

**BYLAWS  
OF  
LITHUANIAN FOLK DANCE INSTITUTE**

**As Duly Adopted by the Board of Directors  
This 1<sup>st</sup> day of December, 2008**

# BYLAWS OF LITHUANIAN FOLK DANCE INSTITUTE

## ARTICLE I (Organization)

**Section 1.** The name of this organization shall be the **Lithuanian Folk Dance Institute**, hereinafter referred to in these Bylaws as the “Corporation”

**Section 2.** These **Bylaws**, together with the **Articles of Incorporation** of the Lithuanian Folk Dance Institute, shall govern the powers, rights, duties, and liabilities of the members of the corporation and prescribe the manner in which its operations are conducted.

**Section 3.** The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

**Section 4.** No provision of these **Bylaws** in conflict with the **Articles of Association** shall be effective.

## ARTICLE II (Corporate Purposes and Limitations)

**Section 1.** *General Purposes.* **Lithuanian Folk Dance Institute** (the Corporation) is a not-for-profit organization which is organized and operated exclusively for charitable and educational purposes in accord with Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the “Code”).

**Section 2.** The Corporation is an independent North American cultural institution, whose mission is to study, foster, and support Lithuanian folk dance. The purpose or purposes for which the Corporation is organized are:

1. To collect material relating to folk dance
2. To study the collected material and prepare it for practical use
3. To issue publications relating to folk dance

4. To prepare descriptions of folk dances and games
5. To maintain contact with folk dance groups and concern itself with their activities
6. To hold courses for folk dance instructors
7. To maintain relations with the folk dance institutions and organizations of other nations
8. To prepare the North American Folk Dance Festivals:
  - a) organize the Folk Dance Festival artistic program
  - b) invite (select) the artistic program's director
  - c) invite (select) the Folk Dance Festival presenter (MC)
  - d) determine the Folk Dance Festival repertoire.

**Section 3.** The Corporation, being organized exclusively for charitable and educational purposes, may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

**Section 4.** No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

**Section 5.** Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes.

### **ARTICLE III (Members)**

**Section 1.** The Corporation is composed of members and honorary members.

**Section 2.** The members of the Corporation are those individuals who:

1. have given the Board of directors a formal request to join the Corporation
2. have fully paid the established Corporation member dues
3. are or were teachers of Lithuanian folk dance
4. have not been removed from membership in the Corporation by a majority vote of the General Meeting of the Corporation
5. have not been forbidden to join the Corporation by a majority vote of the General Meeting of the Corporation.

**Section 3.** The members of the Corporation have the following rights:

1. to be invited to all Corporation meetings
2. to have one vote at a Corporation General Meeting, at their own discretion, voting on all Corporation matters
3. to authorize in writing another Corporation member to vote in their name, and on their behalf, at a Corporation General Meeting
4. to be elected to the Board of Directors
5. to be appointed to represent the Corporation at other organizations
6. to make use of all services and concessions granted to Corporation members.

**Section 4.** The members of the Corporation have the following duties:

1. to pay to the Treasurer of the Corporation the member dues established by the Board of Directors
2. to participate and vote or authorize another Corporation member to vote in his/her name at a General Meeting of the Corporation
3. to inform the Secretary of the Board of Directors of the Corporation of a change of address.

**Section 5.** The honorary members of the Corporation are those individuals who:

1. are or were teachers of Lithuanian folk dance
2. are deserving by concrete work in the field of Lithuanian folk dance
3. are accepted as honorary members by a simple majority vote at the General Meeting of the Corporation.

**Section 6.** The honorary member of the Corporation has the following rights:

1. to be invited to all General Meetings of the Corporation
2. to have one vote at the General Meeting of the corporation, where they can, at their own discretion, vote on all Corporation matters
3. to authorize in writing another member of the Corporation to vote in their name at the General Meeting of the Corporation
4. to be elected to the Board of Directors of the Corporation

5. to be appointed to represent the Corporation at other organizations
6. to make use of all services and concessions granted to members of the Corporation
7. to be exempt from member dues.

