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# BYLAWS

Passed September 2, 2023  
of the

## MACEDONIAN PATRIOTIC ORGANIZATION OF THE UNITED STATES AND CANADA

### PREAMBLE

10 *In 1922, the Macedono-Bulgarian immigrants of the United States of America*  
11 *and of the Dominion of Canada recognized the need to create a Macedonian*  
12 *organization within our diaspora committed to the liberation of Macedonia, a*  
13 ***Macedonia for the Macedonians.*** *This organization became known as the*  
14 *Macedonian Political Organization and later, the Macedonian Patriotic*  
15 *Organization or the MPO. The MPO was created for the benefit of all*  
16 *Macedonians, regardless of their ethnicities, with the aim of establishing an*  
17 *independent Macedonian state within its historic and geographic boundaries,*  
18 *guaranteeing the ethnic, religious, cultural, and political rights and liberties for all*  
19 *of its citizens.*

20  
21 *For the MPO, a “Macedonian” is a native or descendent from any of the ethnic*  
22 *groups within the historic and geographic borders of Macedonia. The unifying*  
23 *factors are our common Macedonian consciousness and the ideal of freedom,*  
24 *human rights, and liberties for all Macedonians.*

25  
26 *Today, the MPO is a US based organization that continues to operate*  
27 *independently of any government or country, uniting all people with a*  
28 *Macedonian heritage and celebrating, promoting, and advancing our common*  
29 *culture, customs, and traditions. It continues to work for human, civil, and*  
30 *economic rights for all Macedonians worldwide and for the cultural and social*  
31 *growth of our youth.*

### ARTICLE I NAME

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

### ARTICLE II OBJECTIVE

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43 Section 1. Purpose:

- 44 A. MPO is an Indiana nonprofit corporation. It works for the patriotic, religious,  
45 cultural and educational development of the Macedonian immigrants and their

46 descendants. To implement its purpose and mission, MPO shall have all the  
47 grants and powers vested to it as a nonprofit corporation by the laws of the State  
48 of Indiana.

49 B. MPO is organized and operated exclusively for the purposes described in section  
50 501(c)(3) of the United States Internal Revenue Code (the "Code") and is exempt  
51 from federal income tax. MPO shall not engage in any activity prohibited under  
52 Section 501(c) (3) of the Code. MPO shall not operate for the benefit of private  
53 interests; permit its earnings to inure to the benefit of any private individual; or  
54 directly or indirectly participate in, or intervene in, any political campaign on behalf  
55 of (or in opposition to) any candidate for elective public office.

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57 Section 2. The Aim of MPO is:

58 A. to strengthen the feelings of loyalty and patriotism among the immigrants  
59 and their descendants toward the respective countries where they live: the  
60 United States, Canada and other countries,

61 B. to work, in a legal manner and in accordance with Section 501(c)(3) of the  
62 Code, for human, civil, and economic rights for all Macedonians of the  
63 world,

64 C. to promote and preserve the ethnic traditions, customs, and history of the  
65 Macedonian people in North America,

66 D. to promote and develop the cultural and social growth of our youth, and

67 E. to promote and strengthen our organization.

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69 Section 3. MPO's Means:

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71 A. For the accomplishment of the foregoing, MPO employs the following  
72 means:

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74 1. It establishes in the United States, Canada and other countries local  
75 MPO Chapters, each of which MPO Chapter shall operate as divisions of  
76 MPO. Each MPO Chapter shall have a distinct name.

77 2. It organizes local and online events and publishes newspapers, books,  
78 and pamphlets to preserve and promote the common customs, traditions,  
79 and shared historical and cultural heritage of Macedonia.

80 3. It establishes connections all over the world with legal Macedonian  
81 organizations striving for the same purposes.

82 4. It organizes conventions, meetings, lectures and promotes discussions  
83 for the popularization of the aim of the organization, and initiates the  
84 arrangement of activities of a cultural, religious, social and charitable  
85 beneficial character.

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

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

5. MPO may close the operations of an MPO Chapter under the following circumstances: the MPO Central Committee of Trustees, by two-thirds vote, determines, in its sole discretion, that the MPO Chapter has failed to, or is failing to, comply with the MPO Articles of Incorporation, the MPO Bylaws and/or the *MPO Chapter Rules*, or otherwise is engaging in any act or

129 omission that may result in the loss of MPO's federal tax-exempt status may  
130 recommend that the Annual or Special Delegate Assembly close the  
131 chapter by a two-thirds vote.

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

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

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144 Section 3. Regular Members:

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

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

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154 Section 4. Associate Member:

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

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159 Section 5. Rights of Members:

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161 A. Regular Members: Regular Members shall have the following rights: to  
162 attend and be notified of all membership meetings and events; propose  
163 motions, debate, and vote at membership meetings; hold elective and  
164 appointed officers and chairmanships; serve as a delegate at the MPO  
165 Annual Convention; receive MPO publications; and any other rights  
166 accorded through these MPO Bylaws.

