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BYLAWS
Passed January 15, 2022
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, cultural and political rights and liberties for all citizens shall be constitutionally guaranteed.

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Section 3. MPO's Means:

- A. For the accomplishment of the foregoing, MPO employs the following means:
 - 1. It establishes in the United States, Canada and other countries local MPO Chapters, each of which MPO Chapter shall operate as divisions of MPO. Each MPO Chapter shall have a distinct name.
 - 2. It publishes newspapers, books and pamphlets to disseminate the truth regarding the just cause of Macedonia, and informs the public opinion on the correct solution of the Macedonian problem.
 - 3. It establishes connections all over the world with legal Macedonian organizations striving for the same purposes.
 - 4. It organizes conventions, meetings, lectures and promotes discussions for the popularization of the aim of the organization, and initiates the arrangement of activities of a cultural, religious, social and charitable beneficial character.

**ARTICLE III
MPO CHAPTERS AND MEMBERSHIP**

Section 1. MPO Chapters:

- A. In every part of the United States, Canada and other parts of the world, wherever conditions exist, MPO may establish local MPO Chapters, operating each MPO Chapter as a division of MPO. The MPO Central Committee of Trustees shall establish each new MPO Chapter in accordance with these MPO Bylaws, subject to the approval by the Annual Convention.
 - 1. Each MPO Chapter will consist of five (5) or more members, residing in the same geographical area. No more than one MPO Chapter shall exist in one city, with the exception of the already approved two Chapters in Toronto, Canada and except as otherwise approved by two-thirds vote of the MPO Central Committee of Trustees, subject to the approval by a two-thirds vote of the Annual or Special Convention as described herein. No MPO Chapter is authorized to incorporate or to act as an unincorporated association or other legal entity separate from MPO.
 - 2. MPO Chapters will choose a distinct name to be approved by the Central Committee of Trustees. The Office Manager shall be responsible for ensuring that MPO is authorized to do business in each state, commonwealth or province in which an MPO Chapter is located.
 - 3. MPO Chapters shall only engage in, sponsor and/or conduct activities that further MPO's mission and purposes, and that are permitted to be carried out by an organization exempt from federal income tax under

92 Section 501(c)(3) of the Code or corresponding future provisions of the
93 federal tax law, using best efforts to ensure that such activities are of the
94 highest quality with respect to content, materials, logistical preparation and
95 otherwise.

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

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

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

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

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122 Section 3. Regular Members:

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

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

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132 Section 4. Associate Member:

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

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137 Section 5. Rights of Members:

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

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

- A. Application: New members shall complete and submit an application form designed by the Central Committee of Trustees along with their dues for one year. The application shall be submitted to the applicable MPO chapter if the applicant is applying for membership in an MPO Chapter, or to the Office Manager if applying as a Member-At-Large. The application shall be processed and filed as provided in the *MPO Policy Manual*.
- B. Resignation: Any member desiring to resign from the MPO shall submit his or her resignation in writing to the highest ranking officer of the applicable MPO Chapter, if a member of an MPO Chapter, or to the Office Manager, if a Member-At-Large. Any member who fails to pay annual dues by the forfeiture date shall be considered as automatically resigning. The resignation shall be processed and filed as provided in the *MPO Policy Manual*.
- C. Reinstatement: Any member who has resigned or whose MPO membership is revoked may apply for reinstatement to the highest ranking officer of the applicable MPO Chapter, if a former member of the applicable MPO Chapter, or to the Office Manager if a former Member-At-Large. The application for reinstatement shall be processed and filed as provided in the *MPO Policy Manual*.

