

CONSTITUTION AND BYLAWS OF THE POLISH FALCONS OF AMERICA



Adopted at the Special Convention
Enon Valley, Pennsylvania
July 29, 2022

**PFA Board of Directors
2020-2024**

Executive Officers:

President/CEO, Timothy L. Kuzma
First Vice President, Patricia B. Del Busse
Second Vice President, Daniel Michalak
Secretary/Treasurer & CFO, Ryan Gregg

Directors:

Malgorzata Los
Thomas Eckert
Patricia Capozoli
John Kowarik
Mark Albin
Thomas Washington, Jr.
Rebecca Sienkiewicz
Charles Johns

Appointed Officials:

Legal Counsel, Richard J. Federowicz
Physical Education Director, Christine Puskar
Communications Director, Courtney Caughey-Stambul
National Chaplain, Rev. Timothy Whalen

CONSTITUTION AND BYLAWS OF THE POLISH FALCONS OF AMERICA

ARTICLE I. THE SOCIETY

SECTION 1. — NAME.

The name of this Society shall be “Polish Falcons of America.”

SECTION 2. — HEADQUARTERS.

The principal office shall be in the area of Pittsburgh, Pennsylvania.

SECTION 3. — NATURE.

Polish Falcons of America is a fraternal benefit society incorporated under the laws of the Commonwealth of Pennsylvania.

SECTION 4. — PURPOSE.

Whereas, a sound mind in a sound body is the foundation of the Polish Falcons of America, the purpose of the Society shall be to promote, develop and maintain our Polish heritage through social, cultural, educational, and physical activities; to provide benefits for its members through insurance, endowment and annuity programs; and to organize, create and establish in Pennsylvania, other states of the United States of America, and other countries, subordinate lodges and branches called Nests.

SECTION 5. — EMBLEM.

The Society uses a banner and an official emblem bearing the reproduction of a falcon.

SECTION 6. — TERRITORY.

The territory of the Society shall embrace the United States of America and other countries.

SECTION 7. — DEFINITION OF WORDS.

The word “Convention” shall mean the supreme legislative and governing body and all members shall accede to its authority.

The words “Executive Council” shall mean National President, National Secretary/Treasurer, Board Chairperson and Board Vice Chairperson.

The words “Board of Directors” shall mean the executive and managing body and shall consist of the Board Chairperson, Board Vice Chairperson, together with the National Directors elected by the Convention.

The word “District” shall refer to a group of Nests.

The word “Nest” (subordinate lodge or branch) shall mean a subordinate body composed of members of the Falcons.

The word “Falcon” shall refer to a male member.

The word “Falconette” shall refer to a female member.

The words “Legion of Honor” shall refer to those members who have been decorated with the “Falcon Service Cross.”

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 9. — DELEGATES.

Each Nest shall be entitled to one (1) delegate for every fifty (50) members or a fraction thereof and two (2) alternate delegates, duly elected by a majority vote on a secret ballot at a special meeting of the Nest held at least sixty (60) days before the opening day of the Convention. This is in addition to the Nest Executive Officers in Section 8. If an officially elected delegate is unable to attend the Convention, then the alternate delegate(s) will take the place of the official delegate.

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 11. — PROVISIO.

When the number of Legion of Honor delegates at the Convention exceeds one-third (1/3) of all the delegates of the Convention, each Legion of Honor delegate shall cast such a fraction of a vote as will make his/her vote not more than one-third (1/3) of the voting power of the Convention.

SECTION 12. — MILEAGE AND PER DIEM.

No mileage or per diem allowances shall be paid by the Falcons to any of the Delegates to the Convention except to the following; the Board of Directors and the appointed officials, who shall be paid such mileage and per diem allowances as shall be set by the Convention. Members of the Legion of Honor Commandery who attend the National Convention shall be reimbursed a per diem allowance only.

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.

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 seventy-five (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 16. — QUORUM.

A quorum for a Regular or Special Convention shall consist of the duly elected delegates of at least one-third (1/3) of the number of Nests in good standing.

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.

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.

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 (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.

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.

(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. — QUALIFICATIONS.

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

(3) A Director shall not be a paid employee of PFA National Headquarters.

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

(5) 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. Any costs for completing the designated course shall be paid by Polish Falcons of America.

SECTION 24. — 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 25. — 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 26. — 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.

SECTION 27. — 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 28. — 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.

SECTION 29. — 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 30. — 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.

(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.

(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 31. — 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 32. — 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.

**ARTICLE V.
BOARD OF DIRECTORS**

SECTION 33. — 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 34. — 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 35. — 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 36. — 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. 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 members 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 23 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.
- (9) To approve on behalf of the Falcons such contracts as it deems necessary in connection with the business of the Falcons.
- (10) 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.
- (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.
- (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 37. — 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 hire a National President.
- (2) To approve banks for deposit of funds of the Falcons.
- (3) To approve and control all expenditures, funds and financial statements.
- (4) To approve the rules and procedures for the acceptance of Members into the organization.
- (5) 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.
- (6) To appoint an Actuary.
- (7) To approve the compensation and benefits of the National President.
- (8) To approve all employment agreements of the Falcons.
- (9) To communicate to either Nest or District Presidents on information that was discussed at the Board meeting at least two (2) weeks following the meeting.

ARTICLE VI.

DISTRICTS

SECTION 38. — COMPOSITION.

A District shall be composed of Nests assigned to it by the Board of Directors, giving due regard to local conditions and distances and which shall be designated by a number. Each District shall be composed of at least five hundred (500) members in good standing. A new Nest admitted into the Falcons shall be assigned by the Board of Directors to the nearest District.

SECTION 39. — TRANSFER OF NESTS.

A Nest may be transferred from one District to another by the Board of Directors for geographical or other reasons when in its opinion such action is necessary in the interest of the Falcons upon notification to all Districts and/or Nests affected sixty (60) days prior to the final vote of the National Board of Directors.

SECTION 40. — DISTRICT CONVENTION.

The District Convention shall consist of all elected District Executive Board Members; Nest Officers, namely, Nest President, Nest Female Vice President, Nest Male Vice President, Nest Instructor, Nest Instructress, Nest Financial Secretary, Nest Recording Secretary and Nest Treasurer; duly elected delegates in each Nest in the ratio of one (1) delegate for every twenty-five (25) members in good standing or a fraction thereof; and benefit members of the Falcon Legion of Honor.

SECTION 41. — DISTRICT DELEGATES.

Each Nest shall elect its delegates to the District Convention at a regular monthly or special meeting. No person shall be elected as delegate to the District Convention if he/she has not been a benefit member in good standing for at least one (1) year immediately preceding his/her election as a delegate or if he/she is an officer, delegate, representative, agent, or employee of any other fraternal benefit organization doing a life insurance business. If an officially elected delegate is unable to attend the District Convention, then the alternate delegate(s) shall take the place of the official delegate. Alternate delegates shall be elected in the same manner and time as delegates and shall serve only if the officially elected delegate is not present.