167 B. Associate Members: Associate Members shall have all of the rights of  
168 Regular Membership, except for the right to propose motions, debate and  
169 vote at MPO Annual Conventions; to hold MPO elective and appointed  
170 offices and Chairmanships; and to serve as a delegate or alternate to the  
171 MPO Annual Convention. Associate Members shall have the right to speak  
172 and vote on local matters if a member of a MPO Chapter.

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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 adjustments requiring the approval of the Annual Convention shall be noticed to the MPO membership no later than June 15 prior to the Annual Convention.
- B. Dues Payment: Annual dues shall be due from members by August 1 of each year, and shall payable to the applicable MPO Chapter or to the MPO (c/o Office Manager) if paying member is a Member-at-Large.
- C. Membership Year: The membership year shall be August 1 through July 31.
- D. The Delegate Assembly of an Annual or Special Convention shall determine the delegate seating fees for the Annual Convention.

217 Section 8. Good Standing: A member *in good standing* shall be an individual  
218 who has paid all current dues and assessments and has no MPO disciplinary  
219 action pending or permanent disciplinary judgment in place.  
220

221 Section 9. Nondiscrimination: The MPO shall in the conduct of its affairs have  
222 no restriction or limitation based upon race, color, religion, disability, political  
223 affiliation, gender, sexual orientation, gender identification, or employment status.  
224 The term “Macedonians” used in these bylaws pertain equally to all the ethnic  
225 groups of Macedonia.

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## ARTICLE IV OFFICERS

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231 Section 1. Elected Officers

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233 A. There shall be four Elected Officers as follows: a President, a Vice-  
234 President, a Secretary, and a Treasurer.

235 B. The Annual Convention shall elect the nine Trustees of the Central  
236 Committee and the Central Committee shall elect the four Officers from  
237 among the nine members of the Central Committee of Trustees.

238 C. The remaining five Trustees shall than be designated as Trustees-at-  
239 Large.

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242 Section 2. Qualifications for Office

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244 A. Any Regular Member *in good standing* who has been a member of the  
245 MPO for at least three full years and is a current Trustee shall be  
246 eligible to be elected to an officer position.

247 B. To be elected to the office of President, a Regular Member shall have  
248 served at least one term on the Central Committee of Trustees and at  
249 the time of his or her election be a trustee.

250 C. All candidates for elected offices shall have an individual e-mail  
251 account and be familiar with the basics of electronic communications.

252 D. No Elected Officer shall hold more than one office at a time, except  
253 that by a majority vote a Central Committee of Trustees a Trustee may  
254 be temporarily assigned all or part of the duties of an office during the  
255 period that there is a vacancy in that office.

256 E. No Elected Officer shall be eligible to serve more than three  
257 consecutive one-year terms in the same office or five consecutive

258 terms as an Elected Officer. All candidates for the office of President,  
259 shall have at least one year of experience as a trustee.

260 a. After the initial five consecutive terms as an officer, all future terms  
261 shall be single terms with a hiatus of at least one year between  
262 each single term.

263 F. In an emergency, however, a former officer can be elected to fill an  
264 unfinished term when there is a vacancy and no other qualified trustee  
265 is willing to fill the vacancy.  
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### 267 Section 3. Term of Office

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269 A. Elected Officers shall serve for a term of one year or until their  
270 successors are elected and take office. Trustees who are elected to  
271 serve as Elected Officers shall continue to serve as a Trustee for the  
272 length of their term as Trustee unless they resign or are removed.

273 B. Officers shall assume their duties at the close of the Annual  
274 Convention at which they were elected.  
275

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

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278 A. An Elected Officer may resign his or her office without prejudice so  
279 long as the officer submits a written letter of resignation with an  
280 effective date of the resignation and all materials of that office are  
281 submitted to the MPO Office for safe keeping no later than the effective  
282 date of the resignation. An Elected Officer who resigns his office shall  
283 continue to serve his or her unfinished term as a Trustee unless he or  
284 she also resigns as a Trustee.

285 B. The Central Committee of Trustees may remove an officer with or  
286 without cause by a two-thirds vote by ballot providing that the officer  
287 has been notified at least thirty days prior to the meeting at which the  
288 removal action is to take place and given an opportunity to make an  
289 oral or written statement. The disciplined officer shall continue to  
290 serve his or her unfinished term as Trustee unless at a following  
291 Annual or Special Convention the Delegate Assembly removes him or  
292 her as a Trustee by a two-thirds vote. All materials of that office shall  
293 be immediately submitted to the MPO Office for safe keeping.  
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### 295 Section 5. Vacancies in Office

296  
297 A. Vacancies in any office except that of the President shall be filled by  
298 the Central Committee of Trustees by a majority vote. A ballot shall be  
299 used unless there is only one candidate to fill the vacancy in which  
300 case the vote may be taken by voice. The vacancy shall be filled only  
301 for the unexpired part of the vacant officer's term.

