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**BYLAWS**  
**Passed September 3, 2016**  
**of the**  
**MACEDONIAN PATRIOTIC ORGANIZATION**  
**OF THE UNITED STATES AND CANADA**

**ARTICLE I**  
**NAME**

The name of this corporation shall be the Macedonian Patriotic Organization of the United States and Canada, hereinafter referred to either as the Macedonian Patriotic Organization or MPO.

**ARTICLE II**  
**OBJECTIVE**

Section 1. Purpose:

- A. The Macedonian immigrants of the United States and Canada, as well as their descendants, realizing the necessity of joint organized activity for the liberation of Macedonia, formed the Macedonian Patriotic Organization with the slogan "Macedonia for the Macedonians."
- B. MPO is an Indiana nonprofit corporation. It works for the patriotic, religious, cultural and educational development of the Macedonian immigrants and their descendants. To implement its purpose and mission, MPO shall have all the grants and powers vested to it as a nonprofit corporation by the laws of the State of Indiana.
- C. MPO is organized and operated exclusively for the purposes described in section 501(c)(3) of the United States Internal Revenue Code (the "Code") and is exempt from federal income tax. MPO shall not engage in any activity prohibited under Section 501(c) (3) of the Code. MPO shall not operate for the benefit of private interests; permit its earnings to inure to the benefit of any private individual; or directly or indirectly participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for elective public office.

Section 2. The Aim of MPO is:

- A. to strengthen the feelings of loyalty and patriotism among the immigrants and their descendants toward the respective countries where they live: the United States, Canada and other countries.
- B. to strive, in a legal manner and in accordance with Section 501(c)(3) of the Code, for the establishment of Macedonia as an independent state unit within her historic and geographic boundaries, so that the ethnic, religious,

45 cultural and political rights and liberties for all citizens shall be  
46 constitutionally guaranteed.

47  
48 Section 3. MPO's Means:

49  
50 A. For the accomplishment of the foregoing, MPO employs the following  
51 means:

- 52  
53 1. It establishes in the United States, Canada and other countries local  
54 MPO Chapters, each of which MPO Chapter shall operate as divisions of  
55 MPO. Each MPO Chapter shall have a distinct name.  
56 2. It publishes newspapers, books and pamphlets to disseminate the  
57 truth regarding the just cause of Macedonia, and informs the public  
58 opinion on the correct solution of the Macedonian problem.  
59 3. It establishes connections all over the world with legal Macedonian  
60 organizations striving for the same purposes.  
61 4. It organizes conventions, meetings, lectures and promotes discussions  
62 for the popularization of the aim of the organization, and initiates the  
63 arrangement of activities of a cultural, religious, social and charitable  
64 beneficial character.  
65  
66

67 **ARTICLE III**  
68 **MPO CHAPTERS AND MEMBERSHIP**

69  
70 Section 1. MPO Chapters:

71  
72 A. In every part of the United States, Canada and other parts of the world,  
73 wherever conditions exist, MPO may establish local MPO Chapters,  
74 operating each MPO Chapter as a division of MPO. The MPO Central  
75 Committee of Trustees shall establish each new MPO Chapter in  
76 accordance with these MPO Bylaws, subject to the approval by the  
77 Annual Convention.

78 1. Each MPO Chapter will consist of five (5) or more members, residing  
79 in the same geographical area. No more than one MPO Chapter shall  
80 exist in one city, with the exception of the already approved two Chapters  
81 in Toronto, Canada and except as otherwise approved by two-thirds vote  
82 of the MPO Central Committee of Trustees, subject to the approval by a  
83 two-thirds vote of the Annual or Special Convention as described herein.  
84 No MPO Chapter is authorized to incorporate or to act as an  
85 unincorporated association or other legal entity separate from MPO.

86 2. MPO Chapters shall have distinct names designated by the MPO  
87 Central Committee of Trustees. The Executive Director shall be  
88 responsible for ensuring that MPO is authorized to do business in each  
89 state, commonwealth or province in which an MPO Chapter is located.

90 3. MPO Chapters shall only engage in, sponsor and/or conduct activities  
91 that further MPO's mission and purposes, and that are permitted to be  
92 carried out by an organization exempt from federal income tax under  
93 Section 501(c)(3) of the Code or corresponding future provisions of the  
94 federal tax law, using best efforts to ensure that such activities are of the  
95 highest quality with respect to content, materials, logistical preparation and  
96 otherwise.

97 4. Each MPO Chapter shall adhere to the MPO Articles of Incorporation,  
98 the MPO Bylaws and the *MPO Chapter Rules* adopted and enforced  
99 pursuant to these MPO Bylaws. In addition, each MPO Chapter shall  
100 observe the legitimate directives of the MPO Central Committee of  
101 Trustees, uphold the honor of the MPO and obey the decisions of the  
102 Annual MPO Conventions.

103 5. MPO may close the operations of an MPO Chapter under the following  
104 circumstances: the MPO Central Committee of Trustees, by two-thirds  
105 vote, determines, in its sole discretion, that the MPO Chapter has failed to,  
106 or is failing to, comply with the MPO Articles of Incorporation, the MPO  
107 Bylaws and/or the *MPO Chapter Rules*, or otherwise is engaging in any  
108 act or omission that may result in the loss of MPO's federal tax-exempt  
109 status may recommend that the Annual or Special Delegate Assembly  
110 close the chapter by a two-thirds vote.

111 6. The MPO Central Committee of Trustees, by two-thirds vote, may  
112 recommend reinstatement of a closed MPO Chapter pursuant to these  
113 MPO Bylaws, provided that it determines, in its sole discretion, that the  
114 MPO Chapter will be in compliance with the MPO Articles of Incorporation,  
115 the MPO Bylaws and the *MPO Chapter Rules*, and will refrain from  
116 engaging in any act or omission that may result in the loss of MPO's  
117 federal tax-exempt status. The decision to reinstate a closed chapter shall  
118 be made by a two-thirds vote of an Annual or Special Delegate Assembly

119 Section 2. Types of Membership: MPO members may either by Regular  
120 Members or Associate Members, as more particularly described below. Either  
121 type of member may join an MPO Chapter or be a Member-at-Large.

