POLISH CLUB OF DENVER
3121 W Alameda Ave.
80219 Denver, Colorado USA | 303-993-2193

Denver, CO Sep 10, 2026

Dotyczy: Nadchodzące rozpatrzenie poprawek do Konstytucji i/lub Regulaminu | Upcoming Consideration of Constitutional and/or Bylaws Amendments

PL: Drodzy Członkowie Klubu Polskiego w Denver,

Konstytucja Klubu Polskiego w Denver określa jasne zasady dotyczące wprowadzania zmian w naszych przepisach konstytucyjnych i regulaminowych. Zgodnie z Artykułem X wszelkie proponowane poprawki muszą zostać przedstawione na piśmie, udostępnione wszystkim członkom co najmniej 30 dni wcześniej oraz poddane pod głosowanie na zebraniu z prawomocnym kworum. Zasady te zapewniają, że zmiany są przemyślane, przejrzyste i wspierane przez Członków Klubu.

Poprawki przedstawione poniżej zostały ostatnio złożone i będą rozpatrywane podczas spotkań w dniach 11 października 2026 r., a w razie potrzeby także 8 listopada 2026 r. Serdecznie zapraszamy wszystkich członków do zapoznania się z proponowanymi zmianami oraz do udziału w dyskusji i głosowaniu na tych nadchodzących zebraniach. Wasza obecność i zaangażowanie gwarantują, że nasza Konstytucja i Regulamin nadal będzie odzwierciedlać wartości i priorytety naszej społeczności.

Z wyrazami szacunku, Przemek Rupnowski, Sekretarz

ENG: Dear Members of the Polish Club of Denver

The Constitution of the Polish Club of Denver outlines clear steps for updating our governing rules. According to Article X, any proposed amendments must be presented in writing, shared with all members at least 30 days in advance, and voted on at a meeting with a legal quorum. These rules ensure that changes are thoughtful, transparent, and supported by the Membership.

The amendments presented here were recently submitted and will be considered during the meetings on October 11, 2026 , and, if necessary, November 8, 2026 . We kindly invite all members to review the proposed changes and take part in the discussion and vote at these upcoming meetings. Your participation ensures that our Constitution and ByLaws continues to reflect the values and priorities of our community.

Best regards, Przemek Rupnowski, Secretary

Below please find Constitutional and By-Laws amendment proposals submitted on 9/10/2026 by Treasurer Małgorzata Schwab.

PROPOSED AMENDMENT NO. 1

CONSTITUTION — ARTICLE II

OBJECT and PURPOSE

Amend Section 1 to say:

Add “and Polish-American community”, before “and all mankind”.

RATIONALE

To qualify for the 501(3)(c) non-profit status, the Polish Club of Denver needs to serve the broader community.

PROPOSED AMENDMENT NO. 2

CONSTITUTION — ARTICLE IV

DUES and DELIQUENCIES

Amend Section 2 to say:

Add “and only after the dues are paid.” to the end of the first sentence.

RATIONALE

It clarifies what constitutes a member in good standing for the purpose of the Executive Board candidate’s eligibility, as stated in Article 5 Section 4. A candidate who has not paid the dues 6 months before the elections is not eligible to be elected.

PROPOSED AMENDMENT NO. 3

CONSTITUTION — ARTICLE VII

DOCUMENTS

Amend Section 2 to say:

Change “valid two-thirds vote of the entire membership to “valid two-thirds vote of the members in attendance at a general meeting.”

RATIONALE

It is practically impossible to ever gather two-thirds of the entire membership at any meeting.

PROPOSED AMENDMENT NO. 4

CONSTITUTION — ARTICLE XIV

DISSOLUTION AND DISPOSITION OF ASSETS

Article XIV shall be replaced in its entirety with the following:

Sec. 1. Dissolution and Legacy Trust

1.1 Dissolution and Satisfaction of Obligations.
Should the number of members fall below nine (9), as provided in Article II, Section 3, or should the Polish Club of Denver otherwise be lawfully dissolved, the remaining members shall obtain appropriate legal advice regarding dissolution. All lawful debts, liabilities, taxes, and obligations of the Club shall first be satisfied.

1.2 Establishment of Legacy Trust.
Following satisfaction of such obligations, all remaining assets of the Polish Club of Denver,

including any assets held in the Endowment Fund established pursuant to Section 2 of this Article, shall be transferred to a **Trust Fund established for the preservation and continued support of Polish culture, heritage, traditions, education, and Polish-American community life in Colorado**. The Trust shall be established and administered in accordance with applicable law and in a manner consistent with the nonprofit purposes and historical mission of the Polish Club of Denver.