SECTION 42. — PROVISIO.

A member of the Board of Directors may also hold a District Executive Board Office except the Office of President.

SECTION 43. — TIME OF DISTRICT CONVENTIONS.

District Conventions shall be conducted every 2 or 4 years, as decided by the respective Districts, in the odd year between March 1 and October 1 at a time and place designated by the District Convention, at which time there shall be an election of the District's Executive Board. Delegates representing one-third (1/3) of the Nests of a District shall constitute a quorum of a District Convention for the transaction of business.

SECTION 44. — DUTIES OF DISTRICT CONVENTION.

It shall be the duty of each District Convention:

- (1) To receive, approve or reject reports of the District Officers.
- (2) To outline a program for the ensuing two (2) or four (4) years to assure the growth of Nests and progress of Falcon activities in all its phases.
- (3) To fix the time and place for the next District Convention.
- (4) To elect the District Executive Board.
- (5) To elect an Auditing Committee of three (3) members and two (2) alternate members.
- (6) To promote the formation of Nests and solicit new members for the Falcons under the direction of the Board of Directors.
- (7) To engage in such activities as to promote and advance the welfare and interest of the Falcons in the District in conformity with these Bylaws and enactments of the Convention.
- (8) To adopt rules and regulations for the activities of the District which shall not conflict with the Bylaws of the Falcons and the rules and regulations of the Board of Directors.
- (9) To choose such committees as are deemed necessary.

SECTION 45. — APPROVAL.

All District Officers shall take office within thirty (30) days after the adjournment of the District Convention, and, together with the minutes of the District Convention, be approved by the Board of Directors.

SECTION 46. — TITLES & QUALIFICATIONS.

The District Executive Officers shall be composed of a District President, District Female Vice President, District Male Vice President, District Recording Secretary, District Treasurer, District Instructor and/or District Instructress. The District has the option of electing either one or both Vice Presidents. The District Board shall be composed of the District Executive Officers, as well as District Directors, no more than one (1) from each Nest. (In case a Falconette is elected District President, then the District Female Vice President and District Male Vice President shall change positions in order of succession.)

Each District Officer shall be a benefit national dues paying member in good standing for at least one (1) year at the time of his/her election. No District Officer shall act as an officer, representative, agent, or employee for another fraternal benefit organization doing a life insurance business. Violation of this restriction shall result in immediate forfeiture of his/her office. All District Officers

shall be approved by the Board of Directors. Any District Officer who, without just cause, is not present at three (3) consecutive meetings, shall be automatically removed from office and the vacancy shall be filled at the next regular meeting.

SECTION 47. — VACANCIES.

A vacancy in an elected office in a District shall be filled by the District at a plenary meeting called for that purpose after such vacancy has been declared, and the Member serving in this position for the unexpired term shall be entitled to the full rights and privileges of the office.

SECTION 48. — DISTRICT EXECUTIVE BOARD.

The duties of the District Executive Board are:

- (1) To keep an accurate record of all receipts and disbursements.
- (2) To approve, control and issue payment for all obligations incurred for the various authorized activities of the District.
- (3) To render full reports to the National Board of Directors of all activities.
- (4) To make disbursements only by checks signed by the Secretary, Treasurer and President.
- (5) To ensure that Nests comply with the orders of the National Board of Directors of the Falcons.
- (6) To arrange District exhibitions, demonstrations and various enterprises according to the needs and possibilities of its locality.
- (7) To hold District Conventions and field meets.
- (8) To hold at least one (1) plenary meeting in a District Convention year and at least two (2) plenary meetings in a non-District Convention year.
- (9) To initiate administrative, organizational, physical, educational and cultural programs amongst the Nests.
- (10) To perform such other duties as required of it by the National Board of Directors, Convention of the Falcons and the District Convention.

SECTION 49. — COMPOSITION OF DISTRICT MEETINGS.

The District Executive Board shall consist of the following: District President, District Vice President(s), District Recording Secretary, District Treasurer, District Instructor and/or District Instructress and the District Directors, all of which shall have voting privileges at the District Meeting.

SECTION 50. — COMPOSITION OF PLENARY MEETINGS.

The District Executive Board, Nest Officers, National Director and benefit Legion of Honor Members shall have voting privileges at a District Plenary Meeting.

SECTION 51. — DUTIES AND POWERS OF DISTRICT OFFICERS.

The duties of District Officers shall be such as are incident to the office which they hold and such as may be prescribed by the Convention and Board of Directors or the District Convention.

SECTION 52. — DUTIES AND POWERS OF DISTRICT PRESIDENT.

The District President shall:

- (1) Preside at all District Executive Board and District Plenary meetings.
- (2) Call special meetings upon the request of one-third (1/3) of the Nests in good standing in the District.
- (3) Appoint all committees.
- (4) Sign with the District Treasurer all checks drawn on the funds of the District.
- (5) Perform such other duties as the Bylaws, rules, regulations and rituals of the Falcons and the Bylaws of the District require.

SECTION 53. — DUTIES AND POWERS OF DISTRICT VICE-PRESIDENT.

In the absence of the District President, the District Vice President serves in his/her place. The District Vice President shall perform such other duties as the District may require or as are prescribed by the laws, rules and regulations of the Falcons.

SECTION 54. — DUTIES AND POWERS OF DISTRICT RECORDING SECRETARY.

The District Recording Secretary shall:

- (1) Keep accurate records of each meeting.
- (2) Keep on file all committee reports.
- (3) Conduct the general correspondence of the District.
- (4) Perform such other duties as the District may require or as are prescribed by the laws, rules and regulations of the Falcons.

SECTION 55. — DUTIES AND POWERS OF DISTRICT TREASURER.

The District Treasurer Shall:

- (1) Receive all funds and at each meeting make a report of the amount received and disbursed.
- (2) Deposit any District funds in the bank selected by the District and in name of the District.
- (3) Have custody of all securities belonging to the District.
- (4) Pay all obligations signed with the District President by checks drawn on the funds of the District when properly authorized by the District.
- (5) Make at least a full biannual report of all transactions of the treasury of the District for an audit by the District auditors.
- (6) Perform such other duties as the District may require or as are prescribed by the laws, rules and regulations of the Falcons.

SECTION 56. — DUTIES AND POWERS OF DISTRICT INSTRUCTOR/INSTRUCTRESS.

It shall be the duty of the District Instructor/Instructress to:

- (1) Coordinate sports and competitive events to meet the needs of the District for the youth.
- (2) Be the chairperson of the District Technical Committee, which includes all Nest Instructor/Instructress and appointed members.
- (3) Encourage youth and adult participation in the National Polish Falcons of America Tournaments and Educational Clinics.

SECTION 57. — DISTRICT FALCONETTE COMMISSION.

There shall be a Falconette Commission in all the Districts. The District Female Vice President shall be ex officio President of the Falconette Commission. The Secretary and the Treasurer of the Commission shall be elected by the Falconette delegates at the District Conventions. The duties of the Commission are to encourage growth in membership, to give special care to the youth membership and to carry out any and all recommendations of the District and National Conventions.

