

BY-LAWS
of
The Carpatho-Rusyn Society

(A Pennsylvania non-profit corporation)

Accepted by Membership by
Vote at Annual Meeting
November 11, 2012

Adopted and Effective date
November 11, 2012

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THE CARPATHO-RUSYN SOCIETY

By-Laws

ARTICLE I - NAME AND PURPOSE

Section 1.01. Name. The name of the corporation is THE CARPATHO-RUSYN SOCIETY (hereinafter, the "Corporation", or "C-RS"), incorporated under the Pennsylvania Non-Profit Corporation Law of 1988 on June 14, 1996.

Section 1.02. Purpose. The Corporation is formed exclusively for purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). The mission of the Carpatho-Rusyn Society is to serve as the representative of Rusyn Culture in North America ("Mission"). To carry out this aim, C-RS shall, among other things, work to collect, preserve, and disseminate historical, genealogical, linguistic, and ethno-cultural information about Carpatho-Rusyns who may also be referred to as "Rusnaks," "Lemkos," "Hutsuls," "Ruthenians," and various other dialectical and non-English references. It may accept donations of money or property, whether real or personal or interest therein, wherever situated. It may receive and administer funds for purposes within the meaning of *Section 501(c)(3) of the Code* and to that end, take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible, or intangible or any undivided interest therein without limitation as to amount or value; sell convey or otherwise dispose of any such property and to invest, reinvest or deal with the principle or the income thereof in such manner as will best promote the Mission without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation and any laws applicable thereto including *Section 501(c)(3) of the Code*.

Notwithstanding anything herein to the contrary, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall be a non-profit corporation and shall have NO STOCK and NO DIVIDENDS and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of charitable, religious, educational, scholarly, and scientific purposes and the making of distributions to organizations that are described in *Section 501(c)(3) of the Code* and exempt from taxation under *Section 501(a) of the Code*.

The Corporation shall not carry on any other activities not permitted to be carried on by:

(1) a corporation exempt from federal income tax under *Section 501(c)(3) of the Code* or the corresponding provision of any future United States Internal Revenue law; or

(2) a corporation, contributions to which are deductible under *Section 170(c)(2) of the Code* or any other corresponding provision of any future United States Internal Revenue law.

The Board of Directors may not issue any stock preferences, convergences or voting powers beyond that set forth in the Corporation Articles of Incorporation and Bylaws and the Corporation at all times shall conduct itself as a non-profit charitable corporation, and shall exist in perpetuity.

ARTICLE II - MEMBERS

Section 2.01. Eligibility. Membership will be open to all persons or groups who are consistent with the Mission stated in Section 1.02 and who recognize and support the Carpatho-Rusyns as a distinct people and heritage. Membership eligibility shall be without regard to race, creed, sex, color, or national origin. Membership may be provisional upon payment of dues in such an amount as prescribed by the Board of Directors.

Section 2.02. General Character. The membership is entitled to share in the activities of the Carpatho-Rusyn Society. These activities are cultural, scientific, artistic, literary, social, scholarly, and educational. Members are asked to contribute to the organization by sharing in its duties and good works. Individual members have the opportunity to apply their talents, knowledge, and skills to achieve the Corporation's purposes. In general, members should be mindful to preserve the public integrity of the Carpatho-Rusyn Society. Members are expected to be familiar with the content of the By-Laws and the Articles of Incorporation. Members shall accept a duty of loyalty to the purpose of the organization.

Section 2.03. Term. The Carpatho-Rusyn Society membership term shall be prescribed by the Board of Directors.

Section 2.04. Membership Categories. The categories of Membership shall be included in the Policies and Procedures.

Section 2.05. Removal. If a member, including but not limited to any member granted lifetime membership in the organization for any reason, is not in compliance with the Articles of Incorporation, the By-Laws, or any policies and procedures as adopted by the Board, the membership may be terminated by a two-thirds (2/3) majority vote of the Board of Directors. The vote shall be a "Secret Ballot", but the reasons for the non-compliance shall be public. Members have a right of appeal to the Board of Directors and must do so in writing to request a hearing with the Board. The decision of the Board at the hearing shall be deemed final and binding.