122

123 Section 3. Regular Members:

124

125 A. A Regular Member must be at least 18 years old; have been born in  
126 Macedonia or be of Macedonian descent; and accepts and adheres to the  
127 MPO Bylaws.

128 B. A Regular Member may also be a spouse or significant other of a Regular  
129 Member, even if the spouse or significant other is of non-Macedonian  
130 descent, provided that the spouse or significant other is at least 18 years  
131 old and accepts and adheres to the MPO Bylaws.

132

133 Section 4. Associate Member:

134 Any individual who is at least 18 years old, but who was not born in Macedonia or  
135 is not of Macedonian descent may be Associate Member, provided he or she  
136 accepts and adheres to the MPO Bylaws.

137  
138 Section 5. Rights of Members:

- 139  
140 A. Regular Members: Regular Members shall have the following rights: to  
141 attend and be notified of all membership meetings and events; propose  
142 motions, debate, and vote at membership meetings; hold elective and  
143 appointed officers and chairmanships; serve as a delegate at the MPO  
144 Annual Convention; receive MPO publications; and any other rights  
145 accorded through these MPO Bylaws.
- 146 B. Associate Members: Associate Members shall have all of the rights of  
147 Regular Membership, except for the right to propose motions, debate and  
148 vote at MPO Annual Conventions; to hold MPO elective and appointed  
149 offices and Chairmanships; and to serve as a delegate or alternate to the  
150 MPO Annual Convention. Associate Members shall have the right to speak  
151 and vote on local matters if a member of a MPO Chapter.

152  
153 Section 6. Application, Resignation, and Reinstatement of MPO Membership

- 154  
155 A. Application: New members shall complete and submit an application form  
156 designed by the Central Committee of Trustees along with their dues for  
157 one year. The application shall be submitted to the applicable MPO  
158 chapter if the applicant is applying for membership in an MPO Chapter, or  
159 to the Executive Director if applying as a Member-At-Large. The  
160 application shall be processed and filed as provided in the *MPO Policy*  
161 *Manual*.
- 162 B. Resignation: Any member desiring to resign from the MPO shall submit  
163 his or her resignation in writing to the highest ranking officer of the  
164 applicable MPO Chapter, if a member of an MPO Chapter, or to the  
165 Executive Director, if a Member-At-Large. Any member who fails to pay  
166 annual dues by the forfeiture date shall be considered as automatically  
167 resigning. The resignation shall be processed and filed as provided in the  
168 *MPO Policy Manual*.
- 169 C. Reinstatement: Any member who has resigned or whose MPO  
170 membership is revoked may apply for reinstatement to the highest ranking  
171 officer of the applicable MPO Chapter, if a former member of the  
172 applicable MPO Chapter, or to the Executive Director if a former Member-  
173 At-Large. The application for reinstatement shall be processed and filed as  
174 provided in the *MPO Policy Manual*.

175  
176 Section 7. Dues and Proposed Adjustments in Annual Dues

- 177  
178 A. Annual Dues: MPO annual dues shall be set by a two-thirds vote of the  
179 Central Committee of Trustees, providing that adjustments are less than

180 or equal to the rate of inflation. Should an annual dues adjustment  
181 greater than the rate of inflation be needed, it shall be adopted by a two-  
182 thirds vote of the Central Committee of Trustees and then submitted to  
183 the Annual Convention for final approval. A two-thirds vote of delegates  
184 at the Annual Convention, providing that there is a quorum, shall be  
185 necessary to adopt a dues adjustment greater than the rate of inflation.  
186 Proposed dues adjustments requiring the approval of the Annual  
187 Convention shall be noticed to the MPO membership no later than June  
188 15 prior to the Annual Convention.

- 189 B. Dues Payment: Annual dues shall be due from members by August 1 of  
190 each year, and shall payable to the applicable MPO Chapter or to the  
191 MPO (c/o the Executive Director) if paying member is a Member-at-Large.
- 192 C. Membership Year: The membership year shall be August 1 through July  
193 31.
- 194 D. The Delegate Assembly of an Annual or Special Convention shall  
195 determine the delegate seating fees for the Annual Convention.

196  
197 Section 8. Good Standing: A member *in good standing* shall be an individual  
198 who has paid all current dues and assessments and has no MPO disciplinary  
199 action pending or permanent disciplinary judgment in place.

200  
201 Section 9. Nondiscrimination: The MPO shall in the conduct of its affairs have  
202 no restriction or limitation based upon race, color, religion, disability, political  
203 affiliation, gender, sexual orientation, gender identification, or employment status.  
204 The terms “Macedonians” and “Macedonian immigrants” used in these bylaws  
205 pertain equally to all nationality groups in Macedonia–Bulgarians, Aroumanians,  
206 Turks, Albanians, and others. As used in these MPO Bylaws, these terms have  
207 only geographic and not ethnographic meaning.

## 208 209 210 **ARTICLE IV** 211 **OFFICERS**

### 212 213 Section 1. Elected Officers

- 214  
215 A. There shall be four Elected Officers as follows: a President, a Vice-  
216 President, a Secretary, and a Treasurer.
- 217 B. The Annual Convention shall elect the nine Trustees of the Central  
218 Committee and the Central Committee shall elect the four Officers from  
219 among the nine members of the Central Committee of Trustees.
- 220 C. The remaining five Trustees shall than be designated as Trustees-at-  
221 Large.

