

BYLAWS OF THE LITHUANIAN NATIONAL FOUNDATION

1 **General Provisions**

1.1 The Lithuanian National Foundation, Inc. (“LNF”) is a not-for-profit corporation, as defined in subparagraph (a) (5) of Section 102 of the Not-for-Profit Corporation Law of the State of New York. Its purposes are defined as “Type B” purposes under Section 201 of the Law, to wit, charitable and literary in nature within the meaning of Section 501 (c) (3) of the U.S. Internal Revenue Code. LNF is thus exempt from paying income taxes. Tax exempt # 51-0172223.

1.2 The LNF conducts its business principally in the State of New York, but has the authority to operate in other U.S. states, in Lithuania, and elsewhere.

1.3 The main office of LNF is (**Added:** currently) located in New York City (at 307 West 30th Street, New York, New York 10001). (**Added:** It may subsequently relocate to another location of LNF’s choosing. LNF has a corporate seal with the inscription: “Lithuanian National Foundation Corporate Seal 1973.”

1.4 The present main purpose of LNF is to foster the (**Deleted:** process of) advancement of a civil society and democratization in (**Deleted:** newly liberated) Lithuania by means authorized in its Charter, which Charter was approved by the Supreme Court of the State of New York on May 31, 1973, and to collect funds in order to finance this activity.

1.5 (**Deleted:** The resources of the LNF consist of the following:)

Changed to: The sources of funds for LNF consist of the following:

1.5.1 Contributions of (**Deleted:** its individual members) individuals

1.5.2 Contributions (**Deleted:** its member) of organizations

1.5.3 Donations, bequests, and income from charitable trust agreements

1.5.4 Income from the sale of publications, activities sponsored by the LNF and other income

1.5.5 Interest, dividends and other investment income

1.5.6 Real property and other property of every type and description

2. ***The Membership and its voting rights.***

2.1 Members are individuals (**Deleted:** or organizations) who contribute no less than \$100 to LNF. These members are entitled to one vote for each \$100 contributed.

2.2 (**Deleted:** No member shall have more than 3% of the total membership vote. At the end of each accounting year LNF determines the number and composition of the total membership vote.)

Changed to: Any member shall have no more than 3% of the total membership vote. In addition, a proxy obtained from another member shall have no more than 3% of the total membership vote. The total membership vote shall be determined at the end of each accounting year.

-The total number of votes registered at the accounting year's Annual Membership Meeting

Plus:

-Any additional votes granted during the accounting year in accordance with LNF Bylaws and guidelines approved by the Board.

The total membership vote so determined shall be the basis for establishing the voting limitation, quorum determination, and special meeting initiation for the next accounting year.

2.3 A member may delegate his/her right to vote to another member by proxy. This right cannot be reassigned.

2.4 A member may resign his/her membership in the LNF by submitting a written notice, however his/her contribution will not be returned.

2.5 (**Deleted:** Upon the death of a LNF member, his or her right to vote may be exercised by a family member to whom the right was either bequeathed or donated, as long as the recipient so informs the LNF in writing.)

Changed to: Upon the death of a LNF member, his/her right to vote may be exercised by a family member to whom the right was either bequeathed or donated, and if not specified, an LNF member's right to vote may be exercised by the surviving spouse. If the spouse predeceases the member, the right to vote may be passed to a lineal descendant of the member upon notification within one year to the LNF.

2.6 (**Deleted:** If the recipient fails to so inform the LNF within one year the right is extinguished.)

Changed to: A bequest to LNF from a nonmember of LNF enrolls the surviving spouse in the LNF with full voting privileges. If the spouse predeceases the member, the right to vote may be passed to a lineal descendant upon notification within one year to the LNF.

2.7 A contributor of no less than \$3,000 may, (**Changed to:** specify a project he/she desires to finance with his/her donation. The designated project shall be subjected to the approval of the Board, and to LNF administrative expenses, and be in compliance with the provisions of the LNF

charter. (Deleted:...specify the project desires, after the deduction of administrative expense, to finance by his donation. The designated project must, however, be in compliance with the provision of the LNF Charter.

Added: 2.8 All LNF donor advised accounts (Trusts, Organizations, and Funds) shall not have membership votes. Those who donate to LNF for LNF donor advised accounts shall have privileges as members of LNF including voting privileges.

Added: 2.9 In-kind contributions to LNF are acceptable subject to LNF's approval. Voting privileges are granted only upon disposition of the asset commensurate with cash value received.

3. ***Annual Membership Meetings***

3.1 **Changed to:** The Annual Meeting of the members shall be held no later than the end of May of the year following the accounting year.
(Deleted: The Annual Meeting of the members shall be held no later than at the end of May of each year.) This meeting shall be convened by the Board of Directors, which will inform each member at least thirty (30) days prior to the meeting of its time, place and proposed agenda.

3.2 The Annual Meeting:

3.2.1 Hears and approves the reports of the Board of Directors, the Executive Committee and the Audit committee.

3.2.2 Amends the Bylaws.

3.2.3 At the recommendations of the Board, the Meeting determines the number of directors to sit on the Board and elects one-third (1/3) of that number to a three-year (3) term. It also elects the members of the Audit Committee.