ARTICLE III - BOARD OF DIRECTORS

Section 3.01. Objectives. The Board of Directors is entrusted with the management of the Carpatho-Rusyn Society, and must act to promote the well being of the organization. As designated leaders elected by the membership, these officers are to stimulate the development of the Carpatho-Rusyn Society. Having a respectable command of the Carpatho-Rusyn Society's By-laws, and Articles of Incorporation, and good communication with the membership are essential requirements of the governing Directors. They should maintain a balanced budget that meets the purposes of the Carpatho-Rusyn Society. The Directors are asked to encourage the participation of all the membership and respond to their communications and needs.

Section 3.02. Board of Directors. A Board of Directors shall determine the course, direction and focus of the organization, managing the affairs and resources of the Carpatho-Rusyn Society. Among their duties are approving an annual budget, and approving a new strategic plan prior to the expiration of the present strategic plan. The Board of Directors shall consist of the following officers: President, Vice President, Recording Secretary, Chief Financial Officer, Chief Financial Administrator, Chief Information Officer and Trustees. The officers are elected from the Carpatho-Rusyn Society membership.

3.02.1 The Board of Directors shall each be a minimum of Twenty-one (21) years of age. They shall be elected by a simple majority vote of the membership. Elections will be held every three (3) years. Newly elected officers shall assume their office January 1 of the following year. If elections do not occur, the day to day operation must continue however current officers may only conduct Board level business related to the election and emergency and time sensitive operational business.

3.02.2 Any vacancy arising in the Board of Directors may be filled for the unexpired term by majority vote of the remaining members of the Board of Directors.

3.02.3 The Membership Coordinator shall be appointed by the Board of Directors and shall serve at the discretion of the Board of Directors and have no vote on the Board.

3.02.4 The Board of Directors shall conduct the Carpatho-Rusyn Society annual meeting, special meetings, and selected membership affairs.

Section 3.03. The President. The President shall be elected from among the members and shall preside at all meetings of the Board as provided herein. The President shall be the chief executive officer of the Corporation, and represent the society as appropriate. Subject to the control of the Board of Directors, the President shall have general supervision of and general management of the affairs and employees of the Corporation, and shall see that the policies and programs adopted or approved by the Board are carried out.

Section 3.04. The Vice President. The Vice President may be given by resolution of the Board general executive powers. The Vice President shall exercise such powers and duties as prescribed in these By-Laws or by the Board of Directors or the President. At the request of the President, or in his/her absence or disability, the Vice President shall exercise the powers and duties of the President.

Section 3.05. The Recording Secretary. The duties of the Recording Secretary shall be to:

3.05.1 Create and keep an original and duplicate record of the proceedings of the meetings of the Board of Directors Minutes from meetings which will be distributed to the Board of Directors within two weeks after a meeting.

3.05.2 Collect and keep the minutes of the Chapters.

3.05.3 Keep a copy of the Articles of Incorporation and of the By-Laws.

3.05.4 Give such notices as may be required by these By-Laws.

3.05.5 Be custodian of the Corporate Records and of the Corporate Seal and see that the seal is affixed to such documents as may be necessary

or advisable.

3.05.6 Each officer of the Corporation by virtue of his/her office shall be an Assistant Secretary. The Assistant Secretaries shall assist the Recording Secretary in the performance of his/her duties and shall also exercise such further powers and duties, as may be prescribed by the Board of Directors. At the direction of the Recording Secretary or in his/her absence or disability, an Assistant Secretary shall exercise the powers and duties of the Recording Secretary.

Section 3.06. Chief Financial Officer. The Chief Financial Officer shall keep records of all income and expenditures of the Corporation in books belonging to the Corporation. The Chief Financial Officer shall give a report at each Board of Directors meeting and shall give a complete report to the members at the annual members meeting. The Chief Financial Officer shall pay all bills according to such rules as may be prescribed by the Board. He/she shall also perform other duties that may be directed by the Board of Directors.

Specifically, it shall be the duty of the Chief Financial Officer to:

3.06.1 Keep the Corporation's contracts, insurance policies, leases, deeds and other business records.

3.06.2 See that the Corporation's lists, books, reports, statements, tax returns, certificates and other documents and records required by law are properly collected, prepared, and filed. To perform his/her duties, the Chapters must provide financial documents as described in Guidelines for Chapters (Appendix A).

3.06.3 Be the principal officer in charge of tax and financial matters, annual and ongoing budgeting and accounting of the Corporation, including submitting the necessary data for a financial audit.