Section 7. Dues and Proposed Adjustments in Annual Dues

- A. Annual Dues: MPO annual dues shall be set by a two-thirds vote of the Central Committee of Trustees, providing that adjustments are less than or equal to the rate of inflation. Should an annual dues adjustment greater than the rate of inflation be needed, it shall be adopted by a two-thirds vote of the Central Committee of Trustees and then submitted to the Annual Convention for final approval. A two-thirds vote of delegates at the Annual Convention, providing that there is a quorum, shall be necessary to adopt a dues adjustment greater than the rate of inflation. Proposed dues

- 184 adjustments requiring the approval of the Annual Convention shall be
185 noticed to the MPO membership no later than June 15 prior to the Annual
186 Convention.
- 187 B. Dues Payment: Annual dues shall be due from members by August 1 of
188 each year, and shall payable to the applicable MPO Chapter or to the MPO
189 (c/o Office Manager) if paying member is a Member-at-Large.
- 190 C. Membership Year: The membership year shall be August 1 through July
191 31.
- 192 D. The Delegate Assembly of an Annual or Special Convention shall
193 determine the delegate seating fees for the Annual Convention.
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195 Section 8. Good Standing: A member *in good standing* shall be an individual
196 who has paid all current dues and assessments and has no MPO disciplinary
197 action pending or permanent disciplinary judgment in place.

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

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208 **ARTICLE IV**

209 **OFFICERS**

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211 Section 1. Elected Officers

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- 213 A. There shall be four Elected Officers as follows: a President, a Vice-
214 President, a Secretary, and a Treasurer.
- 215 B. The Annual Convention shall elect the nine Trustees of the Central
216 Committee and the Central Committee shall elect the four Officers from
217 among the nine members of the Central Committee of Trustees.
- 218 C. The remaining five Trustees shall than be designated as Trustees-at-
219 Large.
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221 Section 2. Qualifications for Office

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- 224 A. Any Regular Member *in good standing* who has been a member of the
225 MPO for at least three full years and is a current Trustee shall be
226 eligible to be elected to an officer position.
- 227 B. To be elected to the office of President, a Regular Member shall have
228 served at least one term on the Central Committee of Trustees and at
229 the time of his or her election be a trustee.

- 230 C. All candidates for elected offices shall have an individual e-mail
231 account and be familiar with the basics of electronic communications.
232 D. No Elected Officer shall hold more than one office at a time, except
233 that by a majority vote a Central Committee of Trustees a Trustee may
234 be temporarily assigned all or part of the duties of an office during the
235 period that there is a vacancy in that office.
236 E. No Elected Officer shall be eligible to serve more than three
237 consecutive one-year terms in the same office or five consecutive
238 terms as an Elected Officer. All candidates for the office of President,
239 shall have at least one year of experience as a trustee.
240 a. After the initial five consecutive terms as an officer, all future terms
241 shall be single terms with a hiatus of at least one year between
242 each single term.
243 F. In an emergency, however, a former officer can be elected to fill an
244 unfinished term when there is a vacancy and no other qualified trustee
245 is willing to fill the vacancy.
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247 Section 3. Term of Office

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- 249 A. Elected Officers shall serve for a term of one year or until their
250 successors are elected and take office. Trustees who are elected to
251 serve as Elected Officers shall continue to serve as a Trustee for the
252 length of their term as Trustee unless they resign or are removed.
253 B. Officers shall assume their duties at the close of the Annual
254 Convention at which they were elected.
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256 Section 4. Resignation or Removal of an Officer

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- 258 A. An Elected Officer may resign his or her office without prejudice so
259 long as the officer submits a written letter of resignation with an
260 effective date of the resignation and all materials of that office are
261 submitted to the MPO Office for safe keeping no later than the effective
262 date of the resignation. An Elected Officer who resigns his office shall
263 continue to serve his or her unfinished term as a Trustee unless he or
264 she also resigns as a Trustee.
265 B. The Central Committee of Trustees may remove an officer with or
266 without cause by a two-thirds vote by ballot providing that the officer
267 has been notified at least thirty days prior to the meeting at which the
268 removal action is to take place and given an opportunity to make an
269 oral or written statement. The disciplined officer shall continue to
270 serve his or her unfinished term as Trustee unless at a following
271 Annual or Special Convention the Delegate Assembly removes him or
272 her as a Trustee by a two-thirds vote. All materials of that office shall
273 be immediately submitted to the MPO Office for safe keeping.
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275 Section 5. Vacancies in Office

