

Incorporated on **January 27, 1955**
in state of New York, USA

By-Laws
THE UKRAINIAN CULTURAL CENTER OF
ROCHESTER, INC.

EIN: 16-0909666



Rochester, New York
2020

**ARTICLE I
NAME**

1.01 Name

The name of this not-for-profit shall be The Ukrainian Cultural Center of Rochester, Inc. The business of this not-for-profit may be conducted as Ukrainian Cultural Center.

**ARTICLE II
PURPOSES AND POWERS**

2.01 Purpose

The Ukrainian Cultural Center of Rochester, Inc. (hereunder referred to as 'Ukrainian Cultural Center') is organized exclusively for educational, charitable, and legal purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code ("IRS"), or the corresponding section of any future federal tax code.

2.02 Our Mission

The mission of Ukrainian Cultural Center is to bolster opportunities that would benefit the Ukrainian Cultural Center and promote advantageous relations between the Ukraine and United States.and:

- to support and encourage Ukrainian Culture and Traditions through film, literature, theater, dance and language;
- to encourage and promote the mission and expansion of Ukrainian sports throughout the United States;
- to support the efforts of local Slavic organizations and associations;
- to serve as a conduit between newly arrived immigrants and their communities;
- to provide representation to newly arrived immigrants in immigration proceedings;
- to provides counsel to aliens in immigration proceedings as specified by Section 292 of the Immigration and Nationality Act and 8 C.F.R. part 1292;
- to prepare lawful permanent residents for United States citizenship by offering both citizenship instructions and naturalization application services;
- to provide short-term and extended assimilation services for newly arrived immigrants, including Lautenberg parolees, that entered the United States to adapt into American way of life;
- to provide access to legal representation for newly arrived immigrants in the United States and naturalized citizens;
- to provide both learning, financial and any other necessary assistance for newly arrived immigrants of Slav origin to the United States;
- to promote and preserve Ukrainian history and culture of America's Ukrainian heritage and to keep alive the esprit de corps of the Ukrainian people;
- to provide any other function necessary and proper with the purpose and mission of the organization.

2.03 Powers

Ukrainian Cultural Center shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the Ukrainian Cultural Center is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the not- for-profit may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.04 Not-for-profit Status and Exempt Activities Limitation

(a) Nonprofit Legal Status. Ukrainian Cultural Center is a New York non-profit public benefit corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.

(b) Exempt Activities Limitation. Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this organization shall take any action or carry on any activity by or on behalf of the organization not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the Ukrainian Cultural Center shall inure to the benefit or be distributed to any director, officer, member, or other private person, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

(c) Distribution Upon Dissolution. Upon termination or dissolution of Ukrainian Cultural Center, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Ukrainian Cultural Center here-under shall be selected in the discretion of a majority of the managing body of the organization, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Ukrainian Cultural Center, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section.

The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of New York, Washington or Oregon.

ARTICLE III MEMBERSHIP

3.01 General Members

Membership in the Ukrainian Cultural Center is open to natural person, organizations, and affiliated groups interested in the progress and promotion of the objective of this organization. Both natural persons and organizations may qualify for such membership upon payment of membership dues annually per household or per organization. The Board of Directors may assign benefits or to general members which are not inconsistent with the provision of these Bylaws.

3.02 Non-Voting Affiliates

The Board of Directors may approve classes of non-voting affiliates with rights, privileges, and obligations established by the Board. Affiliates may be individuals, businesses, and other organizations that seek to support the mission of the Ukrainian Cultural Center. The Board, a designated committee of the Board, or any duly elected officer in accordance with Board policy, shall have authority to admit any individual or organization as an affiliate, to recognize representatives of affiliates, and to make determinations as to affiliates' rights, privileges, and obligations. At no time shall affiliate information be shared with or sold to other organizations or groups without the affiliate's consent. At the discretion of the Board of Directors, affiliates may be given endorsement, recognition and media coverage at fundraising activities, clinics, other events or at the organization's website. Affiliates have no voting rights, and are not members of the organization.