3.06.4 Have charge and custody of and be responsible for the Corporation's funds, securities and investments.

3.06.5 Cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositories of the Corporation, and to maintain proper vouchers for such disbursements.

3.06.6 Render to the President and the Board of Directors whenever they may require it an account of all his/her transactions as Chief Financial Officer, and reports as to the financial position and operations of the Corporation.

3.06.7 Keep appropriate, complete and accurate books and records of account of all the Corporation's business and transactions.

3.06.8 The Financial Administrator shall assist the Chief Financial Officer in the performance of his/her duties and shall also exercise such further powers and duties as from time to time may be prescribed by the Board of Directors. At the direction of the Chief Financial Officer or in his/her absence or disability, the Financial Administrator or other Board designee shall exercise the powers and duties of the Chief Financial Officer.

Section 3.07. Chief Financial Administrator. It shall be the duty of the Chief Financial Administrator to:

3.07.1 Receive checks, notes, obligations, funds and securities of the Corporation, and deposit monies and other valuable effects in the name of and to the credit of the Corporation, in such depositories as shall be designated by the Board of Directors. The Chief Financial Administrator may delegate any of these tasks.

3.07.2 Record all information needed to track income to the Corporation including the purpose of the income as designated by the donor.

3.07.3 Provide receipt of income data to the Chief Financial Officer and other Board of Directors as requested.

3.07.4 At the direction of the Chief Financial Administrator or in his/her absence or disability, the Chief Financial Officer or other Board designee shall exercise the powers and duties of the Financial Administrator.

Section 3.08. Chief Information Officer Under the direction of the Board of Directors, the Chief Information Officer is responsible for the following duties:

3.08.1 Supervises other staff performing tasks outlined in this section unless otherwise assigned by the Board of Directors to someone else.

3.08.2 Chairs the website committee unless otherwise directed by the Board of Directors.

3.08.3 Maintains a membership data base and provide clear and accurate records of the current membership.

3.08.4 Supervises all general mailings.

3.08.5 Assists chapters in membership, campaigns and aids inter and intra chapter communication; manages membership recruitment.

3.08.6 Generates an annual budget for Board of Director approval of his/her activities.

3.08.7 Responds to membership inquires.

3.08.8 Provides technical and informational solution duties unless otherwise assigned by the Board of Directors.

Section 3.09. Trustees. The membership shall elect up to 6 Trustees. The duties of the Trustees shall be to:

3.09.1 Assist in conducting the day to day business of the Carpatho-Rusyn Society such as fundraising, grant writing, Chapter liaison, and other sensitive issues.

3.09.2 Assist other Officers of the Carpatho-Rusyn Society as needed.

3.09.3 Audit the Financial Books of the Carpatho-Rusyn Society at least once a year.

3.09.4 Perform other duties as deemed necessary by the Board of Directors.

Section 3.10. Resignations. Any Director may resign by submitting his/her resignation to the Corresponding Secretary. Such resignation shall become effective at the next Board meeting.

Section 3.11. Vacancies. Any vacancy arising in any office may be filled for the un-expired term by majority vote of the remaining members of the Board of Directors.

Section 3.12. Qualifications. The Board of Directors shall each be a member in good standing as adopted by the Board's policies and procedures and a minimum of eighteen (18) years of age.

Section 3.13. Annual and Regular Meetings. An annual meeting (“Annual Meeting”) of the Board shall be held annually with the participation of the membership at such place within or outside the Commonwealth of Pennsylvania as the Executive Committee or Board shall designate. The Board shall hold a regular meeting (“Regular Meeting”) at least once during each fiscal quarter thereafter at such time and place within or outside the Commonwealth of Pennsylvania as the Executive Committee or the Board shall designate.

Section 3.14. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President, or by at least one-third (1/3) of the other Directors; provided that the Directors first request the President to call a meeting and the President refuses the request. The Recording Secretary shall give notice of every special meeting of the Board of Directors to each Director by email or by telephone. A special meeting shall only be authorized and decisions binding provided that at least $\frac{3}{4}$ of the Board participate. Only the special meeting business specified by the Recording Secretary in the notice may be transacted at these meetings.

Subject to the requirements set forth in this paragraph, any action required or permitted to be taken at a meeting of the Board or of any committee thereof may be taken without a meeting if agreed to by telephone or electronically by $\frac{3}{4}$ of the Board. The Secretary shall gather the votes which may be cast telephonically or electronically.

