

BYLAWS OF
Polish Film Festival Los Angeles
A California Nonprofit Public Benefit Corporation

ARTICLE I. NAME

The name of this Corporation is Polish Film Festival Los Angeles (the "Corporation").

ARTICLE II. OFFICES

Section A. Principal Office. The principal office of the Corporation for the transaction of the business of the Corporation shall be located at such place within or without the State of California as the Board of Directors (herein called the "Board") shall determine. The Board is granted full power and authority to change such principal office from one location to another.

Section B. Other Offices. The Board may, at any time, establish branch or subordinate offices at any place or places as the Board may from time to time find necessary or advisable to the Corporation.

ARTICLE III. PURPOSE AND OBJECTIVES

Section A. Mission Statement

The Corporation's purpose is to educate the public about Polish films and Polish film-making industry.

Section B. Specific Purposes. The specific purposes of the Corporation shall include, without limitation, the following objects and purposes:

- i. To generate funding for open to public film festivals and open to public screenings of Polish movies.
- ii. To provide marketing and promotional opportunities for introducing Polish movies to public.
- iii. To educate the community to all Polish film disciplines through arts programs and multicultural workshops.
- iv. Promote American film makers to produce films related to Polish culture.

ARTICLE IV. MEMBERSHIPS

Section A. Eligibility for Membership

Any person who wishes to become a member may file an application in such form as the Board of Directors shall determine. Any request for membership shall be acted upon the Board of Directors at its next scheduled meeting. All members will be required to provide identification by proof such as Driving license or passport.

Section B. Criteria for Membership Approval

Board of Directors may, approve or disapprove the new membership after consideration of fathering the general growth of the organization.

Section C. Voting rights of Membership

The Corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

Section D. Termination of Membership

The membership of any member shall terminate upon resignation of the member, expiration of the period of membership, or expulsion or suspension of the member by the Board of Directors.

Section E. Dues.

Membership dues shall be payable at such times as determined from time to time by the Board of Directors. The amount of an annual dues shall be specified herein by resolution of the Board.

ARTICLE V. DIRECTORS

Section A. Powers. Subject to the provisions and limitations of the Articles of Incorporation and of the California Nonprofit Public Benefit Corporation Law, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, the Board shall have the power to:

- i. select and remove officers, agents and employees of the Corporation, prescribe powers and duties for them that are consistent with law, the Articles of Incorporation, and with these Bylaws, supervise them, fix their compensation, and require from them security for faithful service. Such compensation may be increased or decreased at the pleasure of the Board;
- ii. make such rules and regulation for the conduct of the affairs and activities of the Corporation as the Board may deem advisable and consistent with law, the Articles of Incorporation or these Bylaws;
- iii. adopt, make and use a corporate seal; and alter the form of the seal; and
- iv. borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt and securities.

Section B. Number of directors. The Board of Directors shall consist of not less than three (3) nor more than nine (9) directors, who shall be unrelated persons. With that exact number of directors to be fixed within the limits specified herein by resolution of the Board as enacted from time to time. No reduction of the authorized number of directors shall have the effect of shortening the term of any incumbent director.

Section C. Qualifications.

- i. the first directors shall be those individuals who organized the corporation.
- ii. future board members have to be members of the corporation for no less than six (12) months.

Section D. Nomination. Any person qualified to be a director under these Bylaws may be nominated to the Board by a member of the Board of Directors.

Section E. Election. All directors shall be elected at the annual meeting of the Board, but if any such annual meeting is not held or the directors are not elected thereat, the directors may be elected at any special meeting of the Board held for that purpose.

Section F. Term of Office. The term of office of all members of the Board of Directors shall be two (2) years. There shall be no limitation upon the number of consecutive terms to which a director may be re-elected. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

Section G. Removal. Any director may be removed with or without cause by the affirmative vote of a majority of the directors then in office at the meeting at which quorum is present.

Section H. Resignation. Except as provided below, any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective.

Except upon notice to the Attorney General, no director may resign where the Corporation would then be left without a duly elected director or directors in charge of its affairs.

Section I. Vacancies. Vacancies in the Board shall be filled by the affirmative vote of a majority of the remaining directors, although less than a quorum, or by a sole remaining director. Each director so elected shall hold office until the expiration of the term of his or her predecessor and until his or her successor has been elected and qualified.