- 302 B. A vacancy in the office of President created by removal, death,  
303 resignation, or incapacity as determined by the Central Committee of  
304 Trustees shall be filled automatically by the Vice-President. In the  
305 event that the office of Vice-President shall also be vacant when the  
306 office of President is vacant, the Central Committee of Trustees shall  
307 fill the office of President by electing a current Trustee by a majority  
308 vote using a ballot and shall fill the office of Vice-President in the  
309 manner described in Part A above.
- 310 C. A Vice-President who fills the vacancy in the office of President, if he  
311 or she serves less than one-half of the unexpired term, shall be eligible  
312 to serve two consecutive full terms as President if elected.

313

#### 314 Section 6. Nomination and Election of Officers

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##### 316 A. Nominations:

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

322

##### 323 B. Election:

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

327

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

333

334 A. The President shall also be the Chairman of the MPO and shall  
335 preside at all meetings of the MPO and of the Central Committee of  
336 Trustees except as otherwise stated. The President shall appoint,  
337 subject to confirmation of the Central Committee of Trustees, the  
338 chairman and members of committees except the Nominating  
339 Committee. The President shall serve ex-officio as a member of all  
340 committees except the Nominating Committee. All correspondence  
341 sent outside of the MPO to other organizations, activities and  
342 individuals shall be signed by the President.

343 B. The Vice-President when directed by the President or the Central  
344 Committee of Trustees shall perform all duties of the President during  
345 the President's absence. If there is a vacancy in the office of President  
346 created by removal, death, resignation, or incapacity as determined by

347 the Central Committee of Trustees, the Vice-President shall  
348 automatically succeed to the office of President. Inability or refusal to  
349 fill this vacancy shall be an automatic resignation.

350 C. The Secretary shall record the minutes of all meetings of the  
351 membership and the Central Committee of Trustees. The minutes of  
352 Annual Convention shall be approved in a manner set forth in a policy  
353 developed by the Central Committee of Trustees and these minutes  
354 shall be distributed to members present at the next Annual Convention  
355 and upon request to other members. The minutes of all Central  
356 Committee of Trustees Meetings shall be sent to all Central Committee  
357 of Trustees members. The Secretary shall send notices of Central  
358 Committee of Trustees and Membership Meetings in a manner  
359 authorized in a policy adopted by the Central Committee of Trustees.  
360 The Office Manager shall be the custodian of all records and  
361 documents including the MPO Bylaws, Special Rules of Order, MPO  
362 Chapter Rules, Policies, and Minutes. The Secretary or the Office  
363 Manager shall update these documents when they are changed by  
364 action of the Annual Convention or the Central Committee of Trustees.

365 D. The Treasurer or the Office Manager shall keep the financial records  
366 and receive all monies. Upon presentation of a voucher, the Treasurer  
367 or the Office Manager shall pay bills and make other disbursement as  
368 authorized by the Central Committee of Trustees. They shall follow  
369 such accounting procedures and issue financial reports as required  
370 and prescribed in IRS Regulations, Indiana Statutes for Non-Profit  
371 Corporations, the MPO Bylaws, MPO Chapter Rules, or by the Central  
372 Committee of Trustees or Annual Convention. The Treasurer or the  
373 Office Manager as authorized by the Central Committee of Trustees  
374 shall receive and be custodian of the dues and fees. The Treasurer  
375 shall submit a written financial report at all meetings of the Central  
376 Committee of Trustees and at the Annual Convention and when  
377 otherwise directed by the Central Committee of Trustees or Annual  
378 Convention. He or she shall present a proposed budget, with  
379 recommendations, for adoption by the Central Committee of Trustees  
380 at the first meeting after the Annual Convention or at an earlier time if  
381 determined by the Central Committee of Trustees.

382 E. The Trustees-At-Large may serve as chairmen of standing committees  
383 and shall perform other duties as specified in these bylaws or by the  
384 Central Committee of Trustees or by the Annual Convention.

385 F. Retiring, removed, or resigning officers shall deliver to their successors  
386 the materials pertaining to their respective offices within thirty days of  
387 their last day in office or as otherwise specified in these bylaws or by  
388 direction of the Central Committee of Trustees.

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**ARTICLE V  
MEETINGS**

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Section 1. Annual Convention

- A. The date and location of the Annual Convention shall be recommended by motion and vote of the Convention delegates but shall be set by the Central Committee of Trustees based upon the availability and suitability of meeting facilities in the recommended area.
  