SECTION 58. — PROPERTY OF DISTRICTS.

The property, real or personal, of a District as a basic unit of the Falcons, being under a close supervision of said organization, shall not be used for purposes other than those outlined by the Falcon Constitution and Bylaws, nor shall it be transferred or sold without previous explicit consent of the Board of Directors contained in a special resolution. The Executive Board and/or the Board of Directors shall have the power to nullify any illegal transfer of assets. Each District has an obligation and duty to abide by the existing and applicable laws of the appropriate jurisdiction. The Polish Falcons of America does not direct, control or supervise District activities, functions and events of its members or others who use the District property and facilities. The Polish Falcons of America specifically disclaims any responsibility for any activities involving the use of alcoholic beverages at any District functions or on any District property.

SECTION 59. — REAL ESTATE HOLDINGS.

Real estate holdings of the District must be deeded to the District using the following phraseology: "Polish Falcons of America District No. of"

SECTION 60. — QUORUM.

A majority of the District Executive Board shall constitute a quorum for the transaction of the general business of the District.

A majority of the District Executive Board and Nest Officers of one-third (1/3) of the Nests of the District shall constitute a quorum of a plenary meeting.

SECTION 61. — REMOTE ATTENDANCE.

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.

ARTICLE VII.

NESTS

SECTION 62. — NEST FORMATION.

Nests may be formed in any territory within the jurisdiction of the Falcons by the Board of Directors. Whenever a new Nest is formed, it shall have full right and privilege to immediately elect from amongst its own members its officers and shall have full rights and privileges to elect delegates to the National Convention. A minimum of twenty-five (25) benefit members is required to establish a new Nest.

SECTION 63. — CHARTER.

Upon receipt of a petition for a charter, the Board of Directors may grant a charter to a new Nest if in its opinion such action shall promote the best interest of the Falcons. The Board of Directors shall designate each Nest by a number and shall give it a name, as follows: "Polish Falcons of America, Nest No. ____ of ____."

SECTION 64. — NEST IN GOOD STANDING.

A Nest in good standing has:

- (1) At least twenty-five (25) benefit members in good standing.
- (2) A full complement of officers on file with National Headquarters on forms prescribed.
- (3) Holds the required number of regular meetings in accordance with these Bylaws.

SECTION 65. — REGULAR MEETINGS.

A Nest shall hold regular meetings at least quarterly on the day and hour at the place fixed in its Bylaws or fixed by resolution of the Nest.

SECTION 66. — SPECIAL MEETINGS.

Special meetings shall be called by the Nest President when deemed necessary or upon written demand of at least one-third (1/3) or 15 of the benefit members in good standing of the Nest, whichever is less.

SECTION 67. — REMOTE ATTENDANCE.

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 68. — QUORUM.

Not less than eight (8) benefit members of the Nest in good standing shall constitute a quorum for the transaction of the general business of the Nest.

SECTION 69. — POWERS AND RESTRICTIONS.

Every Nest shall be entitled to participation in the activities in the District to which it has been assigned and to representation at the Conventions of the Falcons as may be fixed from time to time by the Convention. A Nest shall have power to adopt and amend Bylaws which shall not be in conflict with the Bylaws of the Falcons, the rules and regulations of the Board of Directors and the rules and regulations laid down by the Convention and to provide for its own support.

SECTION 70. — ILLEGAL RECEIPT FOR MONEY.

The Falcons shall not be liable for the illegal receipt of arrears in monthly rates, assessments, per capita tax, fines or dues from suspended and expelled members of the Falcons and the receiving of any such arrears and receipts therefor by any Officer or Officers of a Nest or of the Falcons and the reinstatement of any member except as provided in these Bylaws, shall not be binding on the Falcons.

SECTION 71. — PROPERTY OF NESTS.

The property, real or personal, of a Nest as a basic unit of the Falcons being under a close supervision of said organization, cannot be used for purposes other than those outlined by the Falcon Constitution and Bylaws, and cannot be transferred or sold without previous explicit consent of the Board of Directors contained in a special resolution. The Executive Board and/or the Board of Directors shall have the power to nullify any illegal transfer of assets. Each Nest has an obligation and duty to abide by the existing and applicable laws of the appropriate jurisdiction.

The Polish Falcons of America does not direct, control or supervise Nest Activities, functions and events of its members or others who use the Nest property and facilities. The Polish Falcons of America specifically disclaims any responsibility for any activities involving the use of alcoholic beverages at any Nest functions or on any Nest property.

SECTION 72. — REAL ESTATE HOLDINGS.

Real estate holdings of the Nest shall be deeded to the Nest using the following phraseology "Polish Falcons of America, Nest No. ____ of ____."

SECTION 73. — NEST OBLIGATIONS.

No obligations involving a Nest may be contracted by the Board of Directors at any time, and the Board of Directors, furthermore, shall not be liable for any debts originally contracted by a Nest.

SECTION 74. — MERGER.

A Nest shall not merge with another organization or society in such a manner so as to deprive it of its inherent Falcon characteristics. All Nest mergers shall be approved by the Board of Directors upon notification to all Districts and/or Nests affected sixty (60) days prior to the final vote of the National Board of Directors.

SECTION 75. — DISSOLUTION OF A NEST.

Any Nest deemed not in good standing may be dissolved by the Board of Directors or may be merged with another Nest or with the Nest existing at the National Headquarters of the Falcons upon 90 days notice to all affected Nests. Provided that the certificates of all members in good standing remain in full force and effect, such members may transfer to a Nest of their choice in accordance with Section 121. Should a member not choose a Nest to which they wish to transfer within 30 days of the notice of the proposed dissolution or merger, the member shall be transferred to the Nest geographically closest to their original Nest.

SECTION 76. — PROPERTY OF DISSOLVED OR CHARTER-REVOKED NESTS.

When a Nest is permanently dissolved or when its charter is revoked, it shall be the duty of its last officer to deliver to the Board of Directors or its authorized representative the books, charter, seal, papers and records of the Nest together with all its property, real or personal.

SECTION 77. — PROPERTY OF MERGED NESTS.

When a Nest is merged with another, the transfer of the property, real or personal, certificates and members shall be done in such a manner so as to strengthen the resulting Nest, the District, or the Nest existing at the National Headquarters. Such property, real or personal, shall become the property of the resulting Nest, District, or the Nest existing at the National Headquarters of the Falcons.

SECTION 78. — HEADQUARTERS NEST 804.

There shall exist a Headquarters Nest for those wishing to be members of the Falcons but not associated with a local Nest. The Nest shall be known as Headquarters Nest 804. Its officers and administrators will be the National Executive Officers. This Nest shall not be part of any District. No Nest dues will be assessed to the members of Nest 804. It shall have full rights and privileges to elect delegates to the Convention.