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

294 Section 6. Nomination and Election of Officers

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A. Nominations:

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

B. Election:

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

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

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- A. The President shall also be the Chairman of the MPO and shall preside at all meetings of the MPO and of the Central Committee of Trustees except as otherwise stated. The President shall appoint, subject to confirmation of the Central Committee of Trustees, the chairman and members of committees except the Nominating Committee. The President shall serve ex-officio as a member of all committees except the Nominating Committee. All correspondence

- 321 sent outside of the MPO to other organizations, activities and
322 individuals shall be signed by the President.
- 323 B. The Vice-President when directed by the President or the Central
324 Committee of Trustees shall perform all duties of the President during
325 the President's absence. If there is a vacancy in the office of President
326 created by removal, death, resignation, or incapacity as determined by
327 the Central Committee of Trustees, the Vice-President shall
328 automatically succeed to the office of President. Inability or refusal to
329 fill this vacancy shall be an automatic resignation.
- 330 C. The Secretary shall record the minutes of all meetings of the
331 membership and the Central Committee of Trustees. The minutes of
332 Annual Convention shall be approved in a manner set forth in a policy
333 developed by the Central Committee of Trustees and these minutes
334 shall be distributed to members present at the next Annual Convention
335 and upon request to other members. The minutes of all Central
336 Committee of Trustees Meetings shall be sent to all Central Committee
337 of Trustees members. The Secretary shall send notices of Central
338 Committee of Trustees and Membership Meetings in a manner
339 authorized in a policy adopted by the Central Committee of Trustees.
340 The Office Manager shall be the custodian of all records and
341 documents including the MPO Bylaws, Special Rules of Order, MPO
342 Chapter Rules, Policies, and Minutes. The Secretary or the Office
343 Manager shall update these documents when they are changed by
344 action of the Annual Convention or the Central Committee of Trustees.
- 345 D. The Treasurer or the Office Manager shall keep the financial records
346 and receive all monies. Upon presentation of a voucher, the Treasurer
347 or the Office Manager shall pay bills and make other disbursement as
348 authorized by the Central Committee of Trustees. They shall follow
349 such accounting procedures and issue financial reports as required
350 and prescribed in IRS Regulations, Indiana Statutes for Non-Profit
351 Corporations, the MPO Bylaws, MPO Chapter Rules, or by the Central
352 Committee of Trustees or Annual Convention. The Treasurer or the
353 Office Manager as authorized by the Central Committee of Trustees
354 shall receive and be custodian of the dues and fees. The Treasurer
355 shall submit a written financial report at all meetings of the Central
356 Committee of Trustees and at the Annual Convention and when
357 otherwise directed by the Central Committee of Trustees or Annual
358 Convention. He or she shall present a proposed budget, with
359 recommendations, for adoption by the Central Committee of Trustees
360 at the first meeting after the Annual Convention or at an earlier time if
361 determined by the Central Committee of Trustees.
- 362 E. The Trustees-At-Large may serve as chairmen of standing committees
363 and shall perform other duties as specified in these bylaws or by the
364 Central Committee of Trustees or by the Annual Convention.
- 365 F. Retiring, removed, or resigning officers shall deliver to their successors
366 the materials pertaining to their respective offices within thirty days of

367 their last day in office or as otherwise specified in these bylaws or by
368 direction of the Central Committee of Trustees.