Section 3.15. Voting. The Recording Secretary shall record all votes for all meetings. Directors may vote by proxy by designating another Director to cast his or her vote at any meeting or for any proposed action; provided however that no Director shall be designated as a proxy for more than one Director per meeting or for any proposed action. Designation of the proxy voter shall be transmitted to the Secretary digitally or telephonically prior to the meeting or vote for the proposed action by the designating Director.

Section 3.16. Organization. Except as otherwise provided herein, the presence of at least a majority of the voting Directors at any meeting in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is not present at any such meeting, the meeting will be adjourned until a quorum shall be present. Notice of the time and place of the reconvened meeting shall be given to any Directors not present at least twenty four hours prior to the hour of reconvening. Resolutions of the Board shall be adopted with the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present.

Section 3.17. Meetings by Teleconference. One or more Directors or members may participate in any annual, regular or special meeting by means of conference telephone or similar communications equipment in which all individuals participating in the meeting can hear each other. Participation in a meeting in this manner by a Director will be considered to be in attendance for all purposes under these By-Laws.

Section 3.18. Compensation, Other Agents and Employees. The Board of Directors shall decide whether compensation, if any, shall be awarded for service. The Board may employ agents, employees and independent contractors as the Board deems advisable. The Board shall prescribe their duties, conditions of employment and compensation; and the Board shall have the right to dismiss them at any time.

Section 3.19. Notice of Meetings. Notice of an Annual Meeting or a Regular Meeting shall be sent at least four (4) weeks in advance to each Director's C-RS email address. The date of a proposed Annual Meeting or Regular Meeting may be changed by 2/3 majority of the Board, provided that notice of the original date was properly delivered.

Section 3.20. Catastrophe. Notwithstanding any other provisions of the Pennsylvania Non-Profit Corporation Law of 1988, the Articles of Incorporation or these By-Laws, if any emergency resulting from warlike damage or an attack on the United States or any nuclear or atomic disaster, or any other national or local disaster, causing a majority of the Board to be incapable of acting as such because

of death or other physical disability or difficulties of communication or transportation, the remaining Director or Directors shall constitute a quorum for the sole purpose of electing new Directors to replace the Directors so incapable of acting. The Directors so elected shall serve until such replaced Directors are able to attend meetings of the Board or until the Members act to elect Directors for such purpose. The remaining Director or Directors shall conclusively determine as to the existence of such an emergency or disaster, or as to the fact of such incapacity.

Section 3.21. Board Committees and Project Managers. Standing and temporary committees or project managers may be appointed by majority vote of the Board of Directors. Each such committee or project manager shall have and exercise such authority that the Board of Directors may specify. The Board may designate Directors as alternate members of any committee or project manager to replace any absent or disqualified member. Any action taken by any committee shall be subject to alteration or revocation by the Board of Directors. Committees and project managers shall:

3.21.1 Be created with a specific outline of expected results.

3.21.2 Communicate regularly with a specific officer as assigned by the Board.

3.21.3 Inform the Board of its efforts and summarize its activities for newsletter and website publication if requested.

3.21.4 The committee shall be supported financially as approved by the Board.

3.21.5. Any committee may be dissolved or project manager terminated by a majority vote of the Board at any time with or without cause.

Section 3.22. Personal Liability of Directors.

3.22.1 **Elimination of Liability.** To the fullest extent that the laws of the Commonwealth of Pennsylvania permit elimination or limitation of the liability of directors, no Director of the Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action.

3.22.2 **Nature and Extent of Rights.** The provisions of this Section

shall be deemed to be a contract with each Director of the Corporation. Any amendment or repeal of this Section or adoption of any By-Law or provision of the Articles of the Corporation which has the effect of increasing director liability shall not affect any failure to act, prior to the adoption of such amendment, repeal, By-Law or provision.

Section 3.23. Indemnification. The Corporation shall indemnify any and all of its Directors, former Directors, or any person, who may have served at the Corporation's request against expenses incurred in connection with the defense of any action, suit or proceeding arising out of such person's service to the Corporation.

The Corporation shall not provide indemnification in matters for gross negligence or willful misconduct, unless the Board determines that such indemnification is warranted.