**ARTICLE V III.
NEST OFFICERS**

SECTION 79. — TITLES AND QUALIFICATIONS.

The Executive Nest Officers shall be: Nest President, Nest Vice President, (Two Vice Presidents in mixed Nests. It is a Nest's option to elect one or two Vice Presidents), Nest Recording Secretary, Nest Financial Secretary, Nest Treasurer, Nest Instructor or Nest Instructress in mixed Nests. It is a Nest's option to elect an Instructor or Instructress. Each Officer shall be a benefit member in good standing for at least one (1) year at the time of his/her election, or if a Nest has not been in existence for one (1) year, then since its obtaining a charter. A non-benefit member who has one year or more of service as a non-benefit member in good standing may be elected as long as they have become a benefit member at least 30 days prior to the election. No Nest Officer shall act as an officer, representative, agent or employee for another fraternal benefit organization doing a life insurance business. Violation of this restriction shall result in immediate forfeiture of his/her office in the Nest. All Nest Officers shall be approved by the National Board of Directors of the Falcons. The age of each Officer will be dependent on local state laws.

SECTION 80. — ELECTION AND TERM OF OFFICE.

Nest Officers shall be nominated and elected at the last regular meeting of the calendar year. Elections shall be conducted in a manner provided by the Nest but shall be by secret ballot. Each elected officer shall hold office for one (1) or two (2) years, as decided by the Nest, until his/her successor is elected and installed.

SECTION 81. — INSTALLATION.

The elected officers of a Nest shall be installed anytime prior to the start of the first regular meeting following their election and shall enter at once upon their duties. If an elected officer fails to present himself/herself for installation, unless excused by a majority vote of the members present, his/her office shall be declared vacant by the installing officer who shall at once, if practical, order an election to fill the vacancy. No members shall be installed into office if he/she is indebted to the Nest. Any elected officer of the Falcons, the District President, or a member appointed by the Nest President, shall have authority to install the officers of a Nest according to the ceremonies prescribed in a ritual issued by the Falcons.

SECTION 82. — VACANCIES.

A vacancy in an elected office in a Nest may be filled by the Nest at any time after such vacancy has been declared, and the member serving in this position for the unexpired term shall be entitled to the full rights and privileges of the office.

SECTION 83. — REMOVAL OF OFFICER, FILLING VACANCY, SURRENDER OF PROPERTY.

Any Nest officer may be removed from office by a vote of two-thirds (2/3) of all the members of a Nest present at a special meeting called for that purpose upon thirty (30) days written notice of all members for malfeasance, nonfeasance, or misfeasance in office. Upon removal from office of a Nest officer, or upon his/her death or resignation, his/her successor shall be elected to serve for the unexpired portion of his/her term or until his/her successor has been elected and had qualified. Upon the removal or expiration of the term of office of any officer, he/she shall surrender to his/her successor all the moneys, books, papers, records and property of the Nest in his/her possession together with a written account and report. Any officer who, without just cause, is not present at three (3) consecutive meetings, shall be automatically removed from office and the vacancy shall be filled at the next regular meeting.

SECTION 84. — COMPENSATION OF OFFICERS.

Nest Officers shall receive such compensation for their services as the Nest may determine.

SECTION 85. — PRESIDENT.

The Nest President shall:

- (1) Enforce all the laws, rules and regulations of the Nest and the Falcons insofar as they are applicable to Nests, and preside at all meetings of the Nest.
- (2) Sign with the Nest Financial Secretary, all orders on the treasury of the Nest for payments of sums authorized by the Nest.
- (3) Appoint all committees except the Nominating Committee unless otherwise ordered by the Nest.
- (4) Call special meetings of the Nest whenever he/she shall consider it necessary or upon the request of one-third (1/3) of the members in good standing. The business of special meetings shall be stated in the call and no other business can be legally transacted at such meetings.
- (5) Keep the bonds of the Nest Financial Secretary and the Nest Treasurer.
- (6) Only be entitled to vote in the election of Nest Officers, in balloting for candidates and on questions on which the vote is equally divided.
- (7) Perform such other duties as the Bylaws, rules and regulations and rituals of the Falcons and the Bylaws of the Nest require.

SECTION 86. — FIRST VICE PRESIDENT.

The Nest First Vice President shall:

- (1) Perform the duties of the President in her absence in mixed Nests.
- (2) Chair the Membership committee, plan programs for the growth of membership in the Nest.
- (3) Chair the Audit Committee of the Nest.
- (4) Maintain records of the Nest members receiving Falcon Service Awards, Star of Merit and Legion of Honor.
- (5) Perform such other duties as the Nest may require or as are prescribed by the laws, rules and regulations of the Falcons.

SECTION 87. — SECOND VICE PRESIDENT.

The Nest Second Vice President shall:

- (1) Perform the duties of the President in his absence in mixed Nests.
- (2) Encourage growth in membership.
- (3) Give special care to youth membership.
- (4) Be ex official President of the Falconettes of the Nest.
- (5) Be a representative of the Nest to the District Falconette Commission.
- (6) Perform such other duties as the Nest may require or as are prescribed by the laws, rules and regulations of the Falcons.

SECTION 88. — ONE NEST VICE PRESIDENT.

If the Nest chooses to elect one Vice President, then his/her duties shall be the combined duties of Sections 90 and 91. If a male is elected Vice President then Section 91, items 4 and 5 will be assigned to a female member of the Nest.

SECTION 89. — RECORDING SECRETARY.

The Nest Recording Secretary shall keep accurate minutes of each meeting. He/She shall perform such other duties as the Nest may require or as are prescribed by the laws, rules and regulations of the Falcons.

SECTION 90. — TREASURER.

The Nest Treasurer shall:

- (1) Receive and receipt for all funds from the Nest Financial Secretary and at each meeting make a report of the amounts received and disbursed.
- (2) Have custody of all securities belonging to the Nest and pay all orders signed by the Nest Financial Secretary and the Nest President when properly allowed and by the Nest ordered paid.
- (3) Deposit any Nest funds in the bank or banks selected by the Nest and in the name of the Nest.
- (4) Upon assuming office, furnish a statement from the bank showing deposits of such funds in the name of the Nest.
- (5) Make full reports to the Nest at the regular meetings in January and July of each year of all transactions of the assets and disbursements of the treasury of the Nest during the preceding half-year and at such other times as may be required by the Nest or the Auditing Committee thereof, produce all records and funds of the Nest for which he/she is responsible.
- (6) Perform any such other duties as may be required of him/her by the Nest or as prescribed by the laws, rules and regulations of the Falcons.

SECTION 91. — FINANCIAL SECRETARY.