#### **ARTICLE IV (Meetings)**

**Section 1.** *General Meeting.* The General Meeting of the Corporation shall be held at the date and hour as may be fixed by or under the authority of the Board of Directors, for the purpose of the transaction of such business as may come before the meeting. If the election of Directors is not held by mail pursuant to these Bylaws, the Board of Directors shall cause the election to be held at the General Meeting or at a Special Meeting of members called for that purpose.

**Section 2.** The General Meeting of the Corporation is to be convened no less than every **four** years. It is valid if no less than **fifty-one percent (51%)** of the voting members of the Corporation or their authorized representatives participate. If fifty-one percent (51%) of the voting members of the Corporation or their authorized representatives do not convene at the appointed time and place, after a half hour a second General Meeting is convened, which is valid.

**Section 3.** The General Meeting of the Corporation has the following rights:

1. to approve the minutes of the previous General Meeting
2. to conduct the voting on the business of the Corporation
3. to elect a new Board of Directors
4. to amend the Bylaws of the Corporation
5. to accept proposed individuals as honorary members
6. to set or amend the membership dues
7. to receive the full Treasurer's report
8. to receive the full report of the Board of Directors
9. to remove a member from the Corporation
10. to prohibit an individual from joining the Corporation
11. to limit the relations of the corporation with other organizations
12. to deny any past activity or to prohibit any proposed activity by the Board of Directors or representatives of the Corporation which may be damaging to the Corporation.

**Section 4.** *Special Meeting.* Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute may be called by the President or the Board of Directors or by the person designated in the written request of not less than twenty (20) percent of the number of members of the Corporation entitled to vote at the meeting.

**Section 5.** *Place of Meeting.* The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any General Meeting or for any Special Meeting called by the Board of Directors.

**Section 6.** *Notice of Meeting.* The Board of Directors must announce the date, the place, and the provisional agenda of the General Meeting or Special Meeting by:

1. publishing a notice of meeting in the North American Lithuanian press at least two months prior to the meeting
2. announcing in writing a notice of meeting to all members and honorary members at least two months prior to the meeting
4. conveying to all voting members at least two months before the meeting the minutes of any previous meeting of members.

**Section 7.** *Voting Record.* The Secretary of the Board of Directors or Officer of the Corporation having charge of the membership record books shall, before each meeting of members, prepare a list of the members of record entitled to vote at such meeting or any adjournment thereof, with the address of each. Such record shall be available for inspection by any member during a meeting for the purposes of the meeting, and shall be prima facie evidence as to the members entitled to examine membership records or to vote at any meeting of the members. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

**Section 8.** *Quorum.* Except as otherwise provided in the Articles of Incorporation, one third of the number of members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless the vote of a greater number is required by law, the Articles of incorporation, or these Bylaws.

**Section 9.** *Conduct of Meetings.* The President, or in his/her absence, the Vice-President, or in his/her absence, a member of the Board of Directors, as selected by the Board of Directors or the highest ranking officer present as established by the Bylaws and, in their absence, any person chosen by the members present shall call the meeting of the members to order and shall act as chairman of the meeting. The Secretary of the Corporation shall act as Secretary of all General and Special meeting of the members but, in the absence of the Secretary, the presiding officer may appoint any other person to act as Secretary of the meeting.

**Section 10.** *Proxies.* At all meetings of members, a member entitled to vote may vote in person or by proxy appointed in writing by the member or by his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation on or before the call to order of the meeting. Unless otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the

Secretary or the acting Secretary of the meeting or by oral notice given by the member to the presiding officer during the meeting. The presence of a member who has filed his proxy shall not of itself constitute a revocation. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

**Section 11.** *Voting.* Each member or honorary member shall be entitled to one vote upon each matter submitted to a vote of members, except to the extent that the voting rights of members are enlarged, limited or denied by the Articles of Incorporation.

**Section 12.** *Waiver of Notice by Members.* Whenever any notice is required to be given to any member under the Articles of Incorporation or Bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the member entitled to such notice shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the member objects to the holding of the meeting because proper notice was not given.

