to carry out its purposes and objects.

PROPOSED AMENDMENTS

The duties and responsibilities of each Convention Committee (except the Nominations Committee) shall be provided in writing to all Committee Members at least thirty (30) days in advance of the start of the Convention. Such duties and responsibilities shall also be printed in the official publication in advance of the Convention.

SECTION 21. — POWERS OF THE CONVENTION.

(1) To possess jurisdiction over all Members and Officers, the National Board and Districts, and Nests provided in these Bylaws.

(2) To be the judge of the election and qualifications of its own members.

~~(3) To elect, and fix the salaries for National Officers provided by these Bylaws, as well as the compensation of the Board of Directors and any Committees deemed necessary.~~

(3) To elect (by majority vote) and fix the compensation of the Board Chairperson and Board Vice Chairperson of the National Board of Directors. To elect and fix the compensation of the National Board of Directors, and any committees deemed necessary by the National Convention.

(4) To redress grievances. ~~and refer and determine charges against any member, representative, Officer or Director.~~

(5) To amend, enact or repeal these Bylaws or the Articles of Incorporations of the Falcons in the manner provided herein.

(6) To do and perform any and all other acts and things by it deemed necessary or expedient for the welfare and perpetuity of the Falcons and to carry out its purposes and objects.

(7) To review the financial standing of the Society and ensure that a financial report is prepared and presented to the Convention.

NEW CONSTITUTION

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SECTION 21. — POWERS OF THE CONVENTION.

(1) To possess jurisdiction over all Members and Officers, the National Board and Districts, and Nests provided in these Bylaws.

(2) To be the judge of the election and qualifications of its own members.

(3) To elect (by majority vote) and fix the compensation of the Board Chairperson and Board Vice Chairperson of the National Board of Directors. To elect and fix the compensation of the National Board of Directors, and any committees deemed necessary by the National Convention.

(4) To redress grievances.

(5) To amend, enact or repeal these Bylaws or the Articles of Incorporations of the Falcons in the manner provided herein.

(6) To do and perform any and all other acts and things by it deemed necessary or expedient for the welfare and perpetuity of the Falcons and to carry out its purposes and objects.

(7) To review the financial standing of the Society and ensure that a financial report is prepared and presented to the Convention.

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ARTICLE III. OFFICERS OF THE FALCONS

SECTION 22. — ELECTED OFFICERS.

The Elected Officers of the Falcons shall be as follows: National President, National First Vice President, National Second Vice President and one (1) National Director from each District where the Director is a benefit member from a Nest in that District, all of whom shall constitute the Board of Directors. The National Directors are nominated as follows: One (1) Director from each District shall be nominated at the Plenary Meeting to be held at least sixty (60) days prior to the National Convention. The immediate past National President shall serve as Director for one (1) year after term in office.

PROPOSED AMENDMENTS

ARTICLE III. ~~OFFICERS OF THE FALCONS—BOARD OF DIRECTORS—COMPOSITION~~

SECTION 22. — ELECTED ~~OFFICERS~~ BOARD OF DIRECTORS.

~~The Elected Officers of the Falcons shall be as follows: National President, National First Vice President, National Second Vice President and one (1) National Director from each District where the Director is a benefit member from a Nest in that District, all of whom shall constitute the Board of Directors.~~

The National Board of Directors shall consist of a Chairperson, a Vice Chairperson and one (1) National Director from each District where the Director is a benefit member from a Nest in that District, all of whom shall constitute the Board of Directors.

~~The National Directors are nominated as follows: One (1) Director from each District shall be nominated at the Plenary Meeting to be held at least sixty (60) days prior to the National Convention.~~

The nomination process for National Directors, Board Chairperson and Board Vice Chairperson is as follows:

- (1) A Nominations Committee is selected by the National Board of Directors at least one (1) year prior to the start of the National Convention.
- (2) The National Board of Directors shall establish the suggested criteria for potential Board Members, Board Chairperson and Board Vice Chairperson and send such criteria to each District President at least nine (9) months prior to the start of the National Convention. The information will also be published in the PFA website and magazine.
- (3) Candidates for Board Chairperson and Board Vice Chairperson shall submit their nomination to the Chairperson of the Nominations Committee not later than March 1 of the Convention year.
- (4) Each District shall hold a Plenary Meeting for the purpose of electing a nominee to the Board of Directors. This meeting shall be held by March 1 of the Convention year.
- (5) Each District shall submit their candidate to the Nominations

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ARTICLE III. BOARD OF DIRECTORS—COMPOSITION

SECTION 22. — ELECTED BOARD OF DIRECTORS.

The National Board of Directors shall consist of a Chairperson, a Vice Chairperson and one (1) National Director from each District where the Director is a benefit member from a Nest in that District, all of whom shall constitute the Board of Directors.

The nomination process for National Directors, Board Chairperson and Board Vice Chairperson is as follows:

- (1) A Nominations Committee is selected by the National Board of Directors at least one (1) year prior to the start of the National Convention.
- (2) The National Board of Directors shall establish the suggested criteria for potential Board Members, Board Chairperson and Board Vice Chairperson and send such criteria to each District President at least nine (9) months prior to the start of the National Convention. The information will also be published in the PFA website and magazine.
- (3) Candidates for Board Chairperson and Board Vice Chairperson shall submit their nomination to the Chairperson of the Nominations Committee not later than March 1 of the Convention year.
- (4) Each District shall hold a Plenary Meeting for the purpose of electing a nominee to the Board of Directors. This meeting shall be held by March 1 of the Convention year.

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Committee Board Chairperson within two (2) weeks of the conclusion of the District Plenary Meeting.

(6) The Nominations Committee shall meet by the end of March of the Convention year to review the qualifications of the Board candidates and Board Chairperson and Board Vice Chairperson candidates and determine whether a candidate possesses the necessary qualifications. Within three (3) days of the Committee meeting, the Committee Chairperson shall submit a report with its recommendations regarding each candidate to the Chairperson of the Board.

(7) The Board Chairperson shall then call a meeting of the Board to vote on the Nominations Committee's recommendations. If there is a recommendation to reject a candidate, that recommendation must be approved by a 2/3 majority vote of the Board members in attendance at the meeting.

(8) Each District President shall be notified by the Board Chairperson as to the result of the Board's decision regarding candidates within three (3) days of the conclusion of the Board meeting. Each Board Chairperson and Board Vice Chairperson candidate shall be notified by the Board Chairperson as to the result of the Board's decision regarding candidates within three (3) days of the conclusion of the Board meeting.

(9) All candidates shall be published on the Polish Falcons website and in the Polish Falcons magazine at least 30 days before the start of the Convention.

~~The immediate past National President shall serve as Director for one (1) year after term in office.~~

~~SECTION 23. — APPOINTED OFFICIALS.~~

~~The Appointed Officials of the Falcons shall be a Legal Counsel, Communications Director, National Physical Education Director/ Directress and Chaplain, all of whom shall be benefit members in good standing.~~

(5) Each District shall submit their candidate to the Nominations Committee Board Chairperson within two (2) weeks of the conclusion of the District Plenary Meeting.

(6) The Nominations Committee shall meet by the end of March of the Convention year to review the qualifications of the Board candidates and Board Chairperson and Board Vice Chairperson candidates and determine whether a candidate possesses the necessary qualifications. Within three (3) days of the Committee meeting, the Committee Chairperson shall submit a report with its recommendations regarding each candidate to the Chairperson of the Board.