The Nest Financial Secretary shall:

- (1) Keep the records and seal of the Nest, conduct the correspondences thereof, and at each regular meeting read all official communications received by him/her since the last meeting.
- (2) Receive and receipt for all moneys due the Nest and the money paid by members and deposit the same as the Nest may direct.
- (3) Remit to the Falcons' treasury all payments as provided in these Bylaws and pay to the Nest Treasurer all dues and other Nest funds upon proper receipt.
- (4) Keep correct accounting as required by the National Secretary/Treasurer between the Nests and its members, and a separate record of all funds belonging to the Falcons and the Nest in books provided for that purpose.
- (5) Sign with the Nest President, all orders drawn on the Nest Treasury and sign all official documents and, when required, impress the seal of the Nest thereon.
- (6) Notify all delinquent members of the amount due from them for Nest dues or assessments, and when a member fails to pay the same for thirty (30) days after they become due, he/she shall notify the membership of this fact at the next meeting of the Nest.
- (7) Keep a record of the names of all members in a Nest register, provided for that purpose, showing the residence and address in full.
- (8) Report immediately to the National Secretary/Treasurer any change of residence or post office address of a member, which shall come to his/her knowledge.
- (9) Notify all applicants of their acceptance by the Nest; report such admission to the National Secretary/Treasurer.
- (10) Notify each applicant for membership of the date of his/her approval or rejection immediately after receiving notice thereof from the National Secretary/Treasurer.
- (11) Report to the National Secretary/Treasurer all withdrawals, reinstatements, or changes in benefit certificates giving the name of the member, and the number of the certificate in each case.
- (12) Report to the Nest, at each regular meeting, the names of all members reinstated since his/her last report and the names of all members suspended with the cause thereof.
- (13) Forward to the Falcons' treasury, within ten (10) days of receipt, all premiums collected from the members during the month.
- (14) Upon request of the National Secretary/Treasurer, forward a full and complete financial audit, attested by the Nest President and Nest Treasurer. Also, such other information as may be required by the National Board of Directors or the National Secretary/Treasurer.

(15) Notify the National Secretary/Treasurer of the absence of any member from his/her place of residence and whose address for a period of twelve (12) months preceding has not been made known to the Nest Financial Secretary, giving such member's name, date of disappearance and any other facts in connection therewith known to such Secretary.

(16) Perform such other duties as the Bylaws, rules and regulations of the Falcons and the Bylaws of the Nest require.

SECTION 92. — DUTIES OF NEST INSTRUCTOR/INSTRUCTRESS.

The Nest Instructor/Instructress shall:

- (1) Supervise all sports, games and competitive events sponsored by the Nest.
- (2) Attend Nest meetings to give a report of activities being offered.
- (3) Maintain an inventory of all athletic equipment owned by the Nest and be responsible for repairs when necessary.
- (4) Keep attendance and roll call records of all youth classes.
- (5) Provide leadership in basic Polish Falcons protocol including parade line-ups.
- (6) Be a member of the District Technical Committee.
- (7) Encourage youth and adult participation in National Polish Falcons of America fraternal programs.
- (8) Attend Educational Clinics sponsored by the National Polish Falcons of America.
- (9) Inform the National Physical Education Director/Instructress about sports activities being offered.
- (10) Encourage Nest's participation in community civic programs.

ARTICLE IX.

RATES AND FUNDS

SECTION 93. — FORMS AND RATES.

The Falcons may issue benefit certificates upon such forms and plans, which shall provide for such benefits and privileges, with such premium rates, and on such mortality basis and interest assumption, all as may from time to time be prescribed by the Board of Directors, and permitted by the laws of the Commonwealth of Pennsylvania or the laws of other states in which the Falcons is authorized to do business. The Board of Directors shall have the authority to set the minimum and maximum benefits for each plan prescribed.

SECTION 94. — PAYMENT OF RATES.

Each benefit member shall pay the rates specified in his/her certificate and riders, and special assessments that may be levied pursuant to these Bylaws. Such payments may be made as provided in the certificate. All payments shall be due and payable on the first day of the specified period as stated in the contract.

SECTION 95. — PAYMENT TO UNAUTHORIZED PERSON.

Except as otherwise provided in these Bylaws, all dues, per capita tax, assessments and rates shall be paid by each member to National Headquarters. If payment is made to any unauthorized person, such person, whether an officer or member of a Nest or of the Falcons, shall be deemed to be the agent of the member, and such payments shall not be deemed payment to the Falcons unless and until actually received by the National Secretary/Treasurer.

SECTION 96. — INVESTMENT OF FUNDS.

The funds of the Falcons shall be invested only in securities authorized by the laws of the Commonwealth of Pennsylvania.

SECTION 97. — VALUATION.

The full required legal reserve on all certificates outstanding shall be maintained at all times, and it shall be the duty of the Board of Directors to cause an annual valuation to be made of all certificates in force on December 31st of each year. Such valuation shall be made by a competent actuary, and shall be in conformity with the requirements of the states in which the Falcons is licensed to do business.

SECTION 98. — DISTRIBUTION OF SURPLUS.

Whenever it appears, by a valuation certified by a competent actuary, that the actual assets of the Falcons exceed liabilities, it may, by vote of the Board of Directors, and for such period as its assets are maintained as aforesaid, pay back to its several members an equitable portion of such surplus in such a manner as may be determined by vote of said Board of Directors. However, liabilities shall include the tabular reserves computed by an amount over five percent (5%) of said reserves, increased by an amount equal to all its other benefit liabilities.

SECTION 99. — EXTRA RATES IN CASE OF DEFICIENCY.

If the stated periodical contributions of the members of the Falcons subject to existing laws are insufficient to pay all reported death and disability claims in full, and to provide for the creation and maintenance of the funds required by existing laws, additional contributions or additional, increased or extra rates of contribution shall be collected from its members to meet the deficiency. Upon the written application or consent of such member his/her certificate may be charged with the proportion of any deficiency disclosed by valuation with interest not exceeding five percent (5%) annum. The member shall have the option to pay said deficiency in cash or have the deficiency charged as a lien on his/her certificate.

**ARTICLE X.
BENEFIT PROVISIONS**

SECTION 100. — SUSPENSION.

A member under suspension, for any cause, shall forfeit absolutely his/her right to representation or to participate in the fraternal privileges of the Falcons.

SECTION 101. — BENEFICIARIES.

Any member, in his/her application, may direct any benefit to be paid to his/her estate or to any person or entity, as may be permitted by the laws of the Commonwealth of Pennsylvania. If the laws of any state in which the Falcons is authorized to do business do not permit the payments of benefits in accordance with the foregoing provisions, the benefits shall be paid as the laws of such state provide. No beneficiary shall have or obtain any vested interest in the proceeds of any certificate until such certificate has become due and payable in conformity with the provisions of the insurance contract. The owner may change the beneficiary as stated in their contract.

SECTION 102. — DISAPPEARANCES.

When a member has disappeared or his/her whereabouts are unknown and he/she is not heard from for such length of time and under such circumstances that, according to the common law or statutory provisions of any state wherein the Falcons is licensed to do business, a presumption arises that such member is dead. No liability is thereby created on the part of the Falcons upon the benefit certificate issued to such member unless the presumption of death is established by a decree of a proper court. Provided, however, that where the law of the state wherein the member was domiciled required written notice of such proceedings to be given to the Falcons, the same shall be given so that the Falcons may have an opportunity to appear in such proceedings as intervener, if it so elects.