- B. Delegates to the Annual Convention: the delegate body shall be determined according to the following:
  - 1. Each of the nine voting Trustees of the Central Committee of Trustees shall serve as a delegate.
  - 2. The Office Manager shall serve as delegate without vote and shall not have the right to make motions.
  - 3. Each MPO Chapter shall elect a number of delegates to represent the Chapter at the Annual Convention based upon its number of Regular Members. An MPO Chapter with 5 to 25 Regular Members shall elect one delegate; an MPO Chapter with 26 to 50 Regular Members shall elect two delegates; and an MPO Chapter with over 50 Regular Members shall elect three delegates. Each MPO Chapter may elect one Alternate for each delegate. Alternate delegates shall serve and have privileges at the Annual Convention only if the elected delegate is unable to serve. The process of credentialing delegates and alternate delegates shall be provided in the *MPO Policy Manual*.
  - 4. A Local Chapter that fails to settle its financial obligations with the MPO at least thirty days prior to the Annual Convention shall lose its right to participate in that year's Annual Convention.
  - 5. All Delegate and Alternates shall be *in good standing* to be elected and to participate.
  - 6. All Delegates and Alternates to the Annual Convention shall present credentials in the manner described in the MPO Policy Manual.
  
- C. The business of the Delegate Assembly of the Annual Convention shall include but not be limited to the following actions:
  - 1. Conduct an annual evaluation of the Central Committee of Trustees;
  - 2. Act upon resolutions to forward information or recommendations to the Central Committee of Trustees for consideration;

- 432 3. Adopt a motion to recommend the location and date of the next  
433 Annual Convention;
- 434 4. Determine the delegate seating fees for the next Annual  
435 Convention;
- 436 5. Elect the Trustees of the Central Committee of Trustees who's  
437 staggered terms have ended and fill any Trustee vacancies;
- 438 6. Elect the Chairman and members of the Audit Committee and  
439 Nominating Committee;
- 440 7. By a two-thirds vote act upon requests to sell MPO or Chapter Real  
441 Estate;
- 442 8. By a two-thirds vote acting upon proposals to move the MPO  
443 Headquarters and/or the editorial office;
- 444 9. By a two-thirds vote, act upon Central Committee of Trustee  
445 recommendations for a dues increase that is greater than the cost  
446 of living as specified in Article III, Section 7
- 447 10. Amend or revise the bylaws and MPO Rules for Chapters;
- 448 11. Hear Financial Reports;
- 449 12. Act upon the Audit Report;
- 450 13. Hear reports of officers and committees;
- 451 14. By a two-thirds vote act upon a recommendation to form, disband,  
452 or reinstate a chapter;
- 453 15. Act upon disciplinary issues proposed by the Central Committee of  
454 Trustees;

455 Section 2. Special Conventions  
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- 457 A. Special Conventions may be called by a motion and majority vote of  
458 the Central Committee of Trustees and shall be called by a petition  
459 signed by 30% of the Regular Members *in good standing*. The Central  
460 Committee of Trustees shall determine the date, time and location of  
461 the Special Convention.
- 462 B. Notice of the purpose, time, date, and location of the Special  
463 Convention shall be sent to all Chapters and to the delegates of the  
464 previous Annual Convention at least 40 days prior to the Special  
465 Convention.
- 466 C. Only business announced in the notice of the Special Convention shall  
467 be conducted.

468 D. The delegate body of the Special Convention shall be the delegate  
469 body elected or designated for the previous Annual Convention.  
470 Delegates shall present their credentials signed by the President and  
471 Secretary of their Chapter. The elected Trustee-delegates shall be  
472 those who are currently in office.

473 E. Special Conventions may be in person meetings, by telephone  
474 conference call, or videoconference providing that all participants can  
475 hear and interact with each other.  
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477 Section 3. Quorum for conducting business at the Annual and Special  
478 Conventions shall be a majority of the delegates registered for the convention  
479 providing that at least a majority of the Chapters and current Trustees are  
480 registered.  
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482 **ARTICLE VI**  
483 **CENTRAL COMMITTEE OF TRUSTEES**  
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485 Section 1. Composition: The Central Committee of Trustees shall be the  
486 Governing Body and shall consist of the nine Trustees who shall serve staggered  
487 terms and shall be elected by the Delegate Assembly of the Annual Convention.  
488

489 Section 2. Powers and Authority  
490

491 A. The Central Committee of Trustees shall have the complete authority  
492 to govern and operate MPO between Annual Conventions subject only  
493 to these bylaws, the Articles of Incorporation, the directives of the  
494 Annual Convention, and applicable laws.

495 B. The Central Committee of Trustees shall have the authority to adopt  
496 special rules of order, standing rules, and policies to govern its  
497 proceedings and the affairs of the MPO over which it has power and  
498 authority. Special Rules of Order require a two-thirds vote.  
499

500 Section 3. Duties  
501

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

506 B. Adopt an annual budget;

507 C. Not later than 60 days after the annual convention, the Central  
508 Committee of Trustees shall develop an Action Plan of Activities based  
509 on the convention delegate guidelines to be accomplished before the  
510 next annual convention. This plan shall be sent to the MPO chapters  
511 not later than 90 days after the annual convention.