A vacancy or vacancies on the Board shall be deemed to exist in the event of (a) the death, resignation or removal of any director; (b) an increase in the authorized number of directors of the Corporation; or (c) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Chapter 2, Article 3 of the California Nonprofit Public Benefit Corporation Law.

Section J. Interested directors. No more than forty-nine (49) percent of the persons serving on the Board at any time may be "interested persons". An interested person is (1) any person being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent Contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. Notwithstanding the foregoing, any violation of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

Section K. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of California, which has been designated by resolution of the Board or in the notice of the meeting. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.

Section L. Annual Meetings. A meeting of the Board of Directors shall be held annually for the purposes of organization, the election of officers and the transaction of other business at such hour and on such day as may be specified in a notice given as provided in Section L. hereof for special meetings of the Board of Directors or in a waiver of notice thereof.

Section M. Regular Meetings. Regular meetings of the Board of Directors may be held at such times and places as may be fixed from time to time by the Board of Directors. Unless otherwise required by the Board of Directors, regular meetings of the Board of Directors may be held without notice if the time and place of such meetings are fixed by the Board of Directors.

Section N. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Secretary, or any three (3) directors.

Notice of the time and place of special meetings of the Board shall be given or delivered personally to each director at least seven (7) days before the meeting, sent to each director by first-class mail at least seven (7) days before the meeting, or delivered by other form of written or telephonic communication (including cable, telegram, telex, facsimile, electronic mail and telephone) at least seven (7) days before the meeting. Such notice may be written or, if delivered by telephone or personally, oral. Written notice shall be addressed or delivered to each director at his or her address (e.g. mailing address, facsimile number or electronic mail address) as it is shown upon the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. The notice need not specify the purpose of the meeting.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient or to such person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

Section O. Notice of Meetings

Written notice of each meeting stating the place, day and hour of the meeting shall be delivered either personally or by first class mail to each member, not less than seven (7) and no more than sixty (60) days before the date of such meeting.

Section P. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents and approvals shall be filed with the Corporation's records or made a part of the minutes of the meeting.

Section Q. Quorum. The presence of three (3) directors, or a majority of Board of Directors then in office, at a meeting of the Board of Directors constitutes a quorum for the transaction of any business, except adjournment or where otherwise provided in these Bylaws. All matters shall be decided by a vote of the majority of the directors present at a meeting duly held at which a quorum is present and every such act or decision shall be the act of the Board, unless a greater number is required by the California Nonprofit Public Benefit Corporation Law (including, but not limited to, those provisions relating to approval of transactions in which a director has a material financial interest, approval of transactions involving corporations with common directors, fixing of compensation for directors, creation of or appointments of committees and indemnification of directors and other agents), or by the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of any director or directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section R. Participation in Meetings by Conference Telephone. Any one or more members of the Board, or a committee thereof, may participate in any meeting by means of video or telephone conference equipment, so long as all directors participating can hear one another at the same time. Participation by such means shall constitute presence in person at the meeting.

Section S. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent directors unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of adjournment.

Section T. Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if three (3) or more members of the Board consent in writing to that action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Section V. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the Corporation, and to inspect the physical properties of the Corporation. The inspection may be in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

Section Z. Compensation. Directors may receive such compensation, if any, for their services, and such reimbursement for expenses, as the Board may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

ARTICLE VI. ADVISORS

The corporation may have unlimited number of Advisors who shall be approved by the board upon any board member recommendation during next scheduled board of directors meeting.

ARTICLE VII. OFFICERS

Section A. Required Officers. The officers of the Corporation shall consist of the President of the Board, the Secretary, and the Treasurer. There also may be other officers as specified in the bylaws or designated by the Board. Any two or more offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the Board.

Section B. Subordinate Officers. The Board of Directors may appoint, and may authorize the Chairperson of the Board or the President or another officer to appoint, any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section C. Election of Officers. Each officer, except those appointed under Section B. of this Article IV, shall be elected annually by the Board at a regular or special meeting of the Board, and may succeed themselves in office. The term of office for the officers of the Corporation shall be one (2) years. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

Section D. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board.