SECTION 103. — SIGNATURES.

Every certificate issued by the Falcons shall be signed by the National Secretary/Treasurer and the National President.

ARTICLE XI.
GENERAL PROVISIONS

SECTION 104. — WAIVER OF BYLAWS.

This Constitution and Bylaws of the Falcons shall be binding on the Falcons, on every member thereof and on all beneficiaries of members and no subordinate officers or members shall have power or authority to waive any provision thereof.

SECTION 105. — BOARD OF DIRECTORS TO DETERMINE LIABILITY.

The Board of Directors shall have final authority, within the Falcons, to determine the liability of the Falcons for benefits, and it is hereby given full power and authority to settle, by compromise or otherwise, any death, or other claims, when, in its judgment, the best interests of the Falcons require it.

SECTION 106. — INCREASE OF BENEFITS.

Any benefit member may, at any time, receive another certificate for an additional amount but only upon proper application therefore and approval thereof.

ARTICLE XII.
MEMBERSHIP

SECTION 107. — QUALIFICATIONS.

Members of the Falcons may be persons, who at the time of their application for membership, are sixteen (16) years of age, of good moral character, who by birth or descent are of Polish or Slavic Nationality, and their husbands and wives regardless of nationality, or any individual who is judged supportive of the purpose and ethnic heritage of the Polish Falcons of America.

SECTION 108. — JUVENILES (YOUTH).

The Board of Directors shall provide for benefits on the lives of children, less than sixteen (16) years of age at nearest birthday, as authorized by the laws of the Commonwealth of Pennsylvania and these Bylaws. Such children shall have no voice in the management of the Falcons.

SECTION 109. — JUVENILE CERTIFICATES (YOUTH).

Upon the application of any adult person qualified for membership in the Falcons, a benefit certificate may be issued upon the life of any child of such person or upon the life of any child who is related to or who is dependent upon such person for support, in which certificate such persons shall be the certificate owner, provided, however, that if the original certificate owner dies, the juvenile certificate may be transferred to any other qualified person, who shall obligate himself/herself for the child's support, and continue to pay the rates required on such certificate.

SECTION 110. — CLASSES OF MEMBERS.

The adult members shall be divided into two (2) classes: Benefit and Non-Benefit national dues paying members.

SECTION 111. — BENEFIT MEMBERS RIGHTS — CONTRACT.

Each benefit member shall be entitled to all rights and privileges of membership in the Falcons and to the benefits named in his/her beneficial certificate except as provided in Section 114 hereof. The Articles of Incorporation, the Constitution and Bylaws, the benefit certificate, together with any riders and endorsements thereon, the application for membership, the medical examination and declaration of insurability if used in lieu of medical examinations, signed by the applicant, with all amendments to each thereof, shall together constitute the entire contract between the Falcons and the member. Any changes, additions or amendments to the Articles of Incorporation or to the Constitution and Bylaws duly made or enacted after the issuance of the benefit certificate, shall bind the member and his/her beneficiary, and shall govern and control the agreement in all respects as if such changes or amendments had been made prior to and were in force at the time of the application for membership.

SECTION 112. — NATIONAL NON-BENEFIT MEMBERS.

A National Non-Benefit Member is a person of age twenty-one (21) or older who has been accepted for membership, paid applicable membership dues, and met such other requirements for Social Membership established by the Society. National Non-Benefit Members in good standing possess all rights and privileges granted by the laws of the Society including the ability to participate in the activities of Nests and Districts, and the National Organization. National Non-Benefit members can attend meetings of the Nest of which they are members.

National Non-Benefit Members shall NOT:

- (1) Vote at Nest meetings.
- (2) Hold Office in a Nest or District.
- (3) Attend District Plenary Meetings.
- (4) Be a delegate to a District or National Convention.
- (5) Vote in the corporate and insurance affairs of the Society.
- (6) Be eligible to receive Polish Falcons Service Awards.
- (7) Be eligible for Polish Falcons Scholarships.

SECTION 113. — APPLICATIONS FOR MEMBERSHIP.

Applications for membership shall be made to a Nest or National Headquarters on forms prescribed by the Board of Directors. The Executive Board shall approve the application, submit the application to a local Nest for their acceptance; otherwise, the applicant can be assigned to the Home Office Nest. A majority vote by ballot of the members present shall be necessary for election of an applicant. Every applicant so elected to membership shall be initiated in accordance with the ritual of the Falcons.

SECTION 114. — NEST DUES.

Each Nest shall fix and administer its Nest dues. All rules and regulations pertaining to Nest dues shall be such as are contained in the Nest's Bylaws.

SECTION 115. — GOOD STANDING.

A member shall be in good standing when he/she has paid all rates, special assessments, per capita tax, Nest dues and fines levied against him/her, and has complied in every particular with the Bylaws of the Falcons. A member who is not in good standing status shall be reinstated to good standing status when he/she is current with all applicable National and Nest Dues and any other obligations, upon delivery of a letter from a member to the Nest Financial Secretary of their desire to be reinstated. Membership shall automatically terminate upon failure to maintain at least one benefit contract in force.

SECTION 116. — WHEN JUVENILE (YOUTH) MEMBER ADMITTED TO ADULT MEMBERSHIP.

When any juvenile member reaches the minimum age of sixteen (16) years for initiation into membership of the Falcons, such juvenile member shall present himself or herself for initiation as provided in these Bylaws, relative to the admission of adult members.

SECTION 117. — TRANSFER CARD.

A member, wishing to transfer to another Nest, may do so by applying for a transfer card to the Nest Financial Secretary of his/her Nest or National Headquarters. If no charges are pending against such member, the Nest Financial Secretary shall at once issue such a transfer card. Application for transfer of juvenile member shall be made by the certificate owner. A member receiving a transfer card shall immediately deposit the same with the Financial Secretary of the Nest to which transfer is to be made and make application for admittance into such Nest, which shall be voted upon in the manner provided in these Bylaws for admission of new members. If the vote is favorable, the member shall be declared admitted. If such member should be rejected, the transfer card shall be returned immediately to the National Secretary/Treasurer for disposition in order to be admitted to another Nest.

SECTION 118. — MULTIPLE NEST MEMBERSHIP.

Multiple Nest membership is permitted, but said member can hold office in only one (1) Nest.

ARTICLE XIII.
DISCIPLINARY PROVISIONS

SECTION 119. — WHISTLEBLOWER POLICY.

Polish Falcons of America supports the protection of whistleblowers on all levels of the organization. Therefore, the National Board of Directors shall adopt a Whistleblowers Protection Policy that shall be reviewed, tested and approved on an annual basis. This Whistleblower Protection Policy shall apply to all of the Organization's staff, whether full-time, part-time, or temporary employees, to all volunteers, to all Benefit Members, to all who provide contract services, and to all officers and directors, each of whom shall be entitled to protection.