(7) The Board Chairperson shall then call a meeting of the Board to vote on the Nominations Committee's recommendations. If there is a recommendation to reject a candidate, that recommendation must be approved by a 2/3 majority vote of the Board members in attendance at the meeting.

(8) Each District President shall be notified by the Board Chairperson as to the result of the Board's decision regarding candidates within three (3) days of the conclusion of the Board meeting. Each Board Chairperson and Board Vice Chairperson candidate shall be notified by the Board Chairperson as to the result of the Board's decision regarding candidates within three (3) days of the conclusion of the Board meeting.

(9) All candidates shall be published on the Polish Falcons website and in the Polish Falcons magazine at least 30 days before the start of the Convention.

SECTION 23. — APPOINTED OFFICIALS.

The Appointed Officials of the Falcons shall be a Legal Counsel, Communications Director, National Physical Education Director/ Directress and Chaplain, all of whom shall be benefit members in good standing.

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SECTION 24. — QUALIFICATION.

An Elected Officer of the Falcons must be a citizen of the United States and an adult member in good standing for at least five (5) years at the time of his/her election and a Delegate to the National Convention. He or she must not be an officer, delegate, representative, agent or employee of any other fraternal benefit organization doing a life insurance business. Also, no person shall be elected to office after attaining age 70.

PROPOSED AMENDMENTS

SECTION 24. — QUALIFICATION.

~~An Elected Officer A National Director of the Falcons must be a citizen of the United States and an adult member in good standing for at least five (5) years at the time of his/her election and a Delegate to the National Convention.~~

To be a director of the Board of Directors (including the Board Chairperson and Board Vice Chairperson), an individual must be capable of assuming the responsibilities as outlined herein and as established by the Society from time to time. These qualifications shall reflect the complexity and magnitude of the business and affairs of the Society and shall therefore include expertise in corporate governance, financial accounting and insurance, among others.

(1) A Director shall be a Benefit Member in Good Standing of the Polish Falcons **at all time** for five consecutive years prior to their election to the Board of Directors.

(2) No person shall be elected to office after attaining age 70.

(3) A Director shall not be an officer, director, delegate, representative, agent or employee of any other fraternal benefit organization doing a life insurance business.

(4) A Director shall not be a paid full-time employee of PFA National Headquarters.

(5) A Director shall possess relevant work experience and/or educational background as set forth by the Board of Directors.

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SECTION 24. — QUALIFICATION.

To be a director of the Board of Directors (including the Board Chairperson and Board Vice Chairperson), an individual must be capable of assuming the responsibilities as outlined herein and as established by the Society from time to time. These qualifications shall reflect the complexity and magnitude of the business and affairs of the Society and shall therefore include expertise in corporate governance, financial accounting and insurance, among others.

(1) A Director shall be a Benefit Member in Good Standing of the Polish Falcons **at all time** for five consecutive years prior to their election to the Board of Directors.

(2) No person shall be elected to office after attaining age 70.

(3) A Director shall not be an officer, director, delegate, representative, agent or employee of any other fraternal benefit organization doing a life insurance business.

(4) A Director shall not be a paid full-time employee of PFA National Headquarters.

(5) A Director shall possess relevant work experience and/or educational background as set forth by the Board of Directors.

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SECTION 25. — ELECTION AND INSTALLATION.

The Officers of the Falcons shall be elected at each regular Convention and shall hold their respective offices until their successors are elected and qualified.
The Convention may decide to elect the Officers of the Falcons at the Convention by either majority or plurality vote.

SECTION 26. — TERM OF OFFICE.

All of the Elected Officers of the Falcons shall be elected for the next ensuing quadrennial term and must assume office within thirty (30) days after adjournment of the Convention. Any elected Officer who, without just cause, is not present at two (2) consecutive meetings shall be referred to the Trial Tribunal.

SECTION 27. — COMPENSATION.

The compensation of the Elected Officers of the Falcons shall be fixed by the Delegates at each regular Convention. The compensation of the Appointed Officials shall be fixed by the National President and approved by the Board of Directors.

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(6) A Director shall take and successfully complete a Life Office Management Association (LOMA) Insurance Management Course within 6 months of their election as a Director. The designated course shall be determined by the National Board of Directors. A Director who does not complete the required course in 6 months, shall request an extension from the Board of Directors. A Director who fails to complete the required course in the designated time frame (including any extensions) shall automatically be removed from the Board. Incumbent Directors are not required, but may take the LOMA Course. Any costs for completing the designated course shall be paid by Polish Falcons of America.

SECTION 25. — ELECTION AND INSTALLATION.

~~The Officers~~ Board Chairperson, Board Vice Chairperson and National Directors of the Falcons shall be elected at each regular Convention and shall hold their respective offices until their successors are elected and qualified.
The Convention may decide to elect the ~~Officers~~ Board Chairperson, Board Vice Chairperson and National Directors of the Falcons at the Convention by either majority or plurality vote.

SECTION 26. — TERM OF OFFICE.

~~All of the Elected Officers~~ The Board Chairperson, Board Vice Chairperson and National Directors of the Falcons shall be elected for the next ensuing quadrennial term and must assume office within thirty (30) days after adjournment of the Convention. Any ~~elected Officer~~ Board Chairperson, Board Vice Chairperson and National Director who, without just cause, is not present at two (2) consecutive meetings shall be referred to the Trial Tribunal.

SECTION 27. — COMPENSATION.

The compensation of the ~~Elected Officers~~ Board Chairperson, Board Vice Chairperson and National Directors of the Falcons shall be fixed by the Delegates at each regular Convention. ~~The compensation of the Appointed Officials shall be fixed by the National President and approved by the Board of Directors.~~

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(6) A Director shall take and successfully complete a Life Office Management Association (LOMA) Insurance Management Course within 6 months of their election as a Director. The designated course shall be determined by the National Board of Directors. A Director who does not complete the required course in 6 months, shall request an extension from the Board of Directors. A Director who fails to complete the required course in the designated time frame (including any extensions) shall automatically be removed from the Board. Incumbent Directors are not required, but may take the LOMA Course. Any costs for completing the designated course shall be paid by Polish Falcons of America.

SECTION 25. — ELECTION AND INSTALLATION.

The Board Chairperson, Board Vice Chairperson and National Directors of the Falcons shall be elected at each regular Convention and shall hold their respective offices until their successors are elected and qualified.
The Convention may decide to elect the Board Chairperson, Board Vice Chairperson and National Directors of the Falcons at the Convention by either majority or plurality vote

SECTION 26. — TERM OF OFFICE.

The Board Chairperson, Board Vice Chairperson and National Directors of the Falcons shall be elected for the next ensuing quadrennial term and must assume office within thirty (30) days after adjournment of the Convention. Any Board Chairperson, Board Vice Chairperson and National Director who, without just cause, is not present at two (2) consecutive meetings shall be referred to the Trial Tribunal.

SECTION 27. — COMPENSATION.

The compensation of the Board Chairperson, Board Vice Chairperson and National Directors of the Falcons shall be fixed by the Delegates at each regular Convention.

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SECTION 28. — REIMBURSED MOVING EXPENSES.

The National President and/or the National First Vice President living outside of the metropolitan area of the Home Office shall be reimbursed moving expenses approved by the Board of Directors

SECTION 29. — VACANCIES.