- 512 D. Make recommendation to the Annual Convention regarding the report  
513 of the Audit;
- 514 E. Elect the four Officer-Trustees from among the membership of the  
515 Central Committee of Trustees as specified in Article IV, Section 6;
- 516 F. Act as an appeals panel for member and Chapter complaints;
- 517 G. Approve the appointment of committee chairman and members, except  
518 as otherwise provided in these bylaws;
- 519 H. Be the planning committee for the Annual Convention and set the date,  
520 times, agenda, and location based upon the recommendation of the  
521 Annual Convention and the availability and suitability of meeting  
522 facilities;
- 523 I. Serve as delegates to the Annual Convention;
- 524 J. Fill vacancies on the Central Committee of Trustees as specified in  
525 Articles IV and VI;
- 526 K. Employ and supervise an Office Manager as specified in Article VIII,  
527 Section 11;
- 528 L. In consultation with the Office Manager, employ such staff as needed  
529 and appropriate and set their job description, salaries, and benefit  
530 packages;
- 531 M. Assure that policies are written, approved, and reviewed concerning  
532 document retention and disposal, non-harassment, whistle blowing,  
533 and non-discrimination;
- 534 N. Carry out the purpose and aim in Article II, Objectives;
- 535 O. Present an annual report of its activities to the Annual Convention;
- 536 P. Receive reports from MPO Chapters on their events and activities; and
- 537 Q. Have such other duties as are prescribed for the Central Committee of  
538 Trustees in these Bylaws or by the Annual Convention or in the  
539 adopted parliamentary authority or by statute.

540  
541 Section 4. Voting

- 542
- 543 A. Each Elected Trustee at a meeting or action taken without a meeting of  
544 the Central Committee of Trustees shall be entitled to one vote;
- 545 B. There shall be no voting by proxy;
- 546 C. The President shall have the right to make or break a tie and shall be  
547 permitted to vote in a ballot vote but shall not exercise her or his right  
548 to vote at other times.
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550 Section 5. Meetings of the Central Committee of Trustees

551

552 A. The Annual Meeting of the Central Committee of Trustees shall be  
553 held at or within sixty days following the Annual Convention and shall  
554 be for the purpose of considering and adopting an Action Plan of  
555 Activities, a budget, appointing committee chairmen and members,  
556 orientation of new Elected Officers, and to conduct such other  
557 business as is necessary and proper.

558 B. Regular meetings of the Central Committee of Trustees shall be  
559 scheduled by vote of the Central Committee of Trustees.

560 C. Special meetings of the Central Committee of Trustees may be called  
561 by the President but shall be called upon the written or electronic  
562 petition of four voting members of the Central Committee of Trustees.  
563 Notice of special meetings shall be given to all members of the Central  
564 Committee of Trustees not later than seven days in advance of the  
565 special meeting and the notice shall contain the date, time, location,  
566 and purpose of the special meeting. No business other than that which  
567 is given in the notice shall be conducted at the special meeting.

568 D. Teleconference and Videoconference Meetings and Action Without A  
569 Meeting:

570 1. The Central Committee of Trustees is authorized to hold its regular  
571 and special meetings by telephone or video conferencing so long  
572 as all Central Committee of Trustees members have been notified  
573 at least five days in advance, a quorum is involved, and the  
574 members participating can simultaneously hear each other and  
575 participate in the debate and voting during the meeting. Any  
576 decisions made during such a meeting shall be recorded in the  
577 minutes of the telephone/video conference meeting.

578 2. A decision on an urgent matter or emergency situation can be  
579 made between regular meetings of the Central Committee of  
580 Trustees by mail or e-mail ballot providing that every voting  
581 member of the Central Committee of Trustees was given an  
582 opportunity to participate, a quorum of the current Central  
583 Committee of Trustees voting members returned a ballot, and that  
584 any decision made in this manner is reported at the next regular  
585 meeting and recorded in the minutes of that meeting.

586 E. Quorum: A quorum for the conduct of business at all meetings of the  
587 Central Committee of Trustees and actions taken without a meeting  
588 shall be a majority of the current voting members of the Central  
589 Committee of Trustees, unless otherwise specified in these bylaws or  
590 the adopted parliamentary manual.