3.3 The majority of the Board of Directors or a group of members comprising no less than 10% of the total membership vote may initiate a special meeting by submitting a request and the proposed agenda in writing. Upon receiving same, the secretary of the Board must give notice to all members no later than thirty (30) days after the receipt of the request. The notice must inform the membership of the time, place and topics submitted to be brought up at such proposed meeting no less than thirty (30) days before the special meeting has to be held. The secretary must also list the names of the persons who seek to initiate the special meeting.

The special meeting hears and discusses only those topics that have been proposed in the submitted agenda, unless the attending members decide by a two-thirds (2/3) majority of attending votes to extend the topics to other matters.

3.4 At all meetings of members, annual or special, the presence of a majority of the total vote in person or by proxy will form a quorum. If a quorum is not present at the time the meeting is called to order, another meeting will be called one hour later. This later meeting will be deemed to have a quorum regardless of the number of votes attending.

3.5 The decisions of all meetings will be made by a simple majority of the votes attending. The votes are cast by open ballot, unless three or more members, who control at least 10% of the (~~Deleted: attending~~) **Changed to: registered** vote, request a secret ballot.

3.6 The Board of Directors may propose to the membership that certain specified issues be voted by a correspondence vote. Such a proposal will be deemed to have been approved if three-fourths (3/4) of the membership vote is cast in its favor and the Board is so informed in writing.

3.7 The Chairperson of the Board of Directors will preside over the meeting of the members unless the meeting opts to elect its own presiding officer. The presiding officer will appoint three persons to assist him/her in conducting the meeting. The secretary of the Board, or another person appointed by the presiding officer, will take down the minutes of the meeting. The following must be included or attached to the minutes: the list of the members attending and votes each represents, the submitted proxies, all reports submitted in writing by the leadership, all statements submitted in writing by participating members, the results of elections and the adopted resolutions.

3.8 Executors, administrators or trustees of estates that list LNF as a beneficiary may not cast a vote on behalf of the estate.

3.9 The members participating in members' meetings have the right to cast their own vote and those delegated to them by proxy.

4. ***The Board of Directors***

4.1 The Board of Directors shall:

4.1.1 Elect its chairperson, (~~Deleted: vice-chairmen~~) **Changed to: vice-chairpersons**, secretary and president of the Executive Committee for a one-year term.

4.1.2 Establish guidelines for the activities of the LNF, confirm the president's appointments to the Executive Committee, elect other committees, as it deems necessary, and oversee the activities of the Executive Committee and all other committees.

4.1.3 Approve the annual budget and the yearly financial report submitted by the Executive Committee.

4.1.4 Effect the resolutions adopted at membership meetings.

4.1.5 Decide on the disbursements of funds in accordance with the purpose of the LNF.

4.1.6 Confirm the appointment of the chairpersons of the affiliate organizations of the LNF.

4.2 Only members of LNF may be elected to the Board of Directors.

4.3 In the event that any member of the Board of Directors should resign his/her position or be unable to carry out his/her duties, the vacancy will be filled by the nominee next in line to be admitted to the Board by virtue of the votes received at the last members' meeting. The Board member who fails to attend at least one meeting of the Board during one year will be considered to have resigned his/her seat on the Board.

4.4 The Board of Directors of LNF will meet as often as necessary but not less than three (3) times during the year.

4.5 A special meeting of the Board may be called upon written request of at least three (3) members. The written request must indicate the matters proposed for discussion.

4.6 The presence of a majority of the Directors shall constitute a quorum. Decisions are made by a majority vote of those present. In case of a tie the chairperson's vote is determinative.

The (**Added: Board**) members may vote on proposals submitted to them in writing and in advance by correspondence vote, (**Added: if at least three Board members request a correspondence vote.**) The submitted proposal will be deemed to have been approved if two-thirds (2/3) of the Board members vote in its favor.

4.7 The secretary of the Board, or in his/her absence any other director, shall record the minutes of the Board of Directors' meetings. The minutes may also be recorded by a person approved by the Board who is not a Board member. Such person, however, shall not be entitled to vote at the meetings.

4.8 The members of the Board serve without compensation; however, they may receive compensation if they perform duties for which compensation is normally paid. Reimbursement of expenses incurred on behalf of the LNF shall not be considered compensation.

5. ***Committees of the Lithuanian National Foundation***

5.1 To further its objectives the Board of LNF may form committees consisting of no fewer than three (3) persons. The committee members shall elect from their ranks a chairperson and a secretary. Whenever necessary the office of LNF will provide technical assistance to facilitate the work of the committees. The chairperson of the Board and the President of the Executive Committee shall serve as *ex officio* members on all committees of the LNF in an advisory capacity.

5.2 The Fund Allocations Committee reviews all requests for assistance. All decisions shall be made by majority of the members attending. The committee shall meet to review requests as the need arises, but not less than once a year. All committee recommendations must be submitted to the Board for approval.

5.3 Finance Committee researches and recommends to the Board the safest and most profitable ways to invest LNF assets and prepares an investment policy. The Executive

Committee implements the recommendations of the Finance Committee duly recorded in the Finance Committee meeting minutes and signed by the committee chairperson and the chairperson of the Board.