Vacancies caused by any person in an Elected Office of the Falcons shall be filled by the Board of Directors by a secret ballot and a majority vote, except in the case of the National President where the vacancy shall be filled by at least a three-fourths (3/4) majority of all members of the Board of Directors and the District Presidents at a meeting within thirty (30) days after the vacancy occurs. If the vacancy for the Office of National President is not filled within thirty (30) days, it shall be mandatory upon the National Second Vice President to issue a call for a Special Convention for that purpose.

SECTION 30. — BONDS OF OFFICERS.

The Board of Directors fixes the bonds of such Officers as it deems necessary in such amount and in such manner as it shall determine and the expense thereof shall be paid by the Falcons.

SECTION 31. — PROPERTY TRANSFER TO SUCCESSORS.

All Officers shall at the conclusion of their term of office and upon the election or appointment and qualification of their successors, turn over to them immediately all moneys, securities, records, papers and property of every kind pertaining to their respective offices upon being furnished receipt therefor by their successors.

PROPOSED AMENDMENTS

~~SECTION 28. — REIMBURSED MOVING EXPENSES:~~

~~The National President and/or the National First Vice President living outside of the metropolitan area of the Home Office shall be reimbursed moving expenses approved by the Board of Directors.~~

SECTION 29. — VACANCIES.

~~Vacancies caused by any person in an Elected Office of the Falcons~~
When there is a vacancy in the National Board of Directors, such vacancy shall be filled by the Board of Directors by a secret ballot and a majority vote, except in the case of the **National President Board Chairperson** where the vacancy shall be filled by at least a three-fourths (3/4) majority vote of all members of the Board of Directors and the District Presidents at a meeting within thirty (30) days after the vacancy occurs. If the vacancy for the Office of **National President Board Chairperson** is not filled within thirty (30) days, it shall be mandatory upon the **National Second Vice President Board Vice Chairperson** to issue a call for a Special Convention for that purpose.

In the event of a vacancy of a National Director, the Board Chairperson shall seek the advice of the District in which the vacancy occurs in filling the vacancy.

~~SECTION 30. — BONDS OF OFFICERS:~~

~~The Board of Directors fixes the bonds of such Officers as it deems necessary in such amount and in such manner as it shall determine and the expense thereof shall be paid by the Falcons.~~

SECTION 31. — PROPERTY TRANSFER TO SUCCESSORS.

~~All Officers~~ The Board Chairperson, Board Vice Chairperson and National Directors shall at the conclusion of their term of office and upon the election or appointment and qualification of their successors, turn over to them immediately all moneys, securities, records, papers and property of every kind pertaining to their respective offices upon being furnished receipt therefore by their successors.

NEW CONSTITUTION

SECTION 29. — VACANCIES.

When there is a vacancy in the National Board of Directors, such vacancy shall be filled by the Board of Directors by a secret ballot and a majority vote, except in the case of the Board Chairperson where the vacancy shall be filled by at least a three-fourths (3/4) majority vote of all members of the Board of Directors and the District Presidents at a meeting within thirty (30) days after the vacancy occurs. If the vacancy for the Office of Board Chairperson is not filled within thirty (30) days, it shall be mandatory upon the Board Vice Chairperson to issue a call for a Special Convention for that purpose.

In the event of a vacancy of a National Director, the Board Chairperson shall seek the advice of the District in which the vacancy occurs in filling the vacancy.

SECTION 31. — PROPERTY TRANSFER TO SUCCESSORS.

The Board Chairperson, Board Vice Chairperson and National Directors shall at the conclusion of their term of office and upon the election or appointment and qualification of their successors, turn over to them immediately all moneys, securities, records, papers and property of every kind pertaining to their respective offices upon being furnished receipt therefore by their successors.

ORIGINAL CONSTITUTION

ARTICLE IV. DUTIES OF THE OFFICERS

SECTION 32. — NATIONAL PRESIDENT.

The National President shall be the chief executive officer of the Falcons on a full time basis and shall be charged with the responsibility of enforcing its Constitution and Bylaws and Convention mandates. His/Her powers and duties are as follows:

(1) To appoint the members of all committees established by the Convention as provided in these Bylaws, subject to the approval by the Board of Directors. The National President is ex officio member of all committees, except the Nominations Committee.

PROPOSED AMENDMENTS

SECTION XX. — MEETINGS

The Board of Directors shall hold four (4) regular quarterly meetings per year. The Board Chairperson may call Special Meetings of the Board.

The Board of Directors, and any committee or sub-committee of the Board of Directors, may meet by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other.

A majority of the members of the Board of Directors shall constitute a quorum for the conduct of business at a meeting.

ARTICLE IV. DUTIES OF THE OFFICERS

SECTION 32. — NATIONAL PRESIDENT.

The National President shall be **hired by the Board of Directors**. The National President shall be the chief executive officer of the Falcons on a full time basis and shall be charged with the responsibility of enforcing its Constitution and Bylaws and Convention mandates. His/Her powers and duties are as follows:

~~(1) To appoint the members of all committees established by the Convention as provided in these Bylaws, subject to the approval by the Board of Directors. The National President is ex officio member of all committees, except the Nominations Committee.~~

(1) To serve as the chief executive officer of the Society, shall have general supervision and direction of the day-to-day business and affairs of the Society, and shall perform all duties incident to the position and such other duties as may be prescribed by the Board of Directors from time to time. Subject to such rules and policies as may be prescribed by the Board of Directors, the President shall have authority to appoint and terminate such other officers (including a Secretary/Treasurer who shall be the Chief Financial Officer), agents and employees and to delegate authority to them. The Board of Directors may remove the President by a two-thirds vote of all Directors at a meeting, excluding the President, called for that purpose.

NEW CONSTITUTION

SECTION XX. — MEETINGS

The Board of Directors shall hold four (4) regular quarterly meetings per year. The Board Chairperson may call Special Meetings of the Board.

The Board of Directors, and any committee or sub-committee of the Board of Directors, may meet by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other.

A majority of the members of the Board of Directors shall constitute a quorum for the conduct of business at a meeting.

ARTICLE IV. DUTIES OF THE OFFICERS

SECTION 32. — NATIONAL PRESIDENT.

The National President shall be hired by the Board of Directors. The National President shall be the chief executive officer of the Falcons on a full-time basis and shall be charged with the responsibility of enforcing its Constitution and Bylaws and Convention mandates. His/Her powers and duties are as follows:

(1) To serve as the chief executive officer of the Society, shall have general supervision and direction of the day to day business and affairs of the Society, and shall perform all duties incident to the position and such other duties as may be prescribed by the Board of Directors from time to time. Subject to such rules and policies as may be prescribed by the Board of Directors, the President shall have authority to appoint and terminate such other officers (including a Secretary/Treasurer who shall be the Chief Financial Officer), agents and employees and to delegate authority to them. The Board of Directors may remove the President by a two-thirds vote of all Directors at a meeting, excluding the President, called for that purpose.

ORIGINAL CONSTITUTION

(2) To appoint or remove appointed officials, representatives and agents throughout the entire jurisdiction of the Falcons who shall perform such duties, receive such compensation and have such titles as the Board of Directors may determine. To present to the Board of Directors for their approval a candidate for the position of Secretary/ Treasurer who shall be the chief financial officer of the Falcons.

(3) To suspend from office any officer of a District or Nest for violation of the Constitution and Bylaws or violation of decision, ruling or vote of the National Board of Directors and refer for disciplinary action to the Tribal Tribunal.