591

592

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

594 **A. Nominations:**

- 595 1. A Nominating Committee of one trustee and two delegates or  
596 Regular Members shall be elected by the Delegate Assembly by  
597 majority vote. To be eligible, Regular Members shall be in good  
598 standing with at least three consecutive years of membership.
- 599 2. The duty of this committee shall be to take nominations of  
600 candidates from the membership, to consider the qualifications of  
601 candidates for Trustee positions and to submit at least one name  
602 for each position to be filled at the Annual Convention.
- 603 3. Minimum Qualifications; Election:
- 604 a. Trustees shall be Regular Members of MPO *in good standing*.
- 605 b. Trustees shall have an individual e-mail account and be familiar  
606 with the basics of electronic communication.
- 607 4. Following the report of the Nominating Committee at the Annual  
608 Convention, additional nominations may be made from the floor.  
609 No name shall be placed in nomination without the consent of the  
610 nominee.
- 611 5. All candidates for Trusteeships shall complete a candidacy form to  
612 be developed by the Nominating Committee and approved by the  
613 Central Committee of Trustees. Members who desire to run for a  
614 position on the Central Committee of Trustees shall submit the  
615 Candidacy Form to the Nominating Committee by August 1 before  
616 the next Delegate Assembly Annual Meeting.
- 617 6. Candidates nominated from the floor shall immediately complete  
618 and submit The Candidacy Form for review by the Nominating  
619 Committee before the election.

620  
621 **B. Election:**

- 622 1. Trustees shall be Regular Members of MPO *in good standing*, and  
623 shall be elected by majority by ballot at the Annual Convention.  
624 There shall be no proxy voting and all ballots shall be cast in  
625 person.
- 626 2. Should the number of candidates nominated match the number of  
627 Trustee positions available for election, the election may be by  
628 voice vote.

629  
630 **Section 7. Term of Office**

- 631  
632 **A.** The nine Trustees shall serve term of three years or until their successors  
633 are elected and take office. The Trustee terms shall be staggered with  
634 three Trustees elected each year in a three-year rotation cycle.

635 B. No Trustee shall serve more than two terms consecutively, but a Trustee  
636 who has served two consecutive terms, may stand for election again for a  
637 single term providing that he or she has not served as a Trustee for at  
638 least one year. Each subsequent single terms shall have at least a one-  
639 year hiatus.

640

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

642

643 A. A Trustee may resign his or her office without prejudice so long as the  
644 officer submits a written letter of resignation with an effective date of  
645 resignation and all materials of that office are submitted to the MPO  
646 Office for safe keeping no later than the effective date of the  
647 resignation.

648 B. By a two-thirds ballot vote the Central Committee of Trustees may  
649 recommend the removal of a Trustee with or without cause. This  
650 recommendation shall be sent at least thirty days in advance to the  
651 Delegate Assembly of an Annual or Special Convention. The Trustee  
652 who is the subject of the recommendation shall be notified at least forty  
653 days prior to the meeting at which the removal action is to take place  
654 and shall be given an opportunity to make an oral or written statement.  
655 The voting delegates at the annual or special convention shall consider  
656 and act upon the Central Committee's recommendation. The Delegate  
657 Assembly may also propose an action to remove a Trustee on its own  
658 initiative providing that the Trustee has been given an opportunity to  
659 offer a defense. To remove a Trustee shall require a two-thirds vote by  
660 ballot. All materials of that trustee shall be immediately submitted to  
661 the MPO Office for safekeeping.

662

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

664

665 A. Vacancies created by removal, death, permanent disabilities,  
666 relocation, or resignation of a Trustee shall be filled by the Central  
667 Committee of Trustees until the next Annual Convention at which time  
668 the Delegate Assembly shall fill the vacancy for the remainder of the  
669 uncompleted term.

670 B. Vacancies created by action of the Annual or Special Convention to  
671 remove a Trustee shall be filled by that Annual or Special Convention  
672 or, in the event, the convention is unable to fill the vacancy, the Central  
673 Committee of Trustees shall fill the vacancy for the remainder of the  
674 unexpired term.

675

676

677

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679

**ARTICLE VII  
COMMITTEES**

680 Section 1. Standing Committees: The Standing Committees shall be as follows;  
681 Audit, Bylaws, Membership, Nominating, and such others as the Central  
682 Committee of Trustees deems necessary by a two-thirds vote of the current  
683 number of Trustees. Chairperson and members of the Standing Committees,  
684 except the Nominating and the Audit committees, shall be appointed by the  
685 President subject to a majority approval of the Central Committee of Trustees.  
686 The Chairmen and members of the Nominating Committee and the Audit  
687 Committee shall be elected by the Delegate Assembly. Composition, duties and  
688 functions of Standing Committees shall be given in Policies Manual adopted by  
689 the Central Committee of Trustees. At least one member of each Standing  
690 Committee shall be a Trustee. Other members may be delegates to the Annual  
691 or Special Convention or Regular Members in good standing who have at least  
692 three full consecutive years of membership.

693  
694 Section 2. Special Committees and Task Forces: Special Committees and Task  
695 Forces may be created by motion and vote of the Annual Convention or Central  
696 Committee of Trustees. The composition, purpose, and instructions shall be  
697 given in the motion that creates a Special Committee or Task Force and, unless  
698 otherwise specified in the motion, the President shall appoint the chairperson and  
699 members of these groups with majority approval of the Central Committee of  
700 Trustees.

701  
702 Section 3. The President shall be ex-officio a member of all committees except  
703 the Nominating Committee.