6. ***The Audit Committee***

6.1 The Audit Committee shall consist of three (3) persons elected by the Annual Members' Meeting. The committee examines and audits the records and accounting practices of the LNF, prepares a report and submits same to the Annual Meeting of the members,

6.2 A special resolution by the Board, or at any time at the request of the Audit Committee, a special independent accountant (Certified Public Accountant) shall be retained to perform an audit of the records of LNF.

7. ***The Executive Committee***

7.1 The Executive Committee raises funds, performs all necessary administrative tasks, hires and discharges personnel and prepares an annual administrative budget.

7.2 The Executive Committee is appointed to a one-year term. It must include the following: a president, vice-president, a secretary and a treasurer.

The president directs the committee's business, calls committee meetings and chairs them, signs correspondence and documents on behalf of LNF, and with the authorization of the Board enters into and executes contracts and other documents of legal significance. **(Added: She)** He/She sees to the implementation of the Board's decision and is accountable to the Board for the actions of the Executive Committee and the LNF office.

The vice-presidents perform the tasks delegated to them by the president and assume **(Deleted: their) Changed to: his/her duties upon (Added: her)** his/her absence or disability. The secretary records the minutes at Executive Committee meetings, maintains the records of the LNF and is in charge of the correspondence with its members.

The treasurer keeps a full and accurate account of all receipts and disbursements, is in charge of all books of account and co-signs in conjunction with the president or other member of the Executive Committee all checks on behalf of LNF. He/She must **(delete: timely prepare)** (change to: prepare timely) prepare timely annual financial reports and also the requisite reports of the Internal Revenue Service as well as other governmental agencies. The treasurer deposits all LNF funds in Board-approved banks and other financial institutions.

7.3 The presence of a majority of the members of the Executive Committee at a meeting shall form a quorum. The decisions are made by a majority vote of those attending. In the event of a tie, the president's vote shall be determinative.

7.4 Members of the Executive Committee may receive compensation.

8. ***The (Deleted: Affiliate of the) LNF in Lithuania.***

8.1 LNF maintains an affiliate in Lithuania. **(Deleted:** the special purpose of which is to distribute the funds allocated by LNF to Lithuanians.)

8.2 Administratively, the Lithuanian affiliate is within the ambit of the LNF and operates strictly within the guidelines established and approved by the Board.

8.3 The Board of Directors determines the scope and manner of its activities and its budget.

9. ***Assets and Finances***

9.1 The assets of the LNF shall consist of the following:

9.1.1 Money in banks and other financial institutions

9.1.2 **(Deleted:** Money invested in stocks and other commodities)

Changed to: Investments

9.1.3 **(Deleted:** Real and personal property)

Changed to: Real and other property

9.1.4 **(Deleted:** Repayment of loans)

Changed to: Loans

9.2 The accounting year of the LNF shall be the calendar year (January 1 –December 31).

9.3 **(Deleted:** The Executive Committee administers the accounts formed for specific purposes. These consist of the following:)

Changed to: Subject to the approval of the board, the Executive Committee administers all LNF accounts.

Added: (9.4 to this section and removed as a separate section). The moneys in these accounts shall be used only for their intended purposes and may not be combined with the monies in other accounts.

LNF may open other accounts for special purposes as the need arises.

9.3.1 **(Deleted:** The Operating Account – to finance the ongoing expenses of the LNF.)

9.3.2 **(Deleted:** Liberty Chest (discontinued))

9.3.3 **(Deleted:** Charitable Trusts – by agreement with the contributor, the assets so contributed are transferred to the Liberty Chest. (now to the LNF Main Account).)

9.3.4 **(Deleted:** In-Trust Accounts – funds received by specific bequest, which obligate the LNF to expend specified sums for specific projects.)

9.4 **Added** to the end of section 9.3

10. ***Final Provisions***

10.1 The Bylaws may be adopted, amended or changed at an annual or special meeting of the membership by a two-thirds (2/3) majority of the votes present.

10.2 LNF operates under the provisions of the New York State Not-for-Profit Corporation Law. Any matters not provided for in these Bylaws shall be resolved in accordance with the provision of said law.

10.3 LNF may be dissolved at an annual or special meeting of its members by a three-fourths (3/4) majority of attending votes. The assets, upon such dissolution, shall be distributed to Lithuanian charitable organizations whose ideology and goals are compatible with those of LNF and who qualify as tax-exempt organizations under the terms of the Internal Revenue Code, section 501 (c). In no event may the assets of the LNF be distributed between and among its members.

10.4 **(Deleted:** These Bylaws have been duly adopted by the members at their annual meeting on April 23, 1994 and replace all previously adopted bylaws.)

Changed to: This English version of LNF Bylaws also exists in its Lithuanian translation. In case of any conflict or inconsistency between this English version and the Lithuanian translation of these Bylaws, this English version shall have precedence.

Added: (10.5 These Bylaws have been duly adopted by the members at their annual meeting on April 23, 1994, as amended on May 18, 2011, and as further amended on June 7, 2014 and replace all previously adopted Bylaws.)