(4) To cause an audit at any time of the books and accounts of any Nest or District Officer and it shall be the duty of such officer to surrender immediately upon demand such books and accounts for that purpose.

(5) To supervise officers and employees of the Falcons and cause an examination and audit of their records and books as often as may appear to him/her to be necessary.

(6) To review and sign all checks drawn on the funds of the Falcons and sign all documents and papers that require official signature and properly authenticate them.

(7) To preside at all meetings of the Officers and of the Board of Directors, to supervise and direct the Officers and Directors in their duties.

(8) To call special meetings of the Board of Directors.

(9) To call and conduct meetings and conferences for Districts and Nests whenever necessary.

(10) To bring to trial members, officers and subordinate Falcon units for inefficiency, failure to follow out orders, neglect of duty, dishonesty or malfeasance.

(11) To perform all duties delegated to him/her by the Constitution and Bylaws and the actions of the Convention.

PROPOSED AMENDMENTS

(2) To hire, appoint, designate the officers, managers, and staff necessary to maintain and execute the Fraternal Benefits and Membership Services, goals and objectives as set forth by the Board of Directors.

~~(2) To appoint or remove appointed officials, representatives and agents throughout the entire jurisdiction of the Falcons who shall perform such duties, receive such compensation and have such titles as the Board of Directors may determine. To present to the Board of Directors for their approval a candidate for the position of Secretary/ Treasurer who shall be the chief financial officer of the Falcons.~~

(3) ~~To suspend from office~~ To recommend to the Board of Directors, ~~the suspension of~~ any officer of a District or Nest for violation of the Constitution and Bylaws or violation of decision, ruling or vote of the National Board of Directors ~~and refer for disciplinary action to the Tribal Tribunal.~~ Only the Board of Directors shall refer disciplinary action to the Trial Tribunal.

(4) To cause an audit, ~~at any time for reasonable cause,~~ of the books and accounts of any Nest or District Officer and it shall be the duty of such officer to surrender immediately upon demand such books and accounts for that purpose. A random audit of a Nest or District may be caused, only with prior approval of the Board of Directors.

~~(5) To supervise officers and employees of the Falcons and cause an examination and audit of their records and books as often as may appear to him/her to be necessary.~~

(6) To review and ~~sign~~ approve all checks drawn on the funds of the Falcons and ~~to sign all documents and papers that require official signature and properly authenticate them.~~ as may be required.

~~(7) To attend all meetings of the Board of Directors. To preside at all meetings of the Officers and of the Board of Directors, to supervise and direct the Officers and Directors in their duties.~~

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(2) To hire, appoint, designate the officers, managers, and staff necessary to maintain and execute the Fraternal Benefits and Membership Services, goals and objectives as set forth by the Board of Directors.

(3) To recommend to the Board of Directors, the suspension of any officer of a District or Nest for violation of the Constitution and Bylaws or violation of decision, ruling or vote of the National Board of Directors. Only the Board of Directors shall refer disciplinary action to the Trial Tribunal.

(4) To cause an audit, for reasonable cause, of the books and accounts of any Nest or District Officer and it shall be the duty of such officer to surrender immediately upon demand such books and accounts for that purpose. A random audit of a Nest or District may be caused, only with prior approval of the Board of Directors.

(5) To review and approve all checks drawn on the funds of the Falcons and to sign all documents as may be required.

(6) To attend all meetings of the Board of Directors.

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(12) To report to the Board of Directors on all his/her official actions and to report in writing to the Convention all his/her official actions during his/her tenure of office.

(13) To supervise purchase and sale of bonds and investments in mortgages and to report on same to Audit Committee.

(14) To perform any and all other duties required of him/her by the Convention and the Board of Directors.

(15) To evaluate the performance of the CFO and present the evaluation to the Board of Directors on a yearly basis.

PROPOSED AMENDMENTS

~~(8) To call special meetings of the Board of Directors.~~

~~(9) To call and conduct meetings and conferences for Districts and Nests whenever necessary.~~

~~(10 7) To recommend to the Board of Directors, the bringing to trial members, officers and subordinate Falcon units for inefficiency, failure to follow out orders, neglect of duty, dishonesty or malfeasance.~~

~~(11) To perform all duties delegated to him/ her by the Constitution and Bylaws and the actions of the Convention.~~

~~(12 8) To report to the Board of Directors on all his/her official actions and to report in writing to the Convention all his/her official actions during his/ her tenure of office.~~

~~(13 9) To supervise purchase and sale of bonds and investments in mortgages and to report on same to Audit Committee.~~

~~(14) To perform any and all other duties required of him/her by the Convention and the Board of Directors.~~

~~(15) To evaluate the performance of the CFO and present the evaluation to the Board of Directors on a yearly basis.~~

SECTION XX. — CHAIRPERSON OF THE BOARD OF DIRECTORS

The Chairperson of the Board of Directors shall:

~~(1) Preside at all meetings of the Board of Directors, and perform such other duties as may be designated by the Board of Directors.~~

~~(2) Call Special Meetings of the Board of Directors.~~

~~(3) Serve as Temporary Convention Chairperson of the National Convention until a Convention Chairperson is elected and installed.~~

~~(4) Appoint the members of all committees established by the Convention as provided in these Bylaws, subject to the approval by the Board of Directors.~~

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(7) To recommend to the Board of Directors, the bringing to trial members, officers and subordinate Falcon units for failure to follow out orders, neglect of duty, dishonesty or malfeasance.

(8) To report to the Board of Directors on all his/her official actions and to report in writing to the Convention all his/her official actions during his/ her tenure of office.

(9) To supervise purchase and sale of bonds and investments and to report on same to Audit Committee.

SECTION XX. — CHAIRPERSON OF THE BOARD OF DIRECTORS

The Chairperson of the Board of Directors shall:

(1) Preside at all meetings of the Board of Directors, and perform such other duties as may be designated by the Board of Directors.

(2) Call Special Meetings of the Board of Directors.

(3) Serve as Temporary Convention Chairperson of the National Convention until a Convention Chairperson is elected and installed.

(4) Appoint the members of all committees established by the Convention as provided in these Bylaws, subject to the approval by the Board of Directors.

(5) Call a Special Convention at such place and time designated by action of the Board of Directors or on written demand of at least one-third (1/3) of the Nests in good standing.

(6) Be a member of the Executive Council, which shall meet in the months in which there is no meeting of the National Board of Directors.

SECTION XX. — VICE CHAIRPERSON OF THE BOARD OF DIRECTORS
The Vice Chairperson of the Board of Directors shall:

(1) Perform the duties of the Chairperson of the Board of Directors in his/her absence, and perform such other duties as may be designated by the Board of Directors.

(2) Be a member of the Executive Council, which shall meet in the months in which there is no meeting of the National Board of Directors.

(3) Send a written notice of a Special Conventions as per Section 15.

(4) Act as temporary Secretary of the National Convention until a Convention Secretary is elected and installed.

In case of death, resignation or removal of the Board Chairperson, the Board Vice Chairperson shall perform the duties of the Chairperson until the vacancy is filled.

(5) Call a Special Convention at such place and time designated by action of the Board of Directors or on written demand of at least one-third (1/3) of the Nests in good standing.

(6) Be a member of the Executive Council, which shall meet in the months in which there is no meeting of the National Board of Directors.