SECTION 120. — OFFENSES FOR WHICH MEMBER MAY BE PUNISHED.

The following are declared the offenses against the Falcons for the commission of which a member may be punished by removal from office he/she may hold, or by fine, reprimand, suspension or expulsion:

- (1) Violation of the Bylaws of the Falcons, enactments of the Convention, or neglect of any duty imposed thereby.
- (2) Embezzlement, or willful withholding of any funds or other property of the Falcons, or of any of its subordinate bodies, upon demand therefor by proper authority.
- (3) Making willfully untruthful answers, which effect either the acceptance of the risk or the hazard assumed by the Falcons, to any questions in his/her application for membership and medical examination provided action is taken within the contestable period of the certificate.
- (4) Perpetration of, or attempt to perpetrate, any fraud upon the Falcons, or any of its officers or subordinate bodies.
- (5) Institution of any litigation against the Falcons or its subordinate bodies, without having first exhausted all remedies available under this Article.
- (6) Collection or disbursement of money for the purpose of defeating the Bylaws of the Falcons or enactments of the Convention.
- (7) Willful insubordination or contempt of a superior authority of the Falcons.
- (8) False and malicious saying, writing or publishing of any statement injurious to the Falcons, or calculated to effect its general interest unfavorably or to bring its officers into disrepute or contempt.
- (9) Conviction in any court of law of a criminal offense of the grade of felony, which judgment of conviction has been final under the laws of the jurisdiction in which such judgment was rendered.

SECTION 121. — ADDITIONAL OFFENSES.

Each Nest may define additional offenses related to conduct unbecoming a member of the Nest, provided that offenses so defined shall not subject the member to expulsion from the Falcons.

SECTION 122. — OFFENSES FOR WHICH DISTRICTS OR NESTS MAY BE PUNISHED.

The following offenses may result in the suspension or revocation of a District or Nest charter by the Board of Directors:

- (1) Neglecting or refusing to conform to the Bylaws of the Falcons, enactments of the Convention or the rules, regulations, requirements and decisions made by the proper authority.
- (2) Accepting as members by a Nest of persons who are not entitled to membership in the Falcons.
- (3) Failing to enforce sentence against an officer or member within the time prescribed after conviction.
- (4) Willful insubordination or contempt of a superior authority of the Falcons.
- (5) Collection or disbursement of money for the purpose of defeating the Bylaws of the Falcons or enactments of the Convention, provided that nothing contained in the Article shall prevent the suspension or dissolution of a Nest without charges, as otherwise provided in these Bylaws.

SECTION 123. — COMPLAINT.

No charge against any member or officer shall be considered unless it is in the form of a written complaint, signed by a member of the Falcons in good standing. No charge against a District or Nest shall be considered unless it is in the form of a written complaint signed by three (3) members in good standing in the Falcons.

SECTION 124. — TRIAL TRIBUNALS.

The body which shall hear the complaint thus presented is hereinafter referred to as a Trial Tribunal.

(1) If the complaint is against a member by another member of the same nest, it shall be heard by a Trial Tribunal of five (5) members appointed by the Nest President with the approval of the Nest Executive Officers, provided that such members shall have no interest whatsoever in the matters.

(2) If the complaint is against a member of another Nest, it shall be heard by a Trial Tribunal of five (5) members appointed by the District President with the approval of the District Executive Board, provided that such members shall have no interest whatsoever in the matters.

(3) If the complaint is against a District or Nest, it shall be presented to the Legal Committee officiating as the Trial Tribunal.

(4) If the complaint is against an officer of the Falcons, it shall be heard by a Trial Tribunal of five (5) members appointed by the National President with the approval of the National Board of Directors, provided that such members shall have no interest whatsoever in the matters.

SECTION 125. — RULES OF PROCEDURE.

The rules of disciplinary procedure of all Trial Tribunals shall provide for:

(1) Affording the accused a fair opportunity to present evidence of his/her or its innocence.

(2) Notice to the accused and all members of the Trial Tribunal of the time and place of hearing and any continuance thereof, provided that no penalty of removal from office or expulsion from the Falcons shall be imposed unless a majority of the members of a Trial Tribunal attend and participate in the hearing.

SECTION 126. — DECISION OF TRIAL TRIBUNAL.

Every decision of a Trial Tribunal shall be made by vote of the majority of all the members thereof present and voting, except a decision imposing the penalty of removal from office or expulsion, which decision shall be by the vote of two-thirds (2/3) of all members of the Tribunal present and voting. By its decision, the Trial Tribunal may:

(1) Find the complaint unfounded and may dismiss the same, or;

(2) Find the accused guilty of all or some of the charges in the complaint and may fine the accused in a sum not less than one dollar (\$1.00), and not more than twenty-five dollars (\$25.00), or;

(3) Reprimand the accused privately or in open meeting, or;

(4) Suspend the accused member, District or Nest for a definite or indefinite time, or;

(5) Remove from office or expel the accused member from membership in the Falcons, provided that each decision shall also fix the time within which the penalty shall be complied with.

SECTION 127. — EFFECT OF SUSPENSION OR EXPULSION.

A member who has been suspended or expelled by action of a Trial Tribunal shall be deprived of all rights and privileges of any nature whatsoever in the Nest and the Falcons, provided that such member shall have the privilege of maintaining his/her benefit certificate in force by continuing payment of the required rate and contributions payable under his/her certificate and provided further that a member so expelled or suspended shall be notified by the National Secretary/Treasurer in writing of his/her privilege to maintain his/her benefit certificate in force.

SECTION 128. — APPEALS.

The complainant and the accused shall have the right to a written appeal to the National President, within thirty (30) days of the Trial Tribunal's decision. Appeals shall be heard by the Board of Directors in the manner determined by it. All the decisions of the

Board of Directors on appeals shall be by vote of a majority of the members present thereof, except decisions imposing the penalty of removal from office or of expulsion, which shall be by vote of two-thirds (2/3) of the members present of the Board of Directors. The decision of the Board of Directors may affirm, modify in whole or in part, or reverse the decision of the Trial Tribunal.

SECTION 129. — LITIGATION PROHIBITED.

No member, officer, District or Nest shall institute any litigation with respect to any matter properly cognizable under the provisions of this Article without first exhausting the remedies afforded under this Article.

**ARTICLE XIV.
COMMITTEES**

SECTION 130. — AUDIT COMMITTEE.

The Audit Committee shall be composed of five (5) members appointed annually by the National President. At least three (3) members of the Committee shall be National Directors. The two (2) other members of the Committee shall qualify as a financial expert with an accounting certification or previous experience in a financial oversight role. Executive Officers shall not serve on the Audit Committee. The Committee shall verify audits, review all financial records at least quarterly and present its report and recommendations at the regular quarterly meetings of the National Board of Directors. The Committee shall also meet at least annually with independent auditing firm hired by the Falcons to review the findings of the annual audit.

SECTION 131. — PHYSICAL CULTURE COMMITTEE.