1.3 Appointment of Board of Trustees.
Prior to dissolution, the **Board of Directors shall appoint a Board of Trustees consisting of not fewer than three (3) qualified persons**. Trustees may include independent third parties or professional fiduciaries and need not be members of the Polish Club of Denver. Trustees shall be selected on the basis of integrity, independence, appropriate professional or financial competence, and commitment to preserving the mission and legacy of the Polish Club of Denver.

1.4 Duties of Trustees.
Upon transfer of the Club's assets to the Trust, the Board of Trustees shall assume fiduciary responsibility for their custody, prudent investment, preservation, management, and distribution. To the extent reasonably practicable, the principal of the Trust shall be preserved, with investment income and prudent distributions used to support eligible Polish cultural, educational, artistic, historical, language, and community initiatives.

The Trustees shall establish a fair and transparent process for requesting, evaluating, approving, and documenting grants or other financial support from the Trust.

1.5 Intended Beneficiaries.
Organizations intended to be among the beneficiaries of the Trust include:

1. **Polish Folk Dancers "Krakowiacy";**
2. **The Rocky Mountain Chapter of The Kosciuszko Foundation;**
3. **The Polish School**, through funds designated directly for the benefit of the School and its educational programs.

The foregoing organizations are intended beneficiaries but shall not constitute an exclusive list.

1.6 Eligibility of Other Beneficiaries.
Other organizations, programs, or initiatives may qualify for support provided that they:

(a) have continuously operated for at least five (5) years;

(b) have a substantial and documented record of activities supporting Polish culture, heritage, education, language, arts, history, or the Polish-American community;

(c) conduct substantial activities in Colorado or directly benefit the Polish-American community of Colorado; and

(d) are organized and operated for nonprofit, charitable, cultural, or educational purposes and are legally eligible to receive distributions from the Trust.

Before approving any distribution, the Trustees shall document that the recipient satisfies these requirements and any additional eligibility, financial accountability, and conflict-of-interest requirements established by the governing instrument of the Trust.

1.7 Protection Against Ineligible or Newly Created Organizations.
No organization newly created or organized in anticipation of, or in proximity to, the dissolution of the Polish Club of Denver shall be eligible to receive Trust assets unless it satisfies the qualification requirements of Section 1.6.

No organization shall qualify merely by adopting a Polish cultural, charitable, or community purpose shortly before dissolution. This provision is intended to protect assets accumulated by generations of Club members from diversion to newly created, nominal, or opportunistic organizations lacking a substantial record of service to the Polish-American community.

1.8 Prohibition of Private Benefit.
No Trustee, officer, Director, member, former member, or other private individual shall acquire any ownership interest in or personal claim against assets transferred to the Trust or receive private benefit from those assets, except for reasonable compensation for bona fide professional services when permitted by applicable law and the governing instrument of the Trust.

1.9 Trust Governance and Succession.
Upon transfer of the Club's remaining assets to the Trust, the Executive Board and Board of Directors shall cease to have authority over those assets.

Thereafter, the appointment, succession, resignation, replacement, and removal of Trustees shall be governed by the governing instrument of the Trust and applicable law. The Trust instrument shall provide for continuity of Trustees, financial oversight, reporting, recordkeeping, conflicts of interest, and other safeguards necessary for the long-term protection of the Trust and its purposes.

Sec. 2. Sale of Real Property and Endowment Fund

2.1 Financial Necessity.
If the financial condition of the Polish Club of Denver makes continued ownership, maintenance, or operation of the Club's real property financially unsustainable or financially imprudent, the Club may sell such property **without dissolving the organization**.

Financial necessity may include circumstances in which recurring revenues are insufficient to meet operating expenses, taxes, insurance, utilities, maintenance, repairs, regulatory requirements, debt obligations, or other costs necessary to preserve and operate the property, or when reasonably anticipated expenditures would place the financial viability of the Club at substantial risk.

2.2 Financial Disclosure.
Before any proposed sale, the Executive Board shall provide the membership with information reasonably sufficient to demonstrate the financial circumstances supporting the sale, including revenues, operating expenses, material anticipated expenditures, liabilities, and available financial resources.

2.3 Approval of Sale.
Any sale, conveyance, or other disposition of the Club's real property shall require at least thirty (30) days' written notice to the membership and approval requirement consistent with Article VII of this Constitution.

2.4 Continuation of the Club.
The sale of the Club's building or other real property shall not, by itself, constitute dissolution of the Polish Club of Denver. The Club may continue to operate through rented, shared, donated, or other facilities and shall continue to pursue the purposes established by this Constitution.

2.5 Disposition of Sale Proceeds.
After payment of debts, taxes, transaction expenses, transition expenses, and other lawful obligations associated with the property and its sale, the net proceeds shall remain assets of the Polish Club of Denver and shall not be distributed to members, officers, Directors, or other private individuals.

A substantial portion of the net proceeds shall be preserved in a long-term **Endowment Fund owned by and for the benefit of the Polish Club of Denver**.