SECTION XX. — VICE CHAIRPERSON OF THE BOARD OF DIRECTORS
The Vice Chairperson of the Board of Directors shall:

(1) Perform the duties of the Chairperson of the Board of Directors in his/her absence, and perform such other duties as may be designated by the Board of Directors.

(2) Be a member of the Executive Council, which shall meet in the months in which there is no meeting of the National Board of Directors.

(3) Send a written notice of a Special Conventions as per Section 15.

(4) Act as temporary Secretary of the National Convention until a Convention Secretary is elected and installed.

In case of death, resignation or removal of the Board Chairperson, the Board Vice Chairperson shall perform the duties of the Chairperson until the vacancy is filled.

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SECTION 33. — NATIONAL FIRST VICE PRESIDENT/MEMBERSHIP SERVICE.

The National First Vice President shall serve the Falcons on a full time basis. In case of death, resignation or removal of the National President, the National First Vice President shall perform the duties of the National President until the vacancy is filled. The duties of the National First Vice President are as follows:

- (1) To perform the duties of the National President in his/her absence.
- (2) To be aware of and make available all membership requests for all services of the Society.
- (3) To maintain close contact with Nests and Districts and monitor growth of same.
- (4) To chair the Membership Committee; plan and develop programs for the future growth of membership of the Society.
- (5) To serve as Chairperson of the Scholarship Committees.
- (6) To present reports and recommendations of said committees to the Board of Directors.
- (7) To sign checks if either the National President or Secretary/Treasurer is unable.
- (8) To process and maintain all records of all candidates and recipients of Falcon Service Awards — Star of Merit and Legion of Honor.
- (9) To perform such other duties as required by the Convention, National President or the Board of Directors.

SECTION 34. — NATIONAL SECOND VICE PRESIDENT/FRATERNAL DIRECTOR.

It shall be the duty of the National Second Vice President/Fraternal Director:

- (1) To coordinate all fraternal activities of the Society.
- (2) To maintain close contact with Nests and Districts and monitor their fraternal activities and programs.
- (3) To create and develop new fraternal programs.
- (4) If female, to act as Chairperson of the Falconette Commission.
- (5) To perform such other duties as required by the Convention, National President or the Board of Directors.

PROPOSED AMENDMENTS

~~SECTION 33. — NATIONAL FIRST VICE PRESIDENT/MEMBERSHIP SERVICE.~~

~~The National First Vice President shall serve the Falcons on a full time basis. In case of death, resignation or removal of the National President, the National First Vice President shall perform the duties of the National President until the vacancy is filled.~~

~~The duties of the National First Vice President are as follows:~~

- ~~(1) To perform the duties of the National President in his/her absence.~~
- ~~(2) To be aware of and make available all membership requests for all services of the Society.~~
- ~~(3) To maintain close contact with Nests and Districts and monitor growth of same.~~
- ~~(4) To chair the Membership Committee; plan and develop programs for the future growth of membership of the Society.~~
- ~~(5) To serve as Chairperson of the Scholarship Committees.~~
- ~~(6) To present reports and recommendations of said committees to the Board of Directors.~~
- ~~(7) To sign checks if either the National President or Secretary/Treasurer is unable.~~
- ~~(8) To process and maintain all records of all candidates and recipients of Falcon Service Awards — Star of Merit and Legion of Honor.~~
- ~~(9) To perform such other duties as required by the Convention, National President or the Board of Directors.~~

~~SECTION 34. — NATIONAL SECOND VICE PRESIDENT/FRATERNAL DIRECTOR.~~

~~It shall be the duty of the National Second Vice President/Fraternal Director:~~

- ~~(1) To coordinate all fraternal activities of the Society.~~
- ~~(2) To maintain close contact with Nests and Districts and monitor their fraternal activities and programs.~~
- ~~(3) To create and develop new fraternal programs.~~
- ~~(4) If female, to act as Chairperson of the Falconette Commission.~~
- ~~(5) To perform such other duties as required by the Convention, National President or the Board of Directors.~~

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ORIGINAL CONSTITUTION

SECTION 35. — NATIONAL PHYSICAL EDUCATION DIRECTOR/DIRECTRESS.

The National Physical Education Director/Directress shall have a minimum of an Associate Degree in Recreation or have related experience. It shall be the duty of the National Physical Education Director/Directress:

- (1) To supervise the national camp, all sports, games and competitive events sponsored by the Falcons unless commissioned under separate activity.
- (2) To organize instructional clinics.
- (3) To coordinate with the National Second Vice President/Fraternal Director development and management of special fraternal programs.
- (4) To perform such other duties as directed by the Convention, National President or Board of Directors.

SECTION 36. — COMMUNICATIONS DIRECTOR.

The Communications Director shall have a minimum of an Associate Degree in Journalism and Communications or related experience. It shall be the duty of the Communications Director:

- (1) To edit the official Falcon publication — “Sokół Polski.”
- (2) To supervise the printing of all printed material used by the Falcons.
- (3) To perform such other duties as directed by the Convention, National President or the Board of Directors.

SECTION 37. — CHAPLAIN.

It shall be the duty of the Chaplain:

- (1) To inspire within the Falcons a spirit of true Christian principles.
- (2) To stimulate respect for the Faith of our forefathers without violation of anyone’s beliefs and convictions.
- (3) To be the moral leader of the Falcons.

PROPOSED AMENDMENTS

~~SECTION 35. — NATIONAL PHYSICAL EDUCATION DIRECTOR/DIRECTRESS.~~

~~The National Physical Education Director/Directress shall have a minimum of an Associate Degree in Recreation or have related experience. It shall be the duty of the National Physical Education Director/Directress:~~

- ~~(1) To supervise the national camp, all sports, games and competitive events sponsored by the Falcons unless commissioned under separate activity.~~
- ~~(2) To organize instructional clinics.~~
- ~~(3) To coordinate with the National Second Vice President/Fraternal Director development and management of special fraternal programs.~~
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- ~~(1) To edit the official Falcon publication — “Sokół Polski.”~~
- ~~(2) To supervise the printing of all printed material used by the Falcons.~~
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- ~~(2) To stimulate respect for the Faith of our forefathers without violation of anyone’s beliefs and convictions.~~
- ~~(3) To be the moral leader of the Falcons.~~

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SECTION 38. — LEGAL COUNSEL.

The Legal Counsel shall be a graduate of a recognized law school and a licensed attorney. He/She shall be the legal advisor of the Falcons and it shall be his/her duty:

- (1) To direct and control all litigations in which the Falcons have an interest.
- (2) To appoint, subject to the approval of the Board of Directors, such assistants and employees as may be necessary for the proper discharge of the duties of his/her office.
- (3) To refer any litigation or other legal matters of the Falcons in any state to a qualified local attorney, subject to the approval of the Board of Directors.
- (4) To advise the Board of Directors in all legal matters.
- (5) To perform all legal matters entrusted to his/her care by the Board of Directors.

ARTICLE V. BOARD OF DIRECTORS

SECTION 39. — WHAT CONSTITUTES THE NATIONAL BOARD OF DIRECTORS.

The National President, National First Vice President, National Second Vice President, together with the National Directors shall constitute the Board of Directors.

SECTION 40. — EXECUTIVE BOARD.