### 222 223 224 Section 2. Qualifications for Office

225

- 226 A. Any Regular Member *in good standing* who has been a member of  
227 MPO for at least five years and is a current Trustee shall be eligible for  
228 election to an MPO Elected Officer position.
- 229 B. To be elected to the office of President, a Regular Member shall have  
230 served at least one term on the Central Committee of Trustees and at  
231 the time of his or her election be a trustee.
- 232 C. All candidates for elected offices shall have an individual e-mail  
233 account and be familiar with the basics of electronic communications.
- 234 D. No Elected Officer shall hold more than one office at a time, except  
235 that by a majority vote a Central Committee of Trustees a Trustee may  
236 be temporarily assigned all or part of the duties of an office during the  
237 period that there is a vacancy in that office.
- 238 E. No Elected Officer shall be eligible to serve more than three  
239 consecutive one-year terms in the same office or five consecutive  
240 terms as an Elected Officer. All candidates for the office of President  
241 shall have at least one year of experience as a trustee.
- 242
- 243 a. After the initial five consecutive terms as an officer, all future terms  
244 shall be single terms with a hiatus of at least one year between  
245 each single term.
- 246 F. In an emergency, however, a former officer can be elected to fill an  
247 unfinished term when there is a vacancy and no other qualified trustee  
248 is willing to fill the vacancy.
- 249

### 250 Section 3. Term of Office

251

- 252 A. Elected Officers shall serve for a term of one year or until their  
253 successors are elected and take office. Trustees who are elected to  
254 serve as Elected Officers shall continue to serve as a Trustee for the  
255 length of their term as Trustee unless they resign or are removed.
- 256 B. Officers shall assume their duties at the close of the Annual  
257 Convention at which they were elected.
- 258

### 259 Section 4. Resignation or Removal of an Officer

260

- 261 A. An Elected Officer may resign his or her office without prejudice so  
262 long as the officer submits a written letter of resignation with an  
263 effective date of the resignation and all materials of that office are  
264 submitted to the MPO Office for safe keeping no later than the effective  
265 date of the resignation. An Elected Officer who resigns his office shall  
266 continue to serve his or her unfinished term as a Trustee unless he or  
267 she also resigns as a Trustee.
- 268 B. The Central Committee of Trustees may remove an officer with or  
269 without cause by a two-thirds vote by ballot providing that the officer  
270 has been notified at least thirty days prior to the meeting at which the  
271 removal action is to take place and given an opportunity to make an

272 oral or written statement. The disciplined officer shall continue to  
273 serve his or her unfinished term as Trustee unless at a following  
274 Annual or Special Convention the Delegate Assembly removes him or  
275 her as a Trustee by a two-thirds vote. All materials of that office shall  
276 be immediately submitted to the MPO Office for safe keeping.  
277

## 278 Section 5. Vacancies in Office

- 279
- 280 A. Vacancies in any office except that of the President shall be filled by  
281 the Central Committee of Trustees by a majority vote. A ballot shall be  
282 used unless there is only one candidate to fill the vacancy in which  
283 case the vote may be taken by voice. The vacancy shall be filled only  
284 for the unexpired part of the vacant officer's term.
  - 285 B. A vacancy in the office of President created by removal, death,  
286 resignation, or incapacity as determined by the Central Committee of  
287 Trustees shall be filled automatically by the Vice-President. In the  
288 event that the office of Vice-President shall also be vacant when the  
289 office of President is vacant, the Central Committee of Trustees shall  
290 fill the office of President by electing a current Trustee by a majority  
291 vote using a ballot and shall fill the office of Vice-President in the  
292 manner described in Part A above.
  - 293 C. A Vice-President who fills the vacancy in the office of President, if he  
294 or she serves less than one-half of the unexpired term, shall be eligible  
295 to serve two consecutive full terms as President if elected.

296

## 297 Section 6. Nomination and Election of Officers

298

### 299 A. Nominations:

- 300 1. Before the Annual Convention adjourns, the Central Committee  
301 shall meet and nominate at least one candidate from the floor for  
302 each officer position then open. Candidates nominated from the  
303 floor shall immediately complete and submit The Candidacy Form  
304 for review by the Central Committee before the election.  
305

306

### 306 B. Election:

- 307 1. Election of officers shall be by ballot vote, unless there is only one  
308 candidate for an office in which case that position may be elected  
309 by voice vote. A majority vote shall elect.  
310

311

312

312 Section 7. Duties of Officers: The elected officers shall perform the duties  
313 provided in this section and such other duties as are prescribed for the office in  
314 these bylaws, or by the Central Committee of Trustees, or by the Annual  
315 Convention, or in the adopted parliamentary authority, or by statute.  
316