704  
705 Section 4. Committees and Task Forces may conduct business and research in  
706 person, by telephone, video, fax, e-mail, regular mail, or instant messaging.

## 707 708 709 **ARTICLE VIII** 710 **FINANCES**

711  
712 Section 1. The Fiscal Year for the MPO shall be August 1 through July 31.

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

718  
719 Section 3. All funds received by Chapter, including without limitation funds  
720 received from Chapter's members, shall be immediately remitted to the MPO (care  
721 of the Office Manager). Half of all dues payments from an MPO Chapter's  
722 members, net profits from an MPO Chapter's activities and gross donations to an  
723 MPO Chapter, received by MPO from an MPO Chapter shall be deposited into the  
724 General Account, with the other half of the same deposited into the applicable  
725 Chapter Sub-Account. Without limiting the foregoing, each MPO Chapter shall

726 remit annual dues collected from its members to MPO by the second Friday of  
727 August of each year. MPO shall not commingle MPO Chapters' funds, and MPO  
728 shall allocate each Chapter's funds to the applicable Chapter Sub-Account.  
729

730 Section 4. The funds in a Chapter Sub-Account are intended to be made  
731 available to the applicable MPO Chapter for purposes described in these MPO  
732 Bylaws and the *MPO Chapter Rules*. Additional rules concerning each MPO  
733 Chapter's use of its funds, and responsibility for its expenses, will be set forth in  
734 the *MPO Chapter Rules*.  
735

736 Section 5. Funds over the amount of \$10,000 drawn by check from the General  
737 Account shall require the co-signature of two Elected Officers. The Office Manager  
738 shall be authorized to write checks for amounts up to \$10,000 on his or her own  
739 signature. All withdrawal of funds shall require an invoice and shall be recorded in  
740 the MPO Ledger.  
741

742 Section 6. The MPO's petty cash fund shall not exceed \$500 of MPO funds. All  
743 withdrawals of funds shall be documented by an invoice or sales receipt.  
744

745 Section 7. The Annual Convention shall have a separate budget and up to  
746 \$10,000 of General Funds may be encumbered for its operation. Any amount in  
747 excess of \$10,000 must be approved by a two-thirds vote of the Central  
748 Committee.  
749

750 Section 8. The Audit Committee shall be composed of three Regular Members in  
751 good standing who have at least three full consecutive years of membership. The  
752 committee shall be elected by the Annual Convention to review the financial  
753 accounts of the MPO and each MPO Chapter at least once a year. The committee  
754 shall report its findings in written form at the Annual Convention. The report shall  
755 be signed by each member of the Audit Committee. Members of the Audit  
756 Committee shall not be related to members of the Central Committee of Trustees.  
757

758 Section 9. Sale of MPO's and MPO Chapter's real estate shall require a two-  
759 thirds vote by the Delegate Assembly at an Annual or Special Convention.  
760

761 Section 10. Office Manager. The conduct of business at the MPO Headquarters  
762 shall be under the direction and supervision of the Office Manager. The salary,  
763 benefits, duties, and job description of the Office Manager shall be established by  
764 the Central Committee of Trustees.

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

767 B. Duties. The Office Manager shall:

768 1. be responsible for the day-to-day management of the financial and  
769 administrative operations of the corporation, including the MPO

- 770 Chapters, under the directions of the Central Committee of  
771 Trustees in a manner provided in the MPO Policy Manual;
- 772 2. be responsible, in consultation with the Central Committee of  
773 Trustees, for the employment of such personnel as are required to  
774 carry out the duties of the Headquarters office provided that such  
775 employment falls within the constraints established by the budget  
776 and personnel policies established by the Central Committee of  
777 Trustees;
- 778 3. shall serve as the Agent of Record for the corporation and register  
779 as same with the Indiana Secretary of State's Office;
- 780 4. shall attend the Delegate Assembly and meetings of the Central  
781 Committee of Trustees and be able to speak at the discretion of the  
782 President but shall not be able to make motions or vote; and
- 783 5. perform such other duties as may be stated in the bylaws, other  
784 rules adopted by the Central Committee of Trustees or Annual  
785 Convention.

786  
787 Section 12 Members of the Central Committee are volunteers and shall serve  
788 without pay, other compensation, or financial benefits.