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371 **ARTICLE V**
372 **MEETINGS**

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374 Section 1. Annual Convention

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

- 412 3. Adopt a motion to recommend the location and date of the next
413 Annual Convention;
414 4. Determine the delegate seating fees for the next Annual
415 Convention;
416 5. Elect the Trustees of the Central Committee of Trustees who's
417 staggered terms have ended and fill any Trustee vacancies;
418 6. Elect the Chairman and members of the Audit Committee and
419 Nominating Committee;
420 7. By a two-thirds vote act upon requests to sell MPO or Chapter Real
421 Estate;
422 8. By a two-thirds vote acting upon proposals to move the MPO
423 Headquarters and/or the editorial office;
424 9. By a two-thirds vote, act upon Central Committee of Trustee
425 recommendations for a dues increase that is greater than the cost
426 of living as specified in Article III, Section 7
427 10. Amend or revise the bylaws and MPO Rules for Chapters;
428 11. Hear Financial Reports;
429 12. Act upon the Audit Report;
430 13. Hear reports of officers and committees;
431 14. By a two-thirds vote act upon a recommendation to form, disband,
432 or reinstate a chapter;
433 15. Act upon disciplinary issues proposed by the Central Committee of
434 Trustees;

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437 Section 2. Special Conventions

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- 439 A. Special Conventions may be called by a motion and majority vote of
440 the Central Committee of Trustees and shall be called by a petition
441 signed by 30% of the Regular Members *in good standing*. The Central
442 Committee of Trustees shall determine the date, time and location of
443 the Special Convention.
444 B. Notice of the purpose, time, date, and location of the Special
445 Convention shall be sent to all Chapters and to the delegates of the
446 previous Annual Convention at least 40 days prior to the Special
447 Convention.
448 C. Only business announced in the notice of the Special Convention shall
449 be conducted.
450 D. The delegate body of the Special Convention shall be the delegate
451 body elected or designated for the previous Annual Convention.
452 Delegates shall present their credentials signed by the President and
453 Secretary of their Chapter. The elected Trustee-delegates shall be
454 those who are currently in office.
455 E. Special Conventions may be in person meetings, by telephone
456 conference call, or videoconference providing that all participants can
457 hear and interact with each other.

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

**ARTICLE VI
CENTRAL COMMITTEE OF TRUSTEES**

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

Section 2. Powers and Authority

- A. The Central Committee of Trustees shall have the complete authority to govern and operate MPO between Annual Conventions subject only to these bylaws, the Articles of Incorporation, the directives of the Annual Convention, and applicable laws.
- B. The Central Committee of Trustees shall have the authority to adopt special rules of order, standing rules, and policies to govern its proceedings and the affairs of the MPO over which it has power and authority. Special Rules of Order require a two-thirds vote.

Section 3. Duties

- A. Set the amounts of membership dues and fees as specified in Article III, Section 7. When needed, make a recommendation regarding a dues increase that is greater than the cost of inflation to be voted on at the convention.
- B. Adopt an annual budget;
- C. Not later than 60 days after the annual convention, the Central Committee of Trustees shall develop an Action Plan of Activities based on the convention delegate guidelines to be accomplished before the next annual convention. This plan shall be sent to the MPO chapters not later than 90 days after the annual convention.
- D. Make recommendation to the Annual Convention regarding the report of the Audit;
- E. Elect the four Officer-Trustees from among the membership of the Central Committee of Trustees as specified in Article IV, Section 6;
- F. Act as an appeals panel for member and Chapter complaints;
- G. Approve the appointment of committee chairman and members, except as otherwise provided in these bylaws;
- H. Be the planning committee for the Annual Convention and set the date, times, agenda, and location based upon the recommendation of the

- 503 Annual Convention and the availability and suitability of meeting
504 facilities;
- 505 I. Serve as delegates to the Annual Convention;
 - 506 J. Fill vacancies on the Central Committee of Trustees as specified in
507 Articles IV and VI;
 - 508 K. Employ and supervise an Office Manager as specified in Article VIII,
509 Section 11;
 - 510 L. In consultation with the Office Manager, employ such staff as needed
511 and appropriate and set their job description, salaries, and benefit
512 packages;
 - 513 M. Assure that policies are written, approved, and reviewed concerning
514 document retention and disposal, non-harassment, whistle blowing,
515 and non-discrimination;
 - 516 N. Carry out the purpose and aim in Article II, Objectives;
 - 517 O. Present an annual report of its activities to the Annual Convention;
 - 518 P. Receive reports from MPO Chapters on their events and activities; and
 - 519 Q. Have such other duties as are prescribed for the Central Committee of
520 Trustees in these Bylaws or by the Annual Convention or in the
521 adopted parliamentary authority or by statute.
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523 Section 4. Voting