316

- 317 A. The President shall also be the Chairman of the MPO and shall  
318 preside at all meetings of the MPO and of the Central Committee of  
319 Trustees except as otherwise stated. The President shall appoint,  
320 subject to confirmation of the Central Committee of Trustees, the  
321 chairman and members of committees except the Nominating  
322 Committee. The President shall serve ex-officio as a member of all  
323 committees except the Nominating Committee. All correspondence  
324 sent outside of the MPO to other organizations, activities and  
325 individuals shall be signed by the President.
- 326 B. The Vice-President when directed by the President or the Central  
327 Committee of Trustees shall perform all duties of the President during  
328 the President's absence. If there is a vacancy in the office of President  
329 created by removal, death, resignation, or incapacity as determined by  
330 the Central Committee of Trustees, the Vice-President shall  
331 automatically succeed to the office of President. Inability or refusal to  
332 fill this vacancy shall be an automatic resignation.
- 333 C. The Secretary shall record the minutes of all meetings of the  
334 membership and the Central Committee of Trustees. The minutes of  
335 Annual Convention shall be approved in a manner set forth in a policy  
336 developed by the Central Committee of Trustees and these minutes  
337 shall be distributed to members present at the next Annual Convention  
338 and upon request to other members. The minutes of all Central  
339 Committee of Trustees Meetings shall be sent to all Central Committee  
340 of Trustees members. The Secretary shall send notices of Central  
341 Committee of Trustees and Membership Meetings in a manner  
342 authorized in a policy adopted by the Central Committee of Trustees.  
343 The Executive Director shall be the custodian of all records and  
344 documents including the MPO Bylaws, Special Rules of Order, MPO  
345 Chapter Rules, Policies, and Minutes. The Secretary or the Executive  
346 Director shall update these documents when they are changed by  
347 action of the Annual Convention or the Central Committee of Trustees.
- 348 D. The Treasurer or the Executive Director shall keep the financial  
349 records and receive all monies. Upon presentation of a voucher, the  
350 Treasurer or the Executive Director shall pay bills and make other  
351 disbursement as authorized by the Central Committee of Trustees.  
352 They shall follow such accounting procedures and issue financial  
353 reports as required and prescribed in IRS Regulations, Indiana  
354 Statutes for Non-Profit Corporations, the MPO Bylaws, MPO Chapter  
355 Rules, or by the Central Committee of Trustees or Annual Convention.  
356 The Treasurer or the Executive Director as authorized by the Central  
357 Committee of Trustees shall receive and be custodian of the dues and  
358 fees. The Treasurer shall submit a written financial report at all  
359 meetings of the Central Committee of Trustees and at the Annual  
360 Convention and when otherwise directed by the Central Committee of  
361 Trustees or Annual Convention. He or she shall present a proposed  
362 budget, with recommendations, for adoption by the Central Committee



- 363 of Trustees at the first meeting after the Annual Convention or at an  
364 earlier time if determined by the Central Committee of Trustees.  
365 E. The Trustees-At-Large may serve as chairmen of standing committees  
366 and shall perform other duties as specified in these bylaws or by the  
367 Central Committee of Trustees or by the Annual Convention.  
368 F. Retiring, removed, or resigning officers shall deliver to their successors  
369 the materials pertaining to their respective offices within thirty days of  
370 their last day in office or as otherwise specified in these bylaws or by  
371 direction of the Central Committee of Trustees.  
372  
373

## 374 **ARTICLE V** 375 **MEETINGS**

### 376 377 Section 1. Annual Convention 378

- 379 A. The date and location of the Annual Convention shall be  
380 recommended by motion and vote of the Convention delegates but  
381 shall be set by the Central Committee of Trustees based upon the  
382 availability and suitability of meeting facilities in the recommended  
383 area.  
384 B. Delegates to the Annual Convention: the delegate body shall be  
385 determined according to the following:  
386 1. Each of the nine voting Trustees of the Central Committee of  
387 Trustees shall serve as a delegate.  
388 2. The Executive Director shall serve as delegate without vote and  
389 shall not have the right to make motions.  
390 3. Each MPO Chapter shall elect a number of delegates to represent  
391 the Chapter at the Annual Convention based upon its number of  
392 Regular Members. An MPO Chapter with 5 to 25 Regular Members  
393 shall elect one delegate; an MPO Chapter with 26 to 50 Regular  
394 Members shall elect two delegates; and an MPO Chapter with over  
395 50 Regular Members shall elect three delegates. Each MPO  
396 Chapter may elect one Alternate for each delegate. Alternate  
397 delegates shall serve and have privileges at the Annual Convention  
398 only if the elected delegate is unable to serve. The process of  
399 credentialing delegates and alternate delegates shall be provided in  
400 the *MPO Policy Manual*.  
401 4. A Local Chapter that fails to settle its financial obligations with the  
402 MPO at least thirty days prior to the Annual Convention shall lose  
403 its right to participate in that year's Annual Convention.  
404 5. All Delegate and Alternates shall be *in good standing* to be elected  
405 and to participate.  
406 6. All Delegates and Alternates to the Annual Convention shall  
407 present credentials in the manner described in the MPO Policy  
408 Manual.

- 409 C. The business of the Delegate Assembly of the Annual Convention shall  
410 include but not be limited to the following actions:  
411 1. Conduct an annual evaluation of the Central Committee of  
412 Trustees;  
413 2. Act upon resolutions to forward information or recommendations to  
414 the Central Committee of Trustees for consideration;  
415 3. Adopt a motion to recommend the location and date of the next  
416 Annual Convention;  
417 4. Determine the delegate seating fees for the next Annual  
418 Convention;  
419 5. Elect the Trustees of the Central Committee of Trustees who's  
420 staggered terms have ended and fill any Trustee vacancies;  
421 6. Elect the Chairman and members of the Audit Committee and  
422 Nominating Committee;  
423 7. By a two-thirds vote act upon requests to sell MPO or Chapter Real  
424 Estate;  
425 8. By a two-thirds vote acting upon proposals to move the MPO  
426 Headquarters and/or the editorial office;  
427 9. By a two-thirds vote, act upon Central Committee of Trustee  
428 recommendations for a dues increase that is greater than the cost  
429 of living as specified in Article III, Section 7  
430 10. Amend or revise the bylaws and MPO Rules for Chapters;  
431 11. Hear Financial Reports;  
432 12. Act upon the Audit Report;  
433 13. Hear reports of officers and committees;  
434 14. By a two-thirds vote act upon a recommendation to form, disband,  
435 or reinstate a chapter;  
436 15. Act upon disciplinary issues proposed by the Central Committee of  
437 Trustees;  
438  
439

440 Section 2. Special Conventions  
441

- 442 A. Special Conventions may be called by a motion and majority vote of  
443 the Central Committee of Trustees and shall be called by a petition  
444 signed by 30% of the Regular Members *in good standing*. The Central  
445 Committee of Trustees shall determine the date, time and location of  
446 the Special Convention.  
447 B. Notice of the purpose, time, date, and location of the Special  
448 Convention shall be sent to all Chapters and to the delegates of the  
449 previous Annual Convention at least 40 days prior to the Special  
450 Convention.  
451 C. Only business announced in the notice of the Special Convention shall  
452 be conducted.  
453 D. The delegate body of the Special Convention shall be the delegate  
454 body elected or designated for the previous Annual Convention.