The National President, National First Vice President, National Second Vice President, shall constitute the Executive Board which shall:

- (1) Hire, subject to approval by the Board of Directors, all necessary employees for the proper conduct of business of the Falcons and management of Falcon property;
- (2) Engage professional, legal, technical or other managerial personnel with the approval of the Board of Directors; and
- (3) Consider such matters and perform such duties as the Board of Directors shall designate and authorize from time to time.

PROPOSED AMENDMENTS

~~SECTION 38. — LEGAL COUNSEL.~~

~~The Legal Counsel shall be a graduate of a recognized law school and a licensed attorney. He/She shall be the legal advisor of the Falcons and it shall be his/her duty:~~

- ~~(1) To direct and control all litigations in which the Falcons have an interest.~~
- ~~(2) To appoint, subject to the approval of the Board of Directors, such assistants and employees as may be necessary for the proper discharge of the duties of his/her office.~~
- ~~(3) To refer any litigation or other legal matters of the Falcons in any state to a qualified local attorney, subject to the approval of the Board of Directors.~~
- ~~(4) To advise the Board of Directors in all legal matters.~~
- ~~(5) To perform all legal matters entrusted to his/her care by the Board of Directors.~~

ARTICLE V. BOARD OF DIRECTORS

SECTION 39. — WHAT CONSTITUTES THE NATIONAL BOARD OF DIRECTORS.

~~The National President, National First Vice President, National Second Vice President, together with the National Directors shall constitute the Board of Directors.~~

The National Board of Directors shall consist of the Board Chairperson, Board Vice Chairperson and Directors, one from each of the Falcon Districts. In the event of the dissolution or merger of a District, the Director from the dissolved or merged District shall continue to serve as a Director until the end of their term.

~~SECTION 40. — EXECUTIVE BOARD.~~

~~The National President, National First Vice President, National Second Vice President, shall constitute the Executive Board which shall:~~

- ~~(1) Hire, subject to approval by the Board of Directors, all necessary employees for the proper conduct of business of the Falcons and management of Falcon property;~~
- ~~(2) Engage professional, legal, technical or other managerial personnel with the approval of the Board of Directors; and~~
- ~~(3) Consider such matters and perform such duties as the Board of Directors shall designate and authorize from time to time.~~

NEW CONSTITUTION

ARTICLE V. BOARD OF DIRECTORS

SECTION 39. — WHAT CONSTITUTES THE NATIONAL BOARD OF DIRECTORS.

The National Board of Directors shall consist of the Board Chairperson, Board Vice Chairperson and Directors, one from each of the Falcon Districts. In the event of the dissolution or merger of a District, the Director from the dissolved or merged District shall continue to serve as a Director until the end of their term.

SECTION 41. — MEETINGS AND QUORUMS.

The Executive Board shall hold regular meetings once a month and such special meetings as may be called by the National President. A majority of the members of the Executive Board shall constitute a quorum for the transaction of business. The members of the Board of Directors shall attend and are compensated for attending four (4) plenary meetings annually; these members of the Board of Directors have the privilege to attend and participate, without voting privileges, in all monthly meetings, but without reimbursement for transportation and per diem expenses.

SECTION 40. — EXECUTIVE COUNCIL

The Executive Council shall meet in the months in which there is no regular meeting of the National Board of Directors. Special meetings of the Executive Council can be called by the Board Chairperson or National President.

The Executive Council shall consist of: Board Chairperson, Board Vice Chairperson, National President and National Secretary/Treasurer.

At meetings of the Executive Council:

(1) The National President and National Secretary/Treasurer shall present reports on operational and financial issues.

(2) The National President shall report on the status of motions/issues from previous Board Meetings.

(3) The group shall discuss agenda topics for the upcoming Board of Directors meeting.

(4) The group shall discuss any other issues raised by the Board Chairperson or National President.

~~**SECTION 41. — MEETINGS AND QUORUM.**~~

~~The Executive Board shall hold regular meetings once a month and such special meetings as may be called by the National President. A majority of the members of the Executive Board shall constitute a quorum for the transaction of business. The members of the Board of Directors shall attend and are compensated for attending four (4) plenary meetings annually; these members of the Board of Directors have the privilege to attend and participate, without voting privileges, in all monthly meetings, but without reimbursement for transportation and per diem expenses.~~

~~**SECTION 41. — MEETINGS AND QUORUM.**~~

~~Regular Meetings of the National Board of Directors shall be held four (4) times per year. A quorum of the Board to conduct business shall be a majority of the Board Members.~~

SECTION 40. — EXECUTIVE COUNCIL

The Executive Council shall meet in the months in which there is no regular meeting of the National Board of Directors. Special meetings of the Executive Council can be called by the Board Chairperson or National President.

The Executive Council shall consist of: Board Chairperson, Board Vice Chairperson, National President and National Secretary/Treasurer.

At meetings of the Executive Council:

(1) The National President and National Secretary/Treasurer shall present reports on operational and financial issues.

(2) The National President shall report on the status of motions/issues from previous Board Meetings.

(3) The group shall discuss agenda topics for the upcoming Board of Directors meeting.

(4) The group shall discuss any other issues raised by the Board Chairperson or National President.

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SECTION 42. — EXPENSES OF DIRECTORS.

The Directors shall receive such expenses for attendance at each meeting of the Board of Directors as shall have been fixed by the Convention at which they were elected, provided no compensation shall be paid for meetings that they do not attend.

SECTION 43. — POWERS.

The National Board of Directors shall be the executive body and shall exercise the corporate powers of the Falcons except when the Convention is in session. It shall have the power:

- (1) To organize and issue charters to Districts and Nests and revoke the same for cause.
- (2) To exercise supervision and control over Districts and Nests.
- (3) To exercise control over all funds, investments and property of the Falcons with the power of disposition.
- (4) To approve prescribed forms for application for membership and forms, conditions, rates and amounts of benefit certificates and authorize the issuance thereof.
- (5) To suspend any member of the Board of Directors for malfeasance, nonfeasance or misfeasance in office by two-thirds (2/3) vote of all the member of the Board of Directors.
- (6) To accept resignation of officers and members of the Board of Directors, or by two-thirds (2/3) majority vote to force the resignation for malfeasance, or non-feasance in office.
- (7) To prescribe rules and regulations for the management and control of the business of the Falcons and for all its subordinate bodies in conformity with the provisions of these Bylaws and the enactment of the Convention.
- (8) To approve in behalf of the Falcons such contracts as it deems necessary in connection with the business of the Falcons.
- (9) To fix and approve bonds of officers and employees of the Falcons as it shall determine, and the expenses thereof shall be paid by the Falcons.
- (10) To approve all District and Nest officers.
- (11) To create, consolidate or eliminate Districts and Nests upon notification to all Districts and/or Nests affected sixty (60) days prior to the final vote of the National Board of Directors.
- (12) To serve as the appellate authority for any decision of the Trial Tribunal.

PROPOSED AMENDMENTS

SECTION 42. — EXPENSES OF DIRECTORS.

The Directors shall receive such expenses for attendance at each meeting of the Board of Directors as shall have been fixed by the Convention at which they were elected, provided no compensation shall be paid for meetings that they do not attend, **either in person or by other electronic means.**

SECTION 43. — POWERS.