2.6 Administration of Endowment Fund.
The Endowment Fund shall remain an asset of the Polish Club of Denver and shall be administered by the **Executive Board**, subject to this Constitution, applicable law, appropriate financial oversight, and prudent investment and financial-management practices.

The Executive Board shall manage the Endowment Fund with the objective of balancing the Club's current financial needs with preservation of the Fund for future generations.

2.7 Purpose and Permitted Use of Endowment Fund.
The primary purpose of the Endowment Fund shall be to **support the continued existence, operations, and mission of the Polish Club of Denver**.

To the extent reasonably practicable, the principal shall be preserved, while investment income and prudent distributions may be used for reasonable expenses necessary to carry out the Club's mission, including rental of facilities; cultural and educational programs; meetings and membership activities; community events; insurance; administration; communications; preservation of Club records, archives, and historical materials; and other reasonable operating expenses.

Distributions of principal may be made when reasonably necessary to preserve the continued operation of the Club or accomplish an important purpose consistent with its mission.

2.8 Financial Reporting and Oversight.
The Endowment Fund shall be maintained separately from ordinary operating funds, with appropriate financial records and accounting.

The Executive Board shall provide periodic reports concerning the Endowment Fund, including its value, investment performance, contributions, withdrawals, and distributions, to the Board of Directors and membership.

The **Board of Directors shall exercise oversight of the Executive Board's administration of the Endowment Fund** but shall not use or distribute Endowment assets except through the procedures established by this Constitution and the governing policies of the Fund.

2.9 Transition from Endowment Fund to Legacy Trust.
If the Polish Club of Denver subsequently enters dissolution, the Board of Directors shall appoint the Board of Trustees as provided in Section 1.3.

Upon dissolution, all assets remaining in the Endowment Fund, together with all other remaining Club assets after satisfaction of lawful obligations, shall be transferred to and become assets of the Trust established under Section 1.

Upon such transfer, authority over those assets shall pass from the Executive Board and Board of Directors to the Board of Trustees, which shall thereafter administer them in accordance with Section 1 and the governing instrument of the Trust.

RATIONALE

The existing Article XIV was adopted in 1999 and provides essentially for liquidation of the Club's property and distribution of the remaining funds among several suggested organizations. It does not provide a mechanism for preserving the assets accumulated by generations of Club members or for continuing the Club's cultural legacy over time.

This amendment establishes a **Legacy Trust upon dissolution** so that remaining Club assets can be preserved, prudently invested, and used over time to support Polish culture, heritage, education, and Polish-American community life in Colorado. It identifies established Colorado Polish organizations as intended beneficiaries while establishing objective qualifications for other future beneficiaries and safeguards against diversion of assets to newly created, nominal, or opportunistic organizations.

The amendment also recognizes that the **Polish Club of Denver is an organization and community, not merely a building**. If ownership of its real property becomes financially unsustainable, the property may be sold without dissolving the Club. A substantial portion of the proceeds would become an **Endowment Fund owned by the Polish Club of Denver**, providing long-term financial support for the Club's continued operations, programs, events, and cultural mission.

As long as the Polish Club of Denver remains in existence, the **Executive Board administers the Endowment Fund, with oversight by the Board of Directors**. Only upon dissolution does the Board of Directors appoint an independent Board of Trustees, at which time the remaining Endowment and other Club assets are transferred to the Legacy Trust. This provides a clear transition of fiduciary responsibility while preserving the authority of the Club's elected leadership for as long as the organization continues to operate.

PROPOSED AMENDMENT NO. 5

BY-LAWS — ARTICLE I — MEMBERSHIP

Delete Section 1

Delete Section 1 in its entirety. Subsequent sections shall be re-ordered accordingly.

RATIONALE

The mandatory annual allocation of $500 for recruitment of new members shall no longer be required by the By-Laws.

PROPOSED AMENDMENT NO. 6

BY-LAWS — ARTICLE I — MEMBERSHIP

Amend Section 2(b) — Life Member

Section 2

Delete item b) “Life Member” in its entirety.

Existing item **c), d) and e)** shall be redesignated to reflect the new order.

All other provisions of Section 2 shall remain unchanged.

PROPOSED AMENDMENT NO. 7

BY-LAWS — ARTICLE I — MEMBERSHIP

Amend Section 4(b) — Procedure for accepting new members

Section 4b

Replace **“The membership committee”** with **“The Membership Director”**

RATIONALE

The “membership committee” does not exist.

Proposal 8 - Bylaws Amendment

Out[ ]=

```
Title: Fixing number of directors
```

Out[ ]=

```
Author: Przemek Rupnowski
```

Submission date : 9/10/26

In English

Content

Out[ ]=

```
I move to change "seven (7)" to "eight (8)" in ByLaws Art. II Sec 1.
```