3.03 Voting Rights of Membership Classes

Ukrainian Cultural Center shall have no members who have any right to vote or title or interest in or to the not-for-profit, its properties, and its assets.

3.04 Dues and Administrative Transfer Fees

Any Dues and Administrative Transfer Fees for affiliates and general members shall be determined by

the Board of Directors at each annual meeting to come into effect within (30) business day of such annual meeting.

ARTICLE IV BOARD OF DIRECTORS

4.01 General Powers

The affairs of the Ukrainian Cultural Center shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Ukrainian Cultural Center in conjunction with the Executive Committee.

4.02 Number of Directors

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than five (5) nor more than eleven (11) including the following officers: the President, the Vice-President, the Secretary, and the Treasurer and (2) members at large who are to be selected by the Board of Directors.

4.03 Terms

(a) All directors shall be elected to serve a two-year term, however the term may be extended until a successor has been elected.

(b) Director terms shall be staggered so that approximately half the number of directors will end their terms in any given year.

(c) Directors may serve terms in succession.

(d) The term of office shall be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.

4.04 Qualifications

In order to be eligible to serve as a director on the Board of directors, the individual must be 21 years of age. Any further qualifications shall be determined by the Board.

4.05 Election Procedures

A Board Committee shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency.

4.06 Board Elections

All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors, or Advisory Council, shall be held unless a quorum of the Board of Directors is present as provided in Section 6 of this Article.

The election of directors to replace those who have fulfilled their term of office shall take place in January of each year.

4.07 Manner of Acting

(a) Quorum. Two-thirds (2/3) of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

(b) Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

(c) Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president or treasurer in the order of presence shall have the power to swing the vote based on her or his discretion.

(d) Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including but not limited to in person, internet video meeting or by telephonic conference call.

4.08 Vacancies

The Board of Directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of directors under these Bylaws.

(a) Unexpected Vacancies. Vacancies in the board of directors due to resignation, death, or removal shall be filled by the Board for the balance of the term of the director being replaced.

4.09 Requirements

Directors must attend at least two-thirds (2/3) of all meetings within a twelve-month period, unless the Board President excuses said directors from attendance for a reason deemed adequate by the Board.

Directors must uphold strong moral character. This includes but is not limited to not committing an action of gross misconduct or negligence in the conduct of the director's professional duties and obligations, nor committing an offense against the duties and responsibilities of a director.

4.10 Compensation

Members of the Board of Directors shall receive just compensation that is set by the Board of Directors for their services as Directors. Just compensation shall be set at a date determined in the future by the Board of the Directors when appropriate and economical. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as but not limited to travel expenses to attend Board meetings.

4.11 Forfeiture

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in this Article shall automatically forfeit her or his seat on the Board. The Secretary shall notify the Director in writing that her or his seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of this Article are not entitled to vote at the annual meeting and are not entitled to the procedure outlined in Section 12 of this Article in these Articles of Incorporation.

4.12 Removal

Any member of the Board of Directors or members of the Advisory Council may be removed for cause, at any time, by the majority vote of all the members of the Board of Directors if in their judgment the best interest of the Ukrainian Cultural Center would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

Members of the Board of Directors who are removed for failure to meet the minimum requirements in this Article in these Articles of Incorporation automatically forfeit their positions on the Board pursuant to Section 11 of this Article, and are not entitled to the removal procedure outlined in Section 12 of this Article.

4.13 Regular Meetings

The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon ten (10) days notice by first-class mail, electronic mail, or facsimile transmission or five (5) days notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place,

day, and hour of meeting. The purpose of the meeting need not be specified.

4.14 Special Meetings

Special meetings of the Board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the Board of Directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.

4.15 Meeting Proceedings

Meetings will be conducted with procedures loosely based on Robert's Rules of Order.