**Section 13.** *Vote by Mail Ballot.* In lieu of a membership meeting, the Board of Directors may present any matter to the membership for determination by direct mail vote. In any such case, ballots shall be received not less than 20 days nor more than 60 days prior to the date on which ballots are required to be returned. The Board of Directors is authorized to establish procedures and rules for the conduct of business and election of directors pursuant to this provision.

## **ARTICLE V (Board of Directors)**

**Section 1.** *General Powers.* The affairs, business and all legal matters of the Corporation shall be managed by its Board of Directors.

**Section 2.** *Number and Tenure.* The number of Directors shall be 3 and may vary from time to time up to 9 by resolution of the Board of Directors without amendment of these bylaws. If an Executive Director is employed as the principal business administrator he/she shall be an *ex-officio* non-voting member of the board and shall be considered for purposes of notice and quorum but shall not be elected for a term of office. The Board of Directors may from time to time, by amendment of these bylaws, change the minimum and maximum number of Directors, but in no case shall the number be less than three. Each Director shall hold office for a term of four years unless the Board of Directors shall expressly resolve to elect a Director for a shorter term. Beginning after the date of the implementation of these bylaws, the first Board election shall provide for staggered terms of office so that approximately one-third of the Directors, thereafter, shall be elected at each annual meeting of the Board.

**Section 3.** *Qualifications.* Those who seek to be Directors of the Corporation must personally affirm the Corporation's Statement of Purpose, must abide in all respects with the corporate policies set forth in these bylaws, and must characterize personal commitment to the values of the Corporation.

**Section 4.** *Election.* Directors shall be elected at the General Meeting of the membership. Each Director shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; or until his or her death or disability, or until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

**Section 5.** *Resignation and Removal.* Any Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of the Board may be removed with or without cause at any time by resolution adopted by a majority of the Board.

**Section 6.** *Vacancies.* Any vacancy occurring in the Board of Directors to be filled by reason of any increase in the number of Directors or resignation or termination of a Director shall be filled by the Board of Directors as soon as is practicable. A Director so elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

**Section 7.** *Compensation.* Directors shall not receive compensation for their services as Directors. However, by resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for each regular or special Meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any Directors from serving the Corporation in any other capacity and receiving reasonable compensation therefore.

## **ARTICLE VI (Meetings of the Board of Directors)**

**Section 1.** *Annual Meeting.* An annual meeting of the Board of Directors shall be held in the Registered Office of the Corporation on the first Sunday of May each year or at such other time and place as may be designated by the President in accordance with the notice provisions herein below, for the purpose of approving an annual budget, election of directors and officers, and for the transaction of such other business as may come before the meeting.

**Section 2.** *Special Meetings.* Special Meetings of the Board of Directors may be called by, or at the request of, the President or any two Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix any place for holding any Special Meeting of the Board of Directors called by them.



**Section 3.** *Notice.* Notice of any meeting of the Board of Directors shall be delivered not less than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting. Written notice shall be delivered to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any Special Meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws. Notice requirements may be satisfied by sending a facsimile or email communication in a timely manner. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the above notice provisions. At any duly convened meeting of the Board, a resolution may be approved concerning future meetings of the Board. Timely mailing of the Board minutes to each member of the Board may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set-forth and concise in its composition.

**Section 4.** *Quorum.* A majority of the Directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the Directors are present at the said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

**Section 5.** *Manner of Acting.* The act of a majority of the Directors present at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these bylaws or the Articles of Incorporation. Directors may not vote by proxy nor under any other power of attorney.

**Section 6.** *Telephone Meeting.* Any meeting of the Directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic conference call lines. Members of the board of directors or non-director committee members may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

**Section 7.** *Informal Action by Directors.* Any action required by the Illinois Not for Profit act, to be taken at a meeting of the Board of Directors of a Corporation, or any other action

which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors and all of any non-director committee members entitled to vote with respect to the subject matter thereof, or by all the members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more directors or committee members. All of the approvals evidencing the consent shall be delivered to the secretary to be filed in the corporate records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the directors or all the committee members as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State.

## **ARTICLE VII (Committees)**

**Section 1.** *Standing and Special Committees.* The Board of Directors shall have power to appoint committees for the purpose of conducting certain aspects of the corporate business not otherwise delegated. Committees may not act on behalf of the Corporation unless such authority is specifically delegated to the committee, and if such corporate authority is so delegated, it shall be valid only as to a single issue and not in general terms.