455 Delegates shall present their credentials signed by the President and  
456 Secretary of their Chapter. The elected Trustee-delegates shall be  
457 those who are currently in office.

458 E. Special Conventions may be in person meetings or held by telephone  
459 conference call, providing that all participants can hear and interact  
460 with each other.

461

462 Section 3. Quorum for conducting business at the Annual and Special  
463 Conventions shall be a majority of the delegates registered for the convention  
464 providing that at least a majority of the Chapters and current Trustees are  
465 registered.

466

467

## ARTICLE VI CENTRAL COMMITTEE OF TRUSTEES

468

469

470 Section 1. Composition: The Central Committee of Trustees shall be the  
471 Governing Body and shall consist of the nine Trustees who shall serve staggered  
472 terms and shall be elected by the Delegate Assembly of the Annual Convention.

473

474 Section 2. Powers and Authority

475

476 A. The Central Committee of Trustees shall have the complete authority  
477 to govern and operate MPO between Annual Conventions subject only  
478 to these bylaws, the Articles of Incorporation, the directives of the  
479 Annual Convention, and applicable laws.

480 B. The Central Committee of Trustees shall have the authority to adopt  
481 special rules of order, standing rules, and policies to govern its  
482 proceedings and the affairs of the MPO over which it has power and  
483 authority. Special Rules of Order require a two-thirds vote.

484

485 Section 3. Duties

486

487 A. Set the amounts of membership dues and fees as specified in Article  
488 III, Section 7. When needed, make a recommendation regarding a  
489 dues increase that is greater than the cost of inflation to be voted on at  
490 the convention.

491 B. Adopt an annual budget;

492 C. Not later than 60 days after the annual convention, the Central  
493 Committee of Trustees shall develop an Action Plan of Activities based  
494 on the convention delegate guidelines to be accomplished before the  
495 next annual convention. This plan shall be sent to the MPO chapters  
496 not later than 90 days after the annual convention.

497 D. Make recommendation to the Annual Convention regarding the report  
498 of the Audit;

499 E. Elect the four Officer-Trustees from among the membership of the  
500 Central Committee of Trustees as specified in Article IV, Section 6;

- 501 F. Act as an appeals panel for member and Chapter complaints;
- 502 G. Approve the appointment of committee chairman and members, except
- 503 as otherwise provided in these bylaws;
- 504 H. Be the planning committee for the Annual Convention and set the date,
- 505 times, agenda, and location based upon the recommendation of the
- 506 Annual Convention and the availability and suitability of meeting
- 507 facilities;
- 508 I. Serve as delegates to the Annual Convention;
- 509 J. Fill vacancies on the Central Committee of Trustees as specified in
- 510 Articles IV and VI;
- 511 K. Employ and supervise an Executive Director as specified in Article VIII,
- 512 Section 11;
- 513 L. In consultation with the Executive Director, employ such staff as
- 514 needed and appropriate and set their job description, salaries, and
- 515 benefit packages;
- 516 M. Assure that policies are written, approved, and reviewed concerning
- 517 document retention and disposal, non-harassment, whistle blowing,
- 518 and non-discrimination;
- 519 N. Carry out the purpose and aim in Article II, Objectives;
- 520 O. Present an annual report of its activities to the Annual Convention;
- 521 P. Receive reports from MPO Chapters on their events and activities; and
- 522 Q. Have such other duties as are prescribed for the Central Committee of
- 523 Trustees in these Bylaws or by the Annual Convention or in the
- 524 adopted parliamentary authority or by statute.

525

#### 526 Section 4. Voting

527

- 528 A. Each Elected Trustee at a meeting or action taken without a meeting of
- 529 the Central Committee of Trustees shall be entitled to one vote;
- 530 B. There shall be no voting by proxy;
- 531 C. The President shall have the right to make or break a tie and shall be
- 532 permitted to vote in a ballot vote but shall not exercise her or his right
- 533 to vote at other times.

534

#### 535 Section 5. Meetings of the Central Committee of Trustees

536

- 537 A. The Annual Meeting of the Central Committee of Trustees shall be
- 538 held at or within sixty days following the Annual Convention and shall
- 539 be for the purpose of considering and adopting an Action Plan of
- 540 Activities, a budget, appointing committee chairmen and members,
- 541 orientation of new Elected Officers, and to conduct such other
- 542 business as is necessary and proper.
- 543 B. Regular meetings of the Central Committee of Trustees shall be
- 544 scheduled by vote of the Central Committee of Trustees.
- 545 C. Special meetings of the Central Committee of Trustees may be called
- 546 by the President but shall be called upon the written or electronic

547 petition of four voting members of the Central Committee of Trustees.  
548 Notice of special meetings shall be given to all members of the Central  
549 Committee of Trustees not later than seven days in advance of the  
550 special meeting and the notice shall contain the date, time, location,  
551 and purpose of the special meeting. No business other than that which  
552 is given in the notice shall be conducted at the special meeting.  
553 D. Teleconference Meetings and Action Without A Meeting:  
554 1. The Central Committee of Trustees is authorized to hold its regular  
555 and special meetings by telephone conferencing so long as all  
556 Central Committee of Trustees members have been notified at  
557 least five days in advance, a quorum is involved, and the members  
558 participating can simultaneously hear each other and participate in  
559 the debate and voting during the meeting. Any decisions made  
560 during such a meeting shall be recorded in the minutes of the  
561 telephone conference meeting.  
562 2. A decision on an urgent matter or emergency situation can be  
563 made between regular meetings of the Central Committee of  
564 Trustees by mail or e-mail ballot providing that every voting  
565 member of the Central Committee of Trustees was given an  
566 opportunity to participate, a quorum of the current Central  
567 Committee of Trustees voting members returned a ballot, and that  
568 any decision made in this manner is reported at the next regular  
569 meeting and recorded in the minutes of that meeting.  
570 E. Quorum: A quorum for the conduct of business at all meetings of the  
571 Central Committee of Trustees and actions taken without a meeting  
572 shall be a majority of the current voting members of the Central  
573 Committee of Trustees, unless otherwise specified in these bylaws or  
574 the adopted parliamentary manual.  
575  
576