ARTICLE V OFFICERS

5.01 Board Officers

The officers of the Ukrainian Cultural Center shall be a chair, vice-chair, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the board of directors. Each board officer shall have the authority and shall perform the duties set forth in these Bylaws or by resolution of the board or by direction of an officer authorized by the board to prescribe the duties and authority of other officers. The board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the Ukrainian Cultural Center, each of whom shall have such authority and shall perform such duties as the board of directors may determine. One person may hold two or more board offices.

5.03 Removal and Resignation

The board of directors may remove an officer at any time, with or without cause. Any officer may resign at any time by giving written notice to the Ukrainian Cultural Center without prejudice to the rights, if any, of the Ukrainian Cultural Center under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective.

5.04 Board Chair

The Chair shall:

- convene regularly scheduled board meetings;
- lead scheduled board meetings;
- preside or arrange for other members of the Executive Committee to preside at each meeting in the following order of vice-chair, secretary and lastly treasurer;
- submit a report of the operations of the program for the fiscal year to the Board annually;
- be Ex-officio member of all standing committees; and
- have the power and duties usually vested in the office of the President.

5.05 Board Vice-Chair

The vice-chair shall:

- chair committees on special subjects as designated by the board; and
- assume the role of chair when she or he is unavailable to attend board meetings.

5.06 Board Secretary

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

5.07 Board Treasurer

The treasurer shall:

- make a report at each board meeting;
- chair the finance committee;
- assist in the preparation of the budget;
- help develop fundraising plans; and

- make financial information available to board members and the public.

ARTICLE VI COMMITTEES

6.01 Committee Formation

The board of directors may, by the resolution adopted by a majority of the directors then in office, designate one or more committees, each consisting of two or more directors, to serve at the pleasure of the board. The board chair appoints all committee chairs.

6.02 Committee Powers

Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- take any final action on matters which also requires board members' approval or approval of a majority of all members;
- fill vacancies on the board of directors or in any committee which has the authority of the board;
- amend or repeal Bylaws or adopt new Bylaws;
- amend or repeal any resolution of the board of directors which by its express terms is not so amendable or repeatable;
- appoint any other committees of the board of directors or the members of these committees;
- expend corporate funds to support a nominee for director;
- approve any transaction to which the Ukrainian Cultural Center is a party and one or more directors have a material financial interest;

6.03 Committee Meetings

Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the Ukrainian Cultural Center's records. The board of directors may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

6.04 Executive Committee

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors.

6.05 Finance Committee

The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income.

ARTICLE VII STAFF

7.01 Executive Director

The Board of Directors may hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have immediate and overall supervision of the operations of the Ukrainian Cultural Center, and shall direct the day-to-day business of the Ukrainian Cultural Center, maintain the properties of the Ukrainian Cultural Center, hire, discharge, and determine the salaries and other compensation of all staff members under the Executive Director's supervision, and perform such additional duties as may be directed by the

Executive Committee or the Board of Directors. No officer, Executive Committee member or member of the Board of Directors may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board and Executive Committee meetings as shall be required by the President or the Board. The Executive Director shall be an ad-hoc member of all committees.

The Executive Director may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause. Nothing herein shall confer any compensation or other rights on any Executive Director, who shall remain an employee terminable at will, as provided in this Section.

ARTICLE VIII CONFLICT OF INTEREST AND COMPENSATION

8.01 Purpose

The purpose of the conflict of interest policy is to protect Ukrainian Cultural Center's, tax-exempt organizations, interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Ukrainian Cultural Center or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to non-profit and charitable organizations.