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- 525 A. Each Elected Trustee at a meeting or action taken without a meeting of
526 the Central Committee of Trustees shall be entitled to one vote;
 - 527 B. There shall be no voting by proxy;
 - 528 C. The President shall have the right to make or break a tie and shall be
529 permitted to vote in a ballot vote but shall not exercise her or his right
530 to vote at other times.
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532 Section 5. Meetings of the Central Committee of Trustees

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- 534 A. The Annual Meeting of the Central Committee of Trustees shall be
535 held at or within sixty days following the Annual Convention and shall
536 be for the purpose of considering and adopting an Action Plan of
537 Activities, a budget, appointing committee chairmen and members,
538 orientation of new Elected Officers, and to conduct such other
539 business as is necessary and proper.
- 540 B. Regular meetings of the Central Committee of Trustees shall be
541 scheduled by vote of the Central Committee of Trustees.
- 542 C. Special meetings of the Central Committee of Trustees may be called
543 by the President but shall be called upon the written or electronic
544 petition of four voting members of the Central Committee of Trustees.
545 Notice of special meetings shall be given to all members of the Central
546 Committee of Trustees not later than seven days in advance of the
547 special meeting and the notice shall contain the date, time, location,

- 548 and purpose of the special meeting. No business other than that which
549 is given in the notice shall be conducted at the special meeting.
- 550 D. Teleconference and Videoconference Meetings and Action Without A
551 Meeting:
- 552 1. The Central Committee of Trustees is authorized to hold its regular
553 and special meetings by telephone or video conferencing so long
554 as all Central Committee of Trustees members have been notified
555 at least five days in advance, a quorum is involved, and the
556 members participating can simultaneously hear each other and
557 participate in the debate and voting during the meeting. Any
558 decisions made during such a meeting shall be recorded in the
559 minutes of the telephone/video conference meeting.
- 560 2. A decision on an urgent matter or emergency situation can be
561 made between regular meetings of the Central Committee of
562 Trustees by mail or e-mail ballot providing that every voting
563 member of the Central Committee of Trustees was given an
564 opportunity to participate, a quorum of the current Central
565 Committee of Trustees voting members returned a ballot, and that
566 any decision made in this manner is reported at the next regular
567 meeting and recorded in the minutes of that meeting.
- 568 E. Quorum: A quorum for the conduct of business at all meetings of the
569 Central Committee of Trustees and actions taken without a meeting
570 shall be a majority of the current voting members of the Central
571 Committee of Trustees, unless otherwise specified in these bylaws or
572 the adopted parliamentary manual.

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575 **Section 6. Nomination and Election of Trustees**

- 576 A. **Nominations:**
- 577 1. A Nominating Committee of one trustee and two delegates or
578 Regular Members shall be elected by the Delegate Assembly by
579 majority vote. To be eligible, Regular Members shall be in good
580 standing with at least three consecutive years of membership.
- 581 2. The duty of this committee shall be to take nominations of
582 candidates from the membership, to consider the qualifications of
583 candidates for Trustee positions and to submit at least one name
584 for each position to be filled at the Annual Convention.
- 585 3. Minimum Qualifications; Election:
- 586 a. Trustees shall be Regular Members of MPO *in good standing*.
587 b. Trustees shall have an individual e-mail account and be familiar
588 with the basics of electronic communication.
- 589
- 590 4. Following the report of the Nominating Committee at the Annual
591 Convention, additional nominations may be made from the floor.
592 No name shall be placed in nomination without the consent of the
593 nominee.