## 577 **Section 6. Nomination and Election of Trustees**

### 578 A. **Nominations:**

- 579 1. A Nominating Committee of one trustees and two delegates or  
580 Regular Members shall be elected by the Delegate Assembly by  
581 majority vote. To be eligible, Regular Members shall be in good  
582 standing with at least five consecutive years of membership.  
583 2. The duty of this committee shall be to take nominations of  
584 candidates from the membership, to consider the qualifications of  
585 candidates for Trustee positions and to submit at least one name  
586 for each position to be filled at the Annual Convention.  
587 3. Minimum Qualifications; Election:  
588 a. Trustees shall be Regular Members of MPO *in good standing*.  
589 b. Trustees shall have an individual e-mail account and be familiar  
590 with the basics of electronic communication.  
591

- 592 4. Following the report of the Nominating Committee at the Annual  
593 Convention, additional nominations may be made from the floor.  
594 No name shall be placed in nomination without the consent of the  
595 nominee.
- 596 5. All candidates for Trusteeships shall complete a candidacy form to  
597 be developed by the Nominating Committee and approved by the  
598 Central Committee of Trustees. Members who desire to run for a  
599 position on the Central Committee of Trustees shall submit the  
600 Candidacy Form to the Nominating Committee by January 1.
- 601 6. Candidates nominated from the floor shall immediately complete  
602 and submit The Candidacy Form for review by the Nominating  
603 Committee before the election.  
604
- 605 B. Election:
- 606 1. Trustees shall be Regular Members of MPO *in good standing*, and  
607 shall be elected by majority by ballot at the Annual Convention.  
608 There shall be no proxy voting and all ballots shall be cast in  
609 person.
- 610 2. Should the number of candidates nominated match the number of  
611 Trustee positions available for election, the election may be by  
612 voice vote.  
613

## 614 **Section 7. Term of Office**

- 615
- 616 A. The nine Trustees shall serve term of three years or until their successors  
617 are elected and take office. The Trustee terms shall be staggered with  
618 three Trustees elected each year in a three-year rotation cycle.
- 619 B. No Trustee shall serve more than two terms consecutively, but a Trustee  
620 who has served two consecutive terms, may stand for election again for a  
621 single term providing that he or she has not served as a Trustee for at  
622 least one year. Each subsequent single terms shall have at least a one-  
623 year hiatus.  
624

## 625 **Section 8. Resignation and Removal of Trustees**

- 626
- 627 A. A Trustee may resign his or her office without prejudice so long as the  
628 officer submits a written letter of resignation with an effective date of  
629 resignation and all materials of that office are submitted to the MPO  
630 Office for safe keeping no later than the effective date of the  
631 resignation.
- 632 B. By a two-thirds ballot vote the Central Committee of Trustees may  
633 recommend the removal of a Trustee with or without cause. This  
634 recommendation shall be sent at least thirty days in advance to the  
635 Delegate Assembly of an Annual or Special Convention. The Trustee  
636 who is the subject of the recommendation shall be notified at least forty  
637 days prior to the meeting at which the removal action is to take place

638 and shall be given an opportunity to make an oral or written statement.  
639 The voting delegates at the annual or special convention shall consider  
640 and act upon the Central Committee's recommendation. The Delegate  
641 Assembly may also propose an action to remove a Trustee on its own  
642 initiative providing that the Trustee has been given an opportunity to  
643 offer a defense. To remove a Trustee shall require a two-thirds vote by  
644 ballot. All materials of that trustee shall be immediately submitted to  
645 the MPO Office for safekeeping.

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## **Section 9. Vacancies in the Trustee Positions**

- 649 A. Vacancies created by removal, death, permanent disabilities, relocation,  
650 or resignation of a Trustee shall be filled by the Central Committee of  
651 Trustees until the next Annual Convention at which time the Delegate  
652 Assembly shall fill the vacancy for the remainder of the uncompleted  
653 term.
- 654 B. Vacancies created by action of the Annual or Special Convention to  
655 remove a Trustee shall be filled by that Annual or Special Convention  
656 or, in the event, the convention is unable to fill the vacancy, the Central  
657 Committee of Trustees shall fill the vacancy for the remainder of the  
658 unexpired term.

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## **ARTICLE VII COMMITTEES**

664 Section 1. Standing Committees: The Standing Committees shall be as follows;  
665 Audit, Bylaws, Membership, Nominating, and such others as the Central  
666 Committee of Trustees deems necessary by a two-thirds vote of the current  
667 number of Trustees. Chairperson and members of the Standing Committees,  
668 except the Nominating and the Audit committees, shall be appointed by the  
669 President subject to a majority approval of the Central Committee of Trustees.  
670 The Chairmen and members of the Nominating Committee and the Audit  
671 Committee shall be elected by the Delegate Assembly. Composition, duties and  
672 functions of Standing Committees shall be given in Policies Manual adopted by  
673 the Central Committee of Trustees. At least one member of each Standing  
674 Committee shall be a Trustee. Other members may be delegates to the Annual  
675 or Special Convention or Regular Members in good standing who have at least  
676 five consecutive years of membership.

677  
678 Section 2. Special Committees and Task Forces: Special Committees and Task  
679 Forces may be created by motion and vote of the Annual Convention or Central  
680 Committee of Trustees. The composition, purpose, and instructions shall be  
681 given in the motion that creates a Special Committee or Task Force and, unless  
682 otherwise specified in the motion, the President shall appoint the chairperson and

683 members of these groups with majority approval of the Central Committee of  
684 Trustees.