The National Board of Directors shall be the executive body and shall exercise the corporate powers of the Falcons except when the Convention is in session. It shall have the power:

- ~~(1) To organize and issue charters to Districts and Nests and revoke the same for cause.~~
- ~~(2) To exercise supervision and control over Districts and Nests.~~
- ~~(3) To exercise control over all funds, investments and property of the Falcons with the power of disposition.~~
- ~~(4) To approve prescribed forms for application for membership and forms, conditions, rates and amounts of benefit certificates and authorize the issuance thereof.~~
- ~~(5) To suspend any member of the Board of Directors for malfeasance, nonfeasance or misfeasance in office by two-thirds (2/3) vote of all the member of the Board of Directors.~~
- ~~(6) To accept resignation of officers and members of the Board of Directors, or by two-thirds (2/3) majority vote to force the resignation for malfeasance, or non-feasance in office.~~
- ~~(7) To prescribe rules and regulations for the management and control of the business of the Falcons and for all its subordinate bodies in conformity with the provisions of these Bylaws and the enactment of the Convention.~~
- ~~(8) To approve in behalf of the Falcons such contracts as it deems necessary in connection with the business of the Falcons.~~
- ~~(9) To fix and approve bonds of officers and employees of the Falcons as it shall determine, and the expenses thereof shall be paid by the Falcons.~~
- ~~(10) To approve all District and Nest officers.~~
- ~~(11) To create, consolidate or eliminate Districts and Nests upon notification to all Districts and/or Nests affected sixty (60) days prior to the final vote of the National Board of Directors.~~
- ~~(12) To serve as the appellate authority for any decision of the Trial Tribunal.~~

NEW CONSTITUTION

SECTION 42. — EXPENSES OF DIRECTORS.

The Directors shall receive such expenses for attendance at each meeting of the Board of Directors as shall have been fixed by the Convention at which they were elected, provided no compensation shall be paid for meetings that they do not attend, either in person or by other electronic means.

SECTION 43. — POWERS.

The National Board of Directors shall be the executive body and shall exercise the corporate powers of the Falcons except when the Convention is in session. It shall have the power:

ORIGINAL CONSTITUTION

(13) To fill vacancies in the Board of Directors created by resignation, removal, death or any other reason, by a secret ballot, and majority vote, except in the case of the office of the National President.

(14) To elect, by majority vote, a female from the Board of Directors as Chairperson of the Falconette Commission if the National Second Vice President is not female. The Election shall be held at the first National Board Meeting following the Convention.

PROPOSED AMENDMENTS

~~(13) To fill vacancies in the Board of Directors created by resignation, removal, death or any other reason, by a secret ballot, and majority vote, except in the case of the office of the National President.~~

~~(14) To elect, by majority vote, a female from the Board of Directors as Chairperson of the Falconette Commission if the National Second Vice President is not female. The Election shall be held at the first National Board Meeting following the Convention.~~

(1) To organize and issue charters to Districts and Nests and revoke the same for cause. When a Nest or District is created, consolidated or eliminated, all Districts and/or Nests affected shall be given notice sixty (60) days prior to the final vote of the National Board of Directors.

(2) To exercise supervision and control over Districts and Nests.

(3) To approve all Nest and District Officers.

(4) To exercise control over all funds, investments and property of the Falcons, including all subordinate units with the power of disposition.

(5) To suspend any member of the Board of Directors for malfeasance, nonfeasance or misfeasance in office by two-thirds (2/3) vote of all the member of the Board of Directors.

(6) To accept the resignation of officers and members of the Board of Directors, or by two-thirds (2/3) majority vote to force the resignation for malfeasance, or nonfeasance in office.

(7) To fill vacancies in the Board of Directors created by resignation, removal, death or any other reason, by a secret ballot, and majority vote. The replacement Director shall meet the same qualifications for a Director as stated in Section XXX and shall be a member of the District from where the vacancy occurs for at least one year prior to the election by the Board of Directors.

(8) To prescribe rules and regulations for the management and control of the business of the Falcons and for all its subordinate bodies in conformity with the provisions of these Bylaws and the enactment of the Convention.

NEW CONSTITUTION

(1) To organize and issue charters to Districts and Nests and revoke the same for cause. When a Nest or District is created, consolidated, or eliminated, all Districts and/or Nests affected shall be given notice sixty (60) days prior to the final vote of the National Board of Directors.

(2) To exercise supervision and control over Districts and Nests.

(3) To approve all Nest and District Officers.

(4) To exercise control over all funds, investments, and property of the Falcons, including all subordinate units with the power of disposition.

(5) To suspend any member of the Board of Directors for malfeasance, nonfeasance, or misfeasance in office by two-thirds (2/3) vote of all the member of the Board of Directors.

(6) To accept the resignation of officers and members of the Board of Directors, or by two-thirds (2/3) majority vote to force the resignation for malfeasance, or nonfeasance in office.

(7) To fill vacancies in the Board of Directors created by resignation, removal, death, or any other reason, by a secret ballot, and majority vote. The replacement Director shall meet the same qualifications for a Director as stated in Section XXX and shall be a member of the District from where the vacancy occurs for at least one year prior to the election by the Board of Directors.

(8) To prescribe rules and regulations for the management and control of the business of the Falcons and for all its subordinate bodies in conformity with the provisions of these Bylaws and the enactment of the Convention.

ORIGINAL CONSTITUTION

PROPOSED AMENDMENTS

NEW CONSTITUTION

(9) To approve on behalf of the Falcons such contracts as it deems necessary in connection with the business of the Falcons.

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(11) To approve prescribed forms for application for membership and forms, conditions, rates and amounts of benefit certificates and authorize the issuance thereof.

(11) To approve prescribed forms for application for membership and forms, conditions, rates and amounts of benefit certificates and authorize the issuance thereof.

(12) To serve as the appellate authority for any decision of the Trial Tribunal.

(12) To serve as the appellate authority for any decision of the Trial Tribunal.

(13) To elect, by majority vote, a female from the Board of Directors as Chairperson of the Falconette Commission. The Election shall be held at the first National Board Meeting following the Convention. If there are no females on the Board of Directors, the Board shall choose a Falconette to be Chairperson from the Membership of the Falcons.

(13) To elect, by majority vote, a female from the Board of Directors as Chairperson of the Falconette Commission. The Election shall be held at the first National Board Meeting following the Convention. If there are no females on the Board of Directors, the Board shall choose a Falconette to be Chairperson from the Membership of the Falcons.

SECTION 44. — DUTIES.

It shall be the duty of the Board of Directors:

- (1) To approve banks for deposit of funds of the Falcons which shall be withdrawn only on the signature of the National President and National Secretary/Treasurer or if either is unable to sign, then the National First Vice President.
- (2) To approve and control all expenditures, funds and financial statements.
- (3) To approve all actions and decisions of the Executive Board and appointed officials.
- (4) To approve members. To suspend or expel any member after a Trial Tribunal decision has been rendered suspending or expelling such member.
- (5) To approve all of the National President's appointments.
- (6) To appoint an Actuary.
- (7) To approve the hiring of any necessary employees and fix their compensation.
- (8) To remove any employees for cause.
- (9) To examine and pass upon all claims against the Falcons and direct the payment thereof.

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- ~~(2) To approve and control all expenditures, funds and financial statements.~~
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- ~~(4) To approve members. To suspend or expel any member after a Trial Tribunal decision has been rendered suspending or expelling such member.~~
- ~~(5) To approve all of the National President's appointments.~~
- ~~(6) To appoint an Actuary.~~
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- ~~(8) To remove any employees for cause.~~
- ~~(9) To examine and pass upon all claims against the Falcons and direct the payment thereof.~~

ORIGINAL CONSTITUTION

(10) To maintain close contact with Nests in their Districts in their fraternal activities and programs.