789  
790 **ARTICLE IX**  
791 **DISSOLUTION**

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

797  
798  
799 **ARTICLE X**  
800 **INDEMNIFICATION AND INSURANCE OF OFFICERS, TRUSTEES, AND**  
801 **OFFICE MANAGER**

802  
803 Section 1. An Elected Officer or Trustees of the MPO or the Office Manager  
804 shall not be personally liable for monetary damages for any action taken unless  
805 the Officer, Trustee, or Office Manager has breached or failed to perform the  
806 duties of his or her office under the State of Indiana Nonprofit Corporation Law as  
807 in effect at the time of the alleged action by such Officer, Trustee, or Office  
808 Manager and the breach or failure to perform constitutes self-dealing, willful  
809 misconduct or recklessness. Such limitation on liability does not apply to the  
810 responsibility or liability of an Officer, Trustee, or Office Manager pursuant to any  
811 criminal statute or for payment of taxes pursuant to any Federal, state or local  
812 law. Any repeal or modification of this Article by the MPO shall not adversely  
813 affect any right or protection existing at the time of such repeal or modification to

814 which any Officer or former Officer, Trustee or former Trustee, or Office Manager  
815 may be entitled under this Article. The rights conferred by this Article shall  
816 continue as to any person who has ceased to be an Officer, Trustee, or Office  
817 Manager of the MPO and shall inure to the benefit of the heirs, executors and  
818 administrators of such person.

819

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

837

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

850

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

857

858

859 **ARTICLE XI**  
860 **DISCIPLINARY PROCEDURES**

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

866 Disciplinary action shall include but not be limited to:

- 867  
868 A. Censure of the offending member or office or trustee;  
869 B. Suspending MPO membership privileges;  
870 C. Expulsion from the MPO  
871

872  
873 Section 2. The procedures on discipline as provided in Robert's Rules of Order  
874 Newly Revised shall guide MPO disciplinary action.

875  
876 **ARTICLE XII**  
877 **SEAL AND OTHER SIGNIFICANT ITEMS**

878  
879 Section 1. The Seal of the Central Committee of Trustees shall have a round  
880 form with an all-around inscription "Central Committee of Trustees of the  
881 Macedonian Patriotic Organization of the U S A and Canada" and in the center  
882 "Macedonia for the Macedonians".  
883

884  
885 Section 2. The archives, the flags, and all other articles of historic value shall be  
886 stored at MPO's then-current principal office, and shall be turned over to the first  
887 constituent assembly of a united Macedonia when that aim is realized. The  
888 MPO, however, shall not necessarily dissolve at that time, but may continue to  
889 exist and function with aims and means determined by the MPO Annual  
890 Convention and in accordance with the purposes described in section 501(c)(3)  
891 of the Code.  
892

893  
894 **ARTICLE XIII**  
895 **UNANTICIPATED PROCEDURE AND PROBLEMS**

896  
897 Realizing that no set of bylaws can possibly anticipate every situation or need  
898 that could occur within an organization, should an unforeseen need or problem  
899 for which there is no provision in the MPO Bylaws occur, a panel of three elected  
900 officers or trustees-at-large and two Regular members shall be commissioned to  
901 develop a recommendation. The Central Committee of Trustees shall convene  
902 and review and act upon the panel's recommendation.  
903

904  
905 **ARTICLE XIV**  
906 **PARLIAMENTARY AUTHORITY**  
907

908 The rules contained in the current edition of Robert's Rules of Order Newly  
909 Revised (RONR) shall govern the proceedings of the MPO in all cases to which  
910 they are applicable and in which they are not inconsistent with these bylaws or  
911 special rules of order that the MPO may adopt, and any statutes applicable to  
912 this organization that do not authorize the provisions of these bylaws to take  
913 precedence.  
914

915  
916 **ARTICLE XV**  
917 **AMENDMENTS**  
918

919  
920 Section 1. Procedure: Proposals to amend or revise the bylaws and or MPO  
921 Rules for Chapters shall be submitted in writing to the Bylaws Committee. The  
922 Committee is authorized to review and edit submitted proposals in order to create  
923 a consistent and grammatical proposal; to coordinate and combine similar  
924 submitted amendments to create a joint proposal if accepted by the proposers;  
925 and to submit original proposals by the Committees for amendments or revisions.  
926 The Central Committee of Trustees shall have the right to review and make  
927 recommendations about the proposals.  
928

929 Section 2. Method of Amending: These bylaws and the MPO Rules for  
930 Chapters may be amended or revised by a two-thirds vote of an Annual or  
931 Special Convention Delegate Assembly.  
932

- 933 A. After its review, the Central Committee of Trustees shall instruct the  
934 Bylaws Committee to send the proposed amendments or bylaw  
935 revision in a proper format either by mail or electronically to the  
936 delegates and members at least 45 days before the Annual  
937 Convention. The information shall also be posted on the Web site.  
938 B. At the Annual Convention, the delegates shall take action by a majority  
939 vote, providing a quorum is present, to send the proposal to the next  
940 Delegate Assembly of a Special or Annual Convention. As part of  
941 their action, the delegates may amend the proposals within the scope  
942 of notice.  
943 C. The Delegate Assembly of the second Special or Annual Assembly  
944 shall have the power to adopt the proposed amendments or bylaw  
945 revision by a two-thirds vote, providing a quorum is present.  
946 D. A copy of the amended or revised bylaws shall be posted on the Web  
947 site, included in the next edition of the Macedonian Tribune, and sent  
948 electronically to all members.  
949