685  
686 Section 3. The President shall be ex-officio a member of all committees except  
687 the Nominating Committee.

688  
689 Section 4. Committees and Task Forces may conduct business and research in  
690 person, by telephone, fax, e-mail, regular mail, or instant messaging.

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## ARTICLE VIII FINANCES

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696 Section 1. The Fiscal Year for the MPO shall be August 1 through July 31.

697 Section 2. All MPO funds shall be deposited in a bank account established in  
698 MPO's name (the "General Account") at a financial institution approved by the  
699 Central Committee of Trustees by a majority vote. A sub-account to the General  
700 Account shall be established for each Chapter in each Chapter's name (the  
701 "Chapter Sub-Accounts").

702

703 Section 3. All funds received by Chapter, including without limitation funds  
704 received from Chapter's members, shall be immediately remitted to the MPO  
705 (care of the Executive Director). Half of all dues payments from an MPO  
706 Chapter's members, net profits from an MPO Chapter's activities and gross  
707 donations to an MPO Chapter, received by MPO from an MPO Chapter shall be  
708 deposited into the General Account, with the other half of the same deposited  
709 into the applicable Chapter Sub-Account. Without limiting the foregoing, each  
710 MPO Chapter shall remit annual dues collected from its members to MPO by the  
711 second Friday of August of each year. MPO shall not commingle MPO Chapters'  
712 funds, and MPO shall allocate each Chapter's funds to the applicable Chapter  
713 Sub-Account.

714

715 Section 4. The funds in a Chapter Sub-Account are intended to be made  
716 available to the applicable MPO Chapter for purposes described in these MPO  
717 Bylaws and the *MPO Chapter Rules*. Additional rules concerning each MPO  
718 Chapter's use of its funds, and responsibility for its expenses, will be set forth in  
719 the *MPO Chapter Rules*.

720

721 Section 5. Funds over the amount of \$10,000 drawn by check from the General  
722 Account shall require the co-signature of two Elected Officers. The Executive  
723 Director shall be authorized to write checks for amounts up to \$10,000 on his or  
724 her own signature. All withdrawal of funds shall require an invoice and shall be  
725 recorded in the MPO Ledger.

726

727 Section 6. The MPO's petty cash fund shall not exceed \$500 of MPO funds. All  
728 withdrawals of funds shall be documented by an invoice or sales receipt.



729

730 Section 7. The Annual Convention shall have a separate budget and up to  
731 \$10,000 of General Funds may be encumbered for its operation. Any amount in  
732 excess of \$10,000 must be approved by a two-thirds vote of the Central  
733 Committee.

734

735 Section 8. The Audit Committee shall be composed of three Regular Members in  
736 good standing who have at least five consecutive years of membership. The  
737 committee shall be elected by the Annual Convention to review the financial  
738 accounts of the MPO and each MPO Chapter at least once a year. The  
739 committee shall report its findings in written form at the Annual Convention. The  
740 report shall be signed by each member of the Audit Committee. Members of the  
741 Audit Committee shall not be related to members of the Central Committee of  
742 Trustees.

743

744 Section 9. Sale of MPO's and MPO Chapter's real estate shall require a two-  
745 thirds vote by the Delegate Assembly at an Annual or Special Convention.

746

747 Section 10. Executive Director. The conduct of business at the MPO  
748 Headquarters shall be under the direction and supervision of the Executive  
749 Director. The salary, benefits, duties, and job description of the Executive  
750 Director shall be established by the Central Committee of Trustees.

751 A. Accountability. The Executive Director shall be employed by and  
752 report to the Central Committee of Trustees.

753 B. Duties. The Executive Director shall:

- 754 1. be responsible for the day-to-day management of the financial and  
755 administrative operations of the corporation, including the MPO  
756 Chapters, under the directions of the Central Committee of  
757 Trustees in a manner provided in the MPO Policy Manual;
- 758 2. be responsible, in consultation with the Central Committee of  
759 Trustees, for the employment of such personnel as are required to  
760 carry out the duties of the Headquarters office provided that such  
761 employment falls within the constraints established by the budget  
762 and personnel policies established by the Central Committee of  
763 Trustees;
- 764 3. shall serve as the Agent of Record for the corporation and register  
765 as same with the Indiana Secretary of State's Office;
- 766 4. shall attend the Delegate Assembly and meetings of the Central  
767 Committee of Trustees and be able to speak at the discretion of the  
768 President but shall not be able to make motions or vote; and
- 769 5. perform such other duties as may be stated in the bylaws, other  
770 rules adopted by the Central Committee of Trustees or Annual  
771 Convention.

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773 Section 12 Members of the Central Committee are volunteers and shall serve  
774 without pay, other compensation, or financial benefits.

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**ARTICLE IX  
DISSOLUTION**

Upon dissolving the MPO, the Central Committee of Trustees, after paying all obligations, shall distribute any remaining assets to any other non-profit tax exempt organization that shall qualify under Section 501 of the IRS Code or in a manner as otherwise specified in the IRS Code. No funds shall inure to the benefit of individuals.

**ARTICLE X  
INDEMNIFICATION AND INSURANCE OF OFFICERS, TRUSTEES, AND  
EXECUTIVE DIRECTOR**

Section 1. An Elected Officer or Trustees of the MPO or the Executive Director shall not be personally liable for monetary damages for any action taken unless the Officer, Trustee, or Executive Director has breached or failed to perform the duties of his or her office under the State of Indiana Nonprofit Corporation Law as in effect at the time of the alleged action by such Officer, Trustee, or Executive Director and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of an Officer, Trustee, or Executive Director pursuant to any criminal statute or for payment of taxes pursuant to any Federal, state or local law. Any repeal or modification of this Article by the MPO shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Officer or former Officer, Trustee or former Trustee, or Executive Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be an Officer, Trustee, or Executive Director of the MPO and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 2. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of MPO), by reason of the fact that he or she is or was an Elected Officer, Trustee or Executive Director of MPO, shall be indemnified by the MPO against expenses (including reasonable attorney's fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of MPO and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests

821 of MPO, and, with respect to any criminal act or proceeding that such person did  
822 have reasonable cause to believe that his or her conduct was unlawful.