**Section 2.** *Membership.* Each committee of the Board shall have two or more Directors, a majority of its membership shall be Directors, and all committee members shall serve at the pleasure of the Board. Members of the committees may be any person deemed to be qualified by the Board who has actively demonstrated a willingness to work toward the goals of the organization. The term of office for committee members shall be one year beginning each year at the annual meeting of the Board unless otherwise specifically designated in the resolution appointing the committee member.

**Section 3.** *Executive Committee.* The Executive Committee shall be the standing committee responsible for overseeing the operations of the Corporation. The President shall be a standing member of the Executive Committee, and it shall consist of all elected officers of the Corporation.

**Section 4.** *Committee Meetings.* Meetings of any committee may be called by the President of the Corporation, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting.

**Section 4.** *Resignation and Removal.* Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the

Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

**Section 5.** *Conduct of Meetings.* The bylaw provisions which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the board, shall apply to committees of the board and their members as well. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board.

### **ARTICLE VIII (Officers)**

**Section 1.** *Officers.* The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of whom shall be elected for a term of four years by the Board at its annual meeting. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board. Any two (2) or more offices may be held by the same person, except that the offices of President or Secretary may not be held by the same person concurrently.

**Section 2.** *President.* The President shall be the principal officer of the Corporation, and, subject to the control of the Board, shall preside at all meetings of the Board as chairperson of the Board. He or she may sign, with the Secretary or any other officer of the Corporation authorized by the Board, such documents and deeds of the Corporation as necessary or appropriate including, but not limited to, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and, in general, shall discharge all duties incident to the office of President and such other duties as may be assigned to him or her by the Board from time to time.

**Section 3.** *Vice President.* During the absence or disability of the President, the Vice President shall exercise all of the functions of the President. He or she shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board.

**Section 4.** *Secretary.* The Secretary shall: (a) be responsible for the keeping of the minutes of the Board and Committee meetings in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records; and (d) in general,

discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.

**Section 5.** *Treasurer.* The Treasurer shall: (a) monitor the financial books of the Corporation; (b) keep regular books of account and make them available for inspection at all times to the Directors of the Corporation; (c) render to the Board from time to time as may be required of him or her, an account of the financial condition of the Corporation; and (d) in general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the President or by the Board.

**Section 6.** *Delegation of Authority.* In case of the absence of any officer of the Corporation, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any Director or employee of the Corporation, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the entire Board concurs therein.

**Section 7.** *Election and Term of Office.* The officers of the Corporation shall be elected by the Board for a term of four years at the annual meeting of the Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; or until his or her death or disability, or until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Election or appointment of an officer shall not in itself create contract rights.

**Section 8.** *Removal.* Any officer may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

## **ARTICLE IX (Advisory Councils or Boards)**

**Section 1.** The Board of Directors may from time to time appoint advisory boards or special councils for specific purposes that do not require corporate action. The corporation of such advisory groups may include persons with professional skills or special experience necessary to advise and inform the Board of Directors. Such advisory groups shall not have the authority to commit the corporation to any legal contracts or agreements whether or not related to the business of the corporation.

## **ARTICLE X (Financial Policies)**

**Section 1.** *Fiscal Year.* The fiscal year of the Corporation shall be from January 1st to December 31<sup>st</sup>.

**Section 2.** *Sale of Assets.* A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Corporation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all the property and assets of the Corporation shall be authorized only upon receiving the vote of three-fourths of the Directors in office.

**Section 3.** *Contracts.* The Board may authorize any officer or officers to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 4.** *Loans.* No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 5.** *Checks, Drafts, etc.* All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. The President is hereby authorized to spend up to \$500.00 per item for the purchase of non-budgeted goods or services used in furtherance of corporate objectives.

**Section 6.** *Deposits.* All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

**Section 7.** *Gifts.* The Board of Directors or the Chairperson may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE XI (Indemnification of Directors and Officers)**

**Section 1.** *Indemnification.* The corporation may indemnify and protect each of its officers to the fullest extent permitted by the laws of the State of Illinois.