(11) To perform such other duties as these Bylaws and Articles of Incorporation prescribe.

PROPOSED AMENDMENTS

~~(10) To maintain close contact with Nests in their Districts in their fraternal activities and programs.~~

~~(11) To perform such other duties as these Bylaws and Articles of Incorporation prescribe.~~

SECTION 44. — DUTIES (BOARD OF DIRECTORS)

The affairs of the Society shall be managed under the direction of the Board of Directors, between regular meetings of the Convention. The Board of Directors shall have the authority to provide rules and regulations for the extension and development of the Society and shall have all other necessary and incidental powers to carry out the objectives of the Society and such other duties as prescribed by these Bylaws.

The Board shall set forth the goals and objectives necessary to cultivate, plan and develop member services and fraternal programs of the organization.

The Duties of the Board of Directors are:

(1) To approve banks for deposit of funds of the Falcons.

(2) To approve and control all expenditures, funds and financial statements.

(3) To approve the rules and procedures for the acceptance of Members into the organization.

(4) To be responsible for the oversight of the National President. The Board can veto a Senior Executive Appointment by the President by a 2/3 vote of the Directors present at a meeting.

(5) To appoint an Actuary.

(6) To approve the compensation and benefits of the National President.

(7) To approve all employment agreements of the Falcons.

~~(8) To fix the bonds of such Officers as it deems necessary in such amount and in such manner as it shall determine, and the expense thereof shall be paid by the Falcons.~~

NEW CONSTITUTION

SECTION 44. — DUTIES (BOARD OF DIRECTORS)

The affairs of the Society shall be managed under the direction of the Board of Directors, between regular meetings of the Convention. The Board of Directors shall have the authority to provide rules and regulations for the extension and development of the Society and shall have all other necessary and incidental powers to carry out the objectives of the Society and such other duties as prescribed by these Bylaws.

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(4) To be responsible for the oversight of the National President. The Board can veto a Senior Executive Appointment by the President by a 2/3 vote of the Directors present at a meeting.

(5) To appoint an Actuary.

(6) To approve the compensation and benefits of the National President.

(7) To approve all employment agreements of the Falcons.

SECTION 136. — PHYSICAL CULTURE COMMITTEE.

The Physical Culture Committee shall be composed of the National Physical Education Director/Directress and all Nest and District Physical Instructors and Instructresses. This Committee shall supervise all physical culture activities.

SECTION XXX. — REMOTE ATTENDANCE.**(District. To be added to the District Article)**

A District can allow Members to participate in Regular or Special Plenary Meetings of a District, Committee Meetings, or District Meetings, by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other. The policies and procedures for allowing Members to participate remotely shall be determined by the District. A Member can participate in Regular or Special Plenary Meetings of a District, or Committee Meetings, by telephone conference or other means of communication when there is an election for the National Director, or an election of District Officers, whether at a District Convention or District Plenary Meeting, but is not permitted to vote in the elections as described.

SECTION XX. — REMOTE ATTENDANCE.**(Nest. To be added to the Nest Article)**

A Nest can allow Members to participate in a meeting by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other. The policies and procedures for allowing Members to participate remotely shall be determined by the Nest. A Member can participate in a Nest meeting by telephone conference or other means of communication when there is an election of officers, but is not permitted to vote in the elections as described.

~~**SECTION 136. — PHYSICAL CULTURE COMMITTEE.**~~

~~The Physical Culture Committee shall be composed of the National Physical Education Director/Directress and all Nest and District Physical Instructors and Instructresses. This Committee shall supervise all physical culture activities.~~

SECTION 136. — PHYSICAL CULTURE COMMITTEE.

The Physical Culture Committee shall be composed of the National Physical Education Director and all Nest and District Physical Instructors and Instructresses. The Committee shall meet at least once a year to discuss youth programs and activities and recommend changes or new programs.

NEW SECTION XXX. — REMOTE ATTENDANCE**(District. To be added to the District Article)**

A District can allow Members to participate in Regular or Special Plenary Meetings of a District, Committee Meetings, or District Meetings, by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other. The policies and procedures for allowing Members to participate remotely shall be determined by the District. A Member can participate in Regular or Special Plenary Meetings of a District, or Committee Meetings, by telephone conference or other means of communication when there is an election for the National Director, or an election of District Officers, whether at a District Convention or District Plenary Meeting, but is not permitted to vote in the elections as described.

NEW SECTION XX. — REMOTE ATTENDANCE.**(Nest. To be added to the Nest Article)**

A Nest can allow Members to participate in a meeting by telephone conference or other means of communication that allows all participants to simultaneously communicate with each other. The policies and procedures for allowing Members to participate remotely shall be determined by the Nest. A Member can participate in a Nest meeting by telephone conference or other means of communication when there is an election of officers, but is not permitted to vote in the elections as described.

SECTION 136. — PHYSICAL CULTURE COMMITTEE.

The Physical Culture Committee shall be composed of the National Physical Education Director and all Nest and District Physical Instructors and Instructresses. The Committee shall meet at least once a year to discuss youth programs and activities and recommend changes or new programs.

ORIGINAL CONSTITUTION

SECTION 35. — NATIONAL PHYSICAL EDUCATION DIRECTOR/DIRECTRESS.

The National Physical Education Director/Directress shall have a minimum of an Associate Degree in Recreation or have related experience. It shall be the duty of the National Physical Education Director/Directress:

- (1) To supervise the national camp, all sports, games and competitive events sponsored by the Falcons unless commissioned under separate activity.
- (2) To organize instructional clinics.
- (3) To coordinate with the National Second Vice President/Fraternal Director development and management of special fraternal programs.
- (4) To perform such other duties as directed by the Convention, National President or Board of Directors.

PROPOSED AMENDMENTS

~~SECTION 35. — NATIONAL PHYSICAL EDUCATION DIRECTOR/DIRECTRESS.~~

SECTION 137. — DUTIES OF THE NATIONAL PHYSICAL EDUCATION DIRECTOR.

~~The National Physical Education Director/Directress shall have a minimum of an Associate Degree in Recreation or have related experience. The National Physical Education Director/Directress shall be appointed by the National President.~~ It shall be the duty of the National Physical Education Director:

- (1) To supervise the national camp, all sports, games and competitive events sponsored by the Falcons unless commissioned under separate activity.
- (2) To organize instructional clinics.
- (3) ~~To coordinate with the National Second Vice President/Fraternal Director development and management of special fraternal programs.~~ To develop and manage special fraternal programs.
- (4) ~~To perform such other duties as directed by the Convention, National President or Board of Directors.~~ To organize and conduct meetings of the Physical Culture Committee.
- (5) Any other duties assigned by the National President.

NEW CONSTITUTION

SECTION 137. — DUTIES OF THE NATIONAL PHYSICAL EDUCATION DIRECTOR.

The National Physical Education Director shall be appointed by the National President. It shall be the duty of the National Physical Education Director:

- (1) To supervise the national camp, all sports, games and competitive events sponsored by the Falcons unless commissioned under separate activity.
- (2) To organize instructional clinics.
- (3) To develop and manage special fraternal programs.
- (4) To organize and conduct meetings of the Physical Culture Committee.
- (5) Any other duties assigned by the National President.