Section 3.24. Executive Committee and Officers. The Board shall recognize an Executive Committee consisting of a President, Vice-President, Chief Financial Officer, and Recording Secretary. The Executive Committee shall be responsible for the oversight of the President. The Executive Committee shall take instruction via the directives of the Board determined at the regular, annual, or special meetings and at every Annual Meeting thereafter.

ARTICLE IV - CHAPTERS

Section 4.01 Chapters. Chapters must receive written approval from the Carpatho-Rusyn Society to be recognized, and may be removed at the discretion of the Board. Activities must conform to those stated in the By-Laws of the Corporation or in the policies and procedures as adopted by the Board. Generally, Chapters should focus on local activities and the Corporation should focus on areas that will benefit every member. Chapters must adhere to the Guidelines for Chapters as prescribed by the Board. The Corporation's Board of Directors vote to approve the formation of a chapter shall include a resolution to recognize the Chapter's officers.

The officers are authorized to open bank accounts and sign documents on behalf of C-RS. Financial activity must be reported in a timely manner to the Treasurer upon request.

ARTICLE V - GENERAL PROVISIONS

Section 5.01. Offices. The principle business office of the Corporation shall be the Carpatho-Rusyn Society, 915 Dickson Street, Munhall, PA 15120. The Corporation may also have offices at such other places within or without the Commonwealth of Pennsylvania as the business of the Corporation may require and are approved by the Members.

Section 5.02. Corporate Seal. The Board of Directors shall provide a corporate seal, which shall have inscribed the name of the Corporation, the words "Corporate Seal, Commonwealth of Pennsylvania", and the year of incorporation.

Section 5.03. Annual Report. The President and Treasurer shall present an annual report to the Board of Directors in accordance with Section 5553 of the Pennsylvania Non-profit Corporation Law of 1988.

Section 5.04. Governance. All procedural debates shall be decided upon using Robert's Rules of Order as a guide.

Section 5.05. Notice of Complaints and Grievances

Any Director shall alert the Board of any complaint or grievance about an action taken by the Board or any other matter involving the Corporation ("Grievance") at least ten (10) days prior to submitting such Grievance to any third party authorized to resolve grievances or complaints, including but not limited to a government regulator, court of law, or other dispute resolution organization. Upon receipt of the complaint or grievance, the Board may remedy the situation if it believes remedy is warranted. Any Director who does not provide such notice to the Board shall be immediately terminated from the Board.

Section 5.06. Dissolution. The Corporation shall be dissolved upon a unanimous vote of the Board or a two-thirds (2/3) majority of the membership.

5.06.01. Upon a determination that the Corporation will be dissolved and after paying or making provision for payment of all of the liabilities of the Corporation, the Board shall designate an organization having the same or similar goals and objectives as the Carpatho-Rusyn Society to receive the assets of the Corporation.

5.06.02. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively to one or more of such corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, and which are organized and operated for such purposes.

ARTICLE VI – ACCOUNTS AND RECORDS

Section 6.01. Fiscal Year. The fiscal year of the corporation shall commence on July 1 and end at the close of business on June 30 of each year.

Section 6.02. Audits. The financial statements of the Corporation must be reviewed annually by an internal audit committee appointed by the Board..

Section 6.03. Bank Accounts and Indebtedness. All funds received by the Corporation shall be deposited in such bank or banks as shall be authorized and approved by the Board. All checks, drafts, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by such of the officers or agents of the corporation and in such manner as shall from time to time be determined by the Board.

Section 6.04. Bonds. Such officers, agents and employees of the corporation as the Board may designate shall, at the expense of the corporation, execute such fidelity or other bond as may be required by the Board.

Section 6.05. Budget. The Board shall receive and approve an annual budget that identifies the planned sources of support and revenue, expenses to be incurred, capital expenditures and major purchases for each fiscal year.

Section 6.06. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and of the Executive Committee. All books and records of the corporation may be inspected by any Director, or the Director's agent or attorney, during normal business hours, upon reasonable notice, and for all proper purposes.

ARTICLE VII - AMENDMENTS

Section 7.01. Amendments. The By-Laws may be amended at the annual meeting by a two-thirds (2/3) vote of members attending the meeting. To be considered for amendment, the membership must receive the proposed amendment sixty (60) days prior to the meeting.

Carpatho-Rusyn Society

Munhall, Pennsylvania

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