**Section 2.** *Indemnification not Exclusive.* The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification

may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

**Section 3.** *Insurance.* The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

## I. MISCELLANEOUS

**Section 1.** *Waiver of Notice of Meetings.* Whenever any notice is required to be given to any Member, Director or Committee Member of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of the Illinois General Not-For-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Section 2.** *Amendments.* The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new articles and bylaws may be adopted by a vote of a majority of those Directors present at any regular meeting or any special meeting called for that purpose. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all Directors at least twenty days before the meeting at which the vote thereon is to be taken, and shall identify the persons proposing the amendment.

**Section 3.** *Severability.* The invalidity or unenforceability of any provision in these bylaws shall not affect the validity or enforceability of the remaining provisions.

**Section 4.** *Conciliation of Disputes.* In the event a dispute may arise between two or more persons operating under the authority of these Bylaws and such dispute cannot be resolved, the parties to the dispute shall submit the circumstances and issues to the dispute for mediation and arbitration as follows:

- 1 Each party to the dispute shall select a trusted person to hear the matter in a fair and impartial manner. Such person may not be in any way related to the choosing party by way of family connections, employment or contractual relations.

2 The persons so selected shall appoint one or more additional person(s) as may be necessary to provide an odd numbered mediation panel and such additional person(s) shall be similarly qualified as to all of the parties in conflict.

3 When the mediation panel is assembled the parties in conflict shall be permitted to present evidence and arguments in support of their position and the panel shall deliberate as necessary to resolve the problems. In all matters the panel shall first seek to reconcile the conflicting parties. If reconciliation is not possible then the panel shall arbitrate a solution and such solution shall be binding upon all parties.

4 No person shall bring any dispute under these Bylaws to any court of law or chancery without first proceeding under the above conflict resolution procedure. Unless the determination of the mediation panel is clearly in conflict with the laws of the State of Illinois or in such venue as is appropriate no court shall reverse or otherwise amend the determination except as may be necessary to correct a minor discrepancy.

**Section 5.** *Director Conflict of Interest.* The Corporation hereby adopts the Conflict of Interest Policy required by the Internal Revenue Service (or a corresponding provision of any future IRS requirement) as a condition of being recognized under Section 501(c)(3) of the Code, and hereby incorporates the same by reference into these bylaws.

**Section 6.** *Seal.* The Corporation will maintain a corporate seal.

**Section 7.** *Books and Records.* The Corporation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and committee members. All books and records of the Corporation may be inspected by a Director, or his agent or attorney at any reasonable time.

**CERTIFICATION OF ADOPTION OF BYLAWS**

The undersigned, Vida Brazaitis, being the duly elected Secretary of Lithuanian Folk Dance Institute, an Illinois Not-For-Profit Corporation, does hereby certify that the attached Bylaws of said Corporation were adopted by the official act of the Board of Directors on Decemberee 1 , 2008, and the same do now constitute the Bylaws of the Corporation.

Dated this 10th day of December, 2008.

(signature)

\_\_\_\_\_  
Vida Brazaitis, Secretary



**CERTIFICATION OF ADOPTION OF BYLAWS**

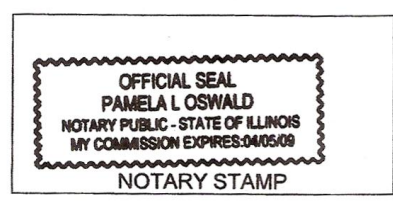
The undersigned, Vida Brazaitis, being the duly elected Secretary of Lithuanian Folk Dance Institute, an Illinois Not-For-Profit Corporation, does hereby certify that the attached Bylaws of said Corporation were adopted by the official act of the Board of Directors on December 1, 2008, and the same do now constitute the Bylaws of the Corporation.

Dated this 10<sup>th</sup> day of December, 2008.

Vida Brazaitis  
Vida Brazaitis, Secretary

**NOTARY**

Subscribed and sworn before me this 10<sup>th</sup> day of December, 2008.



Pamela L. Oswald  
Notary Signature