Section E. Resignation. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section F. President. Subject to the control of the Board, the President shall be the chief executive officer of the Corporation and shall supervise, direct and control the business affairs and property of the Corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time. If the Corporation has no Chairman of the Board, then the President shall preside at all meeting of the Board.

Section G. Secretary. The Secretary shall be the custodian of the seal of the Corporation and of the books and records and files thereof, and shall affix the seal of the Corporation to all papers and instruments requiring the same. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and any committee of the Board. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Articles of Incorporation and Bylaws of the Corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board. Any Assistant Secretary appointed by the Board to hold office at the pleasure of the Board, may have the same powers as the Secretary.

Section H. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the Corporation such financial statements and reports as are by law or these Bylaws, required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the Corporation and such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation, as may be ordered by

the Board, shall render to the President or the directors, whenever requested, an account of all transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be delegated by the Board.

ARTICLE VIII. INDEMNIFICATION

To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees and other persons described in California Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as the term is used in section 5238, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was described in section 5238. "Expenses," as used in this paragraph, shall have the same meaning as in section 5238 of the California Corporations Code.

On written request to the Board by any person seeking indemnification under section 5238(b) or section 5238(c), the Board shall promptly decide under California Corporations Code section 5238(e) whether the applicable standard of conduct set forth in section 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under this Article VII. in defending any proceeding covered by this Article VII., shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE IX. RECORDS, REPORTS

Section A. Minute Books - Maintenance and Inspection. The Corporation shall keep a minute book in written form at its principal office which shall contain a record of all actions by the Board or any committee of the Board including the time, date and place of each meeting; whether a meeting is regular or special and, if special, how called; the manner of giving notice of each meeting and a copy thereof; the names of those present at each meeting; the minutes of all meetings; any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; all written consents for action without a meeting; all protests concerning lack of notice; and formal dissents from Board actions.

Section B. Articles of Incorporation and Bylaws - Maintenance and Inspection. The Corporation shall keep in its principal office in the State of California the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the directors and such other persons as required by law, at all reasonable times during office hours.

Section C. Annual Report. The Board shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The report shall contain at least the following information in reasonable detail:

- A. The assets and liabilities, including the trust funds, of the Corporation as of the end of the preceding fiscal year;
- B. The principal changes in assets and liabilities, including trust funds, during the preceding fiscal year;
- C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purpose, for the preceding fiscal year;

- D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the preceding fiscal year; and
- E. Any information required by Section 6322 of the California Nonprofit Public Benefit Corporation Law, with respect to the preceding fiscal year.

The report required by this Article shall be accompanied by any report thereon of independent accountants, or if there is no such report, by the certificate of an authorized officer of the Corporation that such reports were prepared without audit from the books and records of the Corporation.

Section D. Signatories. Any checks, drafts or other orders for any payment or money out of the funds of the Corporation and all notes and other evidences of indebtedness shall be sign on behalf of the Corporation in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or President.

ARTICLE X. CORPORATE DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Checks written on the account must receive the signature of Chief Financial Officer or the President of the Corporation. For the purpose of providing supporting evidence to those individuals, organizations, companies or other such entities that provide tax-exempt donations to the Corporation, a reporting record shall be kept to indicate in which fiscal year the total amounts were donated to the Corporation.

ARTICLE XI. CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provision, rules of construction, and definitions contained in the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation law shall govern the construction of these Bylaws. Without limiting the generality of the above, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person.

ARTICLE XII. SEVERABILITY

Any provision of these Bylaws, which may be prohibited by law or otherwise be held invalid shall be ineffective only to the extent of such prohibition or invalidity and shall not invalidate or otherwise render ineffective any or all-remaining provisions of these Bylaws.

ARTICLE XIII. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XIV. AMENDMENTS

These Bylaws may be altered, amended or repealed, at any time, by the affirmative vote of a majority of the directors then in office.

ARTICLE XV. CORPORATE SEAL

The corporate seal shall be circular in form, and shall have inscribed thereon the name of the Corporation, the date of incorporation and the word "California."

ARTICLE XVI. DISSOLUTION CLAUSE

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

THIS IS TO CERTIFY: That the foregoing Bylaws were duly adopted as the Bylaws of such Corporation by the Board of Directors thereof on the _____ day of _____, 2021.

Marek Dzida, incorporator, first director

Grace Malolepszy, first director

Tomasz Seibert, first director