823

824 Section 3. Any person who was or is a party or is threatened to be made a party  
825 to any threatened, pending, or completed action or proceeding by or in the right  
826 of the MPO to procure judgment in its favor, by reason of the fact that he or she  
827 is or was an Elected Officer, Trustee or Executive Director of the MPO, shall be  
828 indemnified by the MPO against expenses (including reasonable attorney's fees)  
829 actually and reasonably incurred by him or her in connection with the defense or  
830 settlement of such action or proceeding if he or she acted in good faith and in a  
831 manner he or she reasonably believes to be in, or not opposed to, the best  
832 interest of MPO, except that no indemnification shall be made in respect of any  
833 claim, issue or matter, including, but not limited to, taxes or any interests or  
834 penalties thereon, as to which such person shall have been adjudged to be liable  
835 for negligence or misconduct in the performance of his or her duty to MPO.

836

837 Section 4. Insurance: MPO may purchase and maintain insurance on behalf of  
838 any person who is or was an Elected Officer, Trustee or Executive Director of  
839 MPO against any liability asserted against, and incurred by the person in any  
840 such capacity, or arising out of the person's status as such, whether or not MPO  
841 would have the power to indemnify the person against such liability under the  
842 foregoing provisions.

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## ARTICLE XI DISCIPLINARY PROCEDURES

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848 Section 1. Violations: Failure of an individual member or groups of members or  
849 officers or trustees to adhere to the MPO Bylaws and Policies may result in  
850 disciplinary action for the offending members as determined by the Central  
851 Committee of Trustees subject to the review and action by the Delegate  
852 Assembly of an Annual or Special Convention.

853 Disciplinary action shall include but not be limited to:

854

- 855 A. Censure of the offending member or office or trustee;
- 856 B. Suspending MPO membership privileges;
- 857 C. Expulsion from the MPO

858

859 Section 2. The procedures on discipline as provided in Robert's Rules of Order  
860 Newly Revised shall guide MPO disciplinary action.

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## ARTICLE XII SEAL AND OTHER SIGNIFICANT ITEMS

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866 Section 1. The Seal of the Central Committee of Trustees shall have a round  
867 form with an all-around inscription “Central Committee of Trustees of the  
868 Macedonian Patriotic Organization of the U S A and Canada” and in the center  
869 “Macedonia for the Macedonians”.

870

871 Section 2. The archives, the flags, and all other articles of historic value shall be  
872 stored at MPO’s then-current principal office, and shall be turned over to the first  
873 constituent assembly of a united Macedonia when that aim is realized. The  
874 MPO, however, shall not necessarily dissolve at that time, but may continue to  
875 exist and function with aims and means determined by the MPO Annual  
876 Convention and in accordance with the purposes described in section 501(c)(3)  
877 of the Code.

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**ARTICLE XIII  
UNANTICIPATED PROCEDURE AND PROBLEMS**

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883 Realizing that no set of bylaws can possibly anticipate every situation or need  
884 that could occur within an organization, should an unforeseen need or problem  
885 for which there is no provision in the MPO Bylaws occur, a panel of three elected  
886 officers or trustees-at-large and two Regular members shall be commissioned to  
887 develop a recommendation. The Central Committee of Trustees shall convene  
888 and review and act upon the panel’s recommendation.

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**ARTICLE XIV  
PARLIAMENTARY AUTHORITY**

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894 The rules contained in the current edition of Robert’s Rules of Order Newly  
895 Revised (RONR) shall govern the proceedings of the MPO in all cases to which  
896 they are applicable and in which they are not inconsistent with these bylaws or  
897 special rules of order that the MPO may adopt, and any statutes applicable to  
898 this organization that do not authorize the provisions of these bylaws to take  
899 precedence.

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**ARTICLE XV  
AMENDMENTS**

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906 Section 1. Procedure: Proposals to amend or revise the bylaws and or MPO  
907 Rules for Chapters shall be submitted in writing to the Bylaws Committee. The  
908 Committee is authorized to review and edit submitted proposals in order to create  
909 a consistent and grammatical proposal; to coordinate and combine similar  
910 submitted amendments to create a joint proposal if accepted by the proposers;  
911 and to submit original proposals by the Committees for amendments or revisions.

912 The Central Committee of Trustees shall have the right to review and make  
913 recommendations about the proposals.

914

915 Section 2. Method of Amending: These bylaws and the MPO Rules for  
916 Chapters may be amended or revised by a two-thirds vote of an Annual or  
917 Special Convention Delegate Assembly.

918

919 A. After its review, the Central Committee of Trustees shall instruct the  
920 Bylaws Committee to send the proposed amendments or bylaw  
921 revision in a proper format either by mail or electronically to the  
922 delegates and members at least 45 days before the Annual  
923 Convention. The information shall also be posted on the Web site.

924 B. At the Annual Convention, the delegates shall take action by a  
925 majority vote, providing a quorum is present, to send the proposal to  
926 the next Delegate Assembly of a Special or Annual Convention. As  
927 part of their action, the delegates may amend the proposals within the  
928 scope of notice.

929 C. The Delegate Assembly of the second Special or Annual Assembly  
930 shall have the power to adopt the proposed amendments or bylaw  
931 revision by a two-thirds vote, providing a quorum is present.

932 D. A copy of the amended or revised bylaws shall be posted on the Web  
933 site, included in the next edition of the Macedonian Tribune, and sent  
934 electronically to all members.

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