- 594 5. All candidates for Trusteeships shall complete a candidacy form to
595 be developed by the Nominating Committee and approved by the
596 Central Committee of Trustees. Members who desire to run for a
597 position on the Central Committee of Trustees shall submit the
598 Candidacy Form to the Nominating Committee by August 1 before
599 the next Delegate Assembly Annual Meeting.
- 600 6. Candidates nominated from the floor shall immediately complete
601 and submit The Candidacy Form for review by the Nominating
602 Committee before the election.
- 603
- 604 B. Election:
- 605 1. Trustees shall be Regular Members of MPO *in good standing*, and
606 shall be elected by majority by ballot at the Annual Convention.
607 There shall be no proxy voting and all ballots shall be cast in
608 person.
- 609 2. Should the number of candidates nominated match the number of
610 Trustee positions available for election, the election may be by
611 voice vote.
- 612

613 **Section 7. Term of Office**

614

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

624 **Section 8. Resignation and Removal of Trustees**

625

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

640 Assembly may also propose an action to remove a Trustee on its own
641 initiative providing that the Trustee has been given an opportunity to
642 offer a defense. To remove a Trustee shall require a two-thirds vote by
643 ballot. All materials of that trustee shall be immediately submitted to
644 the MPO Office for safekeeping.
645

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

- 647
- 648 A. Vacancies created by removal, death, permanent disabilities,
649 relocation, or resignation of a Trustee shall be filled by the Central
650 Committee of Trustees until the next Annual Convention at which time
651 the Delegate Assembly shall fill the vacancy for the remainder of the
652 uncompleted term.
 - 653 B. Vacancies created by action of the Annual or Special Convention to
654 remove a Trustee shall be filled by that Annual or Special Convention
655 or, in the event, the convention is unable to fill the vacancy, the Central
656 Committee of Trustees shall fill the vacancy for the remainder of the
657 unexpired term.
658

659

660 **ARTICLE VII**
661 **COMMITTEES**

662

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

677 Section 2. Special Committees and Task Forces: Special Committees and Task
678 Forces may be created by motion and vote of the Annual Convention or Central
679 Committee of Trustees. The composition, purpose, and instructions shall be
680 given in the motion that creates a Special Committee or Task Force and, unless
681 otherwise specified in the motion, the President shall appoint the chairperson and
682 members of these groups with majority approval of the Central Committee of
683 Trustees.
684

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

687
688 Section 4. Committees and Task Forces may conduct business and research in
689 person, by telephone, video, fax, e-mail, regular mail, or instant messaging.
690

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692 **ARTICLE VIII**
693 **FINANCES**
694

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

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

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

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

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

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

728 Section 7. The Annual Convention shall have a separate budget and up to
729 \$10,000 of General Funds may be encumbered for its operation. Any amount in

730 excess of \$10,000 must be approved by a two-thirds vote of the Central
731 Committee.

732

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

740

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

743

744 Section 10. Office Manager. The conduct of business at the MPO Headquarters
745 shall be under the direction and supervision of the Office Manager. The salary,
746 benefits, duties, and job description of the Office Manager shall be established by
747 the Central Committee of Trustees.

748 A. Accountability. The Office Manager shall be employed by and report to
749 the Central Committee of Trustees.

750 B. Duties. The Office Manager shall:

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

769

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

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ARTICLE IX DISSOLUTION

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

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782 **ARTICLE X**
783 **INDEMNIFICATION AND INSURANCE OF OFFICERS, TRUSTEES, AND**
784 **OFFICE MANAGER**