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

SECTION 132. — 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.

SECTION 133. — LEGAL COMMITTEE.

The Legal Committee shall be composed of the Legal Counsel, the National President and three (3) members of the Board of Directors appointed by the National President. This Committee shall investigate all legal matters pertaining to the Falcons, give legal opinions and advice to the Board of Directors, interpret provisions of the Constitution and Bylaws of the Falcons, and investigate complaints from Nests and Districts, and submit recommendations in reference thereto to the Board of Directors. It shall likewise present for adoption amendments to the Constitution and Bylaws at the National Convention.

SECTION 134 — OTHER COMMITTEES.

The Board of Directors shall approve all such other committees as are deemed necessary to carry out the purpose of the Falcons.

ARTICLE XV.

FALCON LEGION OF HONOR

SECTION 135. — WHAT CONSTITUTES.

The Falcon Legion of Honor shall be composed of members in good standing who have been decorated for meritorious services with the "Falcon Service Cross."

SECTION 136. — REGULATIONS PERTAINING THERETO.

All regulations and rules pertaining to the Falcon Legion of Honor shall be such as are contained in the Regulations and Ritual of the Falcons, subject to the approval of the Board of Directors.

ARTICLE XVI.

AMENDMENTS TO THE CONSTITUTION AND BYLAWS AND ARTICLES OF INCORPORATION

SECTION 137. — AMENDMENTS TO THE CONSTITUTION.

The Constitution and Bylaws of the Falcons may be amended by a two-thirds (2/3) vote of all delegates present and qualified to vote at a regular Convention or Special Convention called for that purpose, as submitted by the Legal Committee.

SECTION 138. — EFFECTIVE DATE.

All amendments shall take effect within thirty (30) days after the closing of the Convention pending the approval of the Commissioner of the Pennsylvania State Insurance Department.

SECTION 139. — AVAILABILITY OF REVISED CONSTITUTION.

The Official Minutes and a revised Constitution and Bylaws shall be available for distribution to the Nests and members by December 1st of the Convention year.

SECTION 140. — AMENDMENTS TO ARTICLES OF INCORPORATION.

The Articles of Incorporation of the Falcons may be amended at any session of the Convention by adoption, by two-thirds (2/3) vote of the members present and entitled to vote, and shall become effective upon compliance with the provisions of the laws of the Commonwealth of Pennsylvania.

SECTION 141. — RULES OF ORDER.

Robert's Revised Rules of Order shall govern in deliberations of all bodies and constituent parts of the Falcons, except where the Bylaws, Rules and Regulations of the Falcons provide otherwise.

GENERAL AMENDMENT.

This Constitution and Bylaws shall be amended generally by the substitution of the words "benefit" for "insurance," "beneficial member" for "insured member," "youth" for "juvenile," and "social member" for "non-insured member," as used in its context.

FALCON OATHS OATH OF MEMBERSHIP.

"I, (give full name), having become acquainted with the ideals of the Polish Falcons of America, join its ranks knowingly and voluntarily and solemnly swear before God and those present to faithfully serve the Falcon order, conscientiously defend its precepts and follow its rules and regulations, so help me God."

DLACZLONKOW.

"Ja (imię, i nazwisko) poznawszy rycerskie cele Sokolstwa Polskiego w Ameryce, wstępuję w teszeregi z całą świadomością i dobrowolnie przysięgam na mój honor wobec Boga i Was tu zebranych, że sta: będę wiernie w Sokolim Zakonie, bronić sumiennie jego zasad i przestrzegać obowiązującą ustawę i regulaminy.— Tak mi dopomóż Bóg!"

OATH TAKEN FOR CONVENTION DELEGATES.

"We (I), delegates to the Falcon National Convention, mindful of our Falcon pledge, solemnly swear in the presence of the Falcon banner on our word as Falcons to fulfill the tasks imparted to us faithfully, nobly, impartially, and for the good of the order and our nation, so help us (me) God."

DLA DELEGATOW I DELEGATEK ZJAZDU.

"My zebrani (ja obecny) na zjeździe sokolim, wobec sztandaru naszego i pomni (pomny lub pomna) na złożoną przysięgę sokołą przyrzekamy (przyrzekam) na słowo sokole obowiązki włożone pełnić bez zarzutu, godnie, bezstronnie i jedynie dla dobra Sokolstwa i Narodu. Tak nam (mi) dopomóż Bóg!"

OATH FOR CONVENTION OFFICERS.

"We, elected by your will, officers of this Convention, do solemnly swear before the Falcon banner, mindful of the Falcon oath we had taken, to perform the duties entrusted to us conscientiously, impartially and honestly, for the good of the order and our nation, so help us God."

DLA PREZYDIUM ZJAZDU.

"My, powołani wolą Waszą do Prezydium tego Zjazdu, przyrzekamy wobec Sziandaru naszego, pomni na złożoną przysięgę sokołą powierzony urząd pełnić."

OATH FOR OFFICERS. (NATIONAL, DISTRICT AND NEST)

"I, _____ assuming the office of _____ (specify the office to which you have been elected) of the Polish Falcons of America, solemnly vow upon my word of honor conscientiously and faithfully to follow the Constitution, rules and regulations of the Falcon order according to my Falcon pledge, so help me God."

DLA URZĘDNIKÓW PRZEDWODNICTWA, OKRĘGÓW I GNIAZD.

"Ja _____, obejmując urząd _____ (tu wymienić urząd) S.P.wAm., przyrzekam na mój honor sumiennie i wiernie przestrzegać uslaw i regulaminów. Sokolstwa w myśl złożonego ślubowania. - Tak mi dopomóż Bóg!"

CERTIFICATION

I, the undersigned Secretary/Treasurer of the Polish Falcons of America, a fraternal benefit society, incorporated under the laws of the Commonwealth of Pennsylvania, do hereby certify that I have carefully examined the foregoing compilation of the Amendments to the Constitution and Bylaws of the Polish Falcons of America and that the same is a true and correct copy of said Amendments to the Constitution and Bylaws adopted and exacted by its supreme legislative and governing body, called its Convention, held at Enon Valley, Pa., on July 29, 2022 and as the same are now in force.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the official seal of the said society this 18th day of January 2023.



Ryan Gregg
National Secretary/Treasurer & CFO

INDEX

THE SOCIETY 1

THE CONVENTION 2

BOARD OF DIRECTORS—COMPOSITION 4

DUTIES OF THE OFFICERS 6

BOARD OF DIRECTORS 8

DISTRICTS 10

NESTS 14

NEST OFFICERS..... 16

RATES AND FUNDS..... 19

BENEFIT PROVISIONS 20

GENERAL PROVISIONS 21

MEMBERSHIP 21

DISCIPLINARY PROVISIONS 23

COMMITTEES 25

FALCON LEGION OF HONOR 26

AMENDMENTS TO THE CONSTITUTION AND BYLAWS AND ARTICLES OF INCORPORATION 26

FALCON OATHS 27