785
786 Section 1. An Elected Officer or Trustees of the MPO or the Office Manager
787 shall not be personally liable for monetary damages for any action taken unless
788 the Officer, Trustee, or Office Manager has breached or failed to perform the
789 duties of his or her office under the State of Indiana Nonprofit Corporation Law as
790 in effect at the time of the alleged action by such Officer, Trustee, or Office
791 Manager and the breach or failure to perform constitutes self-dealing, willful
792 misconduct or recklessness. Such limitation on liability does not apply to the
793 responsibility or liability of an Officer, Trustee, or Office Manager pursuant to any
794 criminal statute or for payment of taxes pursuant to any Federal, state or local
795 law. Any repeal or modification of this Article by the MPO shall not adversely
796 affect any right or protection existing at the time of such repeal or modification to
797 which any Officer or former Officer, Trustee or former Trustee, or Office Manager
798 may be entitled under this Article. The rights conferred by this Article shall
799 continue as to any person who has ceased to be an Officer, Trustee, or Office
800 Manager of the MPO and shall inure to the benefit of the heirs, executors and
801 administrators of such person.

802
803 Section 2. Any person who was or is a party or is threatened to be made a party
804 to any threatened, pending or completed action or proceeding, whether civil,
805 criminal, administrative, or investigative (other than an action by or in the right of
806 MPO), by reason of the fact that he or she is or was an Elected Officer, Trustee or
807 Office Manager of MPO, shall be indemnified by the MPO against expenses
808 (including reasonable attorney's fees), judgments, fines, taxes and penalties and
809 interest thereon, and amounts paid in settlement actually and reasonably incurred
810 by him or her in connection with such action or proceeding if he or she acted in
811 good faith and in a manner he or she reasonably believed to be in, or not opposed
812 to, the best interests of MPO and, with respect to any criminal action or proceeding,
813 had no reasonable cause to believe his or her conduct was unlawful. The
814 termination of any action or proceeding by judgment, order, settlement, conviction,
815 or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a
816 presumption that a person did not act in good faith and in a manner which he or
817 she reasonably believed to be in or not opposed to the best interests of MPO, and,
818 with respect to any criminal act or proceeding that such person did have
819 reasonable cause to believe that his or her conduct was unlawful.

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

833
834 Section 4. Insurance: MPO may purchase and maintain insurance on behalf of
835 any person who is or was an Elected Officer, Trustee or Office Manager of MPO
836 against any liability asserted against, and incurred by the person in any such
837 capacity, or arising out of the person's status as such, whether or not MPO would
838 have the power to indemnify the person against such liability under the foregoing
839 provisions.

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ARTICLE XI DISCIPLINARY PROCEDURES

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

850 Disciplinary action shall include but not be limited to:

851

852 A. Censure of the offending member or office or trustee;

853 B. Suspending MPO membership privileges;

854 C. Expulsion from the MPO

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

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ARTICLE XII SEAL AND OTHER SIGNIFICANT ITEMS

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863 Section 1. The Seal of the Central Committee of Trustees shall have a round
864 form with an all-around inscription "Central Committee of Trustees of the

865 Macedonian Patriotic Organization of the U S A and Canada” and in the center
866 “Macedonia for the Macedonians”.

867

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

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**ARTICLE XIII
UNANTICIPATED PROCEDURE AND PROBLEMS**

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879

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

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**ARTICLE XIV
PARLIAMENTARY AUTHORITY**

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

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**ARTICLE XV
AMENDMENTS**

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

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

- A. After its review, the Central Committee of Trustees shall instruct the Bylaws Committee to send the proposed amendments or bylaw revision in a proper format either by mail or electronically to the delegates and members at least 45 days before the Annual Convention. The information shall also be posted on the Web site.
- B. At the Annual Convention, the delegates shall take action by a majority vote, providing a quorum is present, to send the proposal to the next Delegate Assembly of a Special or Annual Convention. As part of their action, the delegates may amend the proposals within the scope of notice.
- C. The Delegate Assembly of the second Special or Annual Assembly shall have the power to adopt the proposed amendments or bylaw revision by a two-thirds vote, providing a quorum is present.
- D. A copy of the amended or revised bylaws shall be posted on the Web site, included in the next edition of the Macedonian Tribune, and sent electronically to all members.