8.02 Definitions of Interested Person.

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(a) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- an ownership or investment interest in any entity with which the Ukrainian Cultural Center has a transaction or arrangement;
- a compensation arrangement with the Ukrainian Cultural Center or with any entity or individual with which the Ukrainian Cultural Center has a transaction or arrangement; and/or
- a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Ukrainian Cultural Center is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

8.03 Procedures

(a) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint multiple disinterested person or committee as deemed necessary to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Ukrainian Cultural Center can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Ukrainian Cultural Center's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8.04 Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest;
- the nature of the financial interest;
- any action taken to determine whether a conflict of interest was present;
- the governing board's or committee's decision as to whether a conflict of interest in fact existed;
- the names of the persons who were present for discussions and votes relating to the transaction or arrangement;
- the content of the discussion, including any alternatives to the proposed transaction or arrangement; and
- a record of any votes taken in connection with the proceedings.

8.05 Compensation

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the Ukrainian Cultural Center for services is precluded from voting on matters pertaining to that member's compensation.

(b) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Ukrainian Cultural Center for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Ukrainian Cultural Center, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

8.06 Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- has received a copy of the conflicts of interest policy;
- has read and understands the policy;
- has agreed to comply with the policy; and
- Understands the Ukrainian Cultural Center is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

8.07 Periodic Reviews

To ensure the Ukrainian Cultural Center operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted by an audit committee. The periodic reviews shall, at a minimum, include the following subjects:

- Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- Whether partnerships, joint ventures, and arrangements with management organizations conform to the Ukrainian Cultural Center's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

8.08 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7 of Article 8, the Ukrainian Cultural Center may, but need not, use outside experts. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX RECORDS POLICY

9.01 Overview

The Ukrainian Cultural Center shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

9.02 General Retention

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, Ukrainian Cultural Center may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

9.03 Specific Retention

(a) Corporate Documents. Corporate records include the corporation's Articles of Incorporation, By-Laws and IRS Form 1023 and Application for Exemption. Corporate records should be retained permanently. IRS regulations require that the Form 1023 be available for public inspection upon request.

(b) Tax Records. Tax records include, but may not be limited to, documents concerning payroll, expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records should be retained for at least seven years from the date of filing the applicable return.

(c) Employment Records/Personnel Records. State and federal statutes require the corporation to keep certain recruitment, employment and personnel information. The Ukrainian Culture Center should also keep personnel files that reflect performance reviews and any complaints brought against the corporation or individual employees under applicable state and federal statutes. The Ukrainian Culture Center should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment applications should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.

(d) Board and Board Committee Materials. Meeting minutes should be retained in perpetuity in the corporation's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Ukrainian Culture Center.

(e) Press Releases/Public Filings. The corporation should retain permanent copies of all press releases and publicly filed documents under the theory that the corporation should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Ukrainian Culture Center.

(f) Legal Files. Legal counsel should be consulted to determine the retention period of particular documents, but legal documents should generally be maintained for a period of ten years.

(g) Marketing and Sales Documents. The Ukrainian Culture Center should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.

(h) Development/Intellectual Property and Trade Secrets. Development documents are often subject to intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Ukrainian Culture Center and are protected as a trade secret where the organization:

- derives independent economic value from the secrecy of the information; and
- has taken affirmative steps to keep the information confidential.

The Ukrainian Cultural Center should keep all documents designated as containing trade secret information for at least the life of the trade secret.

(i) Contracts. Final, execution copies of all contracts entered into by the Ukrainian Culture Center should be retained. The organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.

(j) Correspondence. Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.

(k) Banking and Accounting. Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.

(l) Insurance. Expired insurance policies, insurance records, accident reports, claims, etc. should be kept

permanently.

(m) Audit Records. External audit reports should be kept permanently. Internal audit reports should be kept for three years.

9.04 Fiscal Year

The fiscal year of the Ukrainian Culture Center shall be from January 1 to December 31 of each year.

ARTICLE X CODE OF ETHICS AND INDEMNIFICATION

10.01 Purpose

Ukrainian Cultural Center requires and encourages directors, officers and employees to observe and practice high standards of business and personal ethics in the conduct of their duties and responsibilities. The employees and representatives of the organization must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. It is the intent of Ukrainian Cultural Center to adhere to all laws and regulations that apply to the organization and the underlying purpose of this policy is to support the organization's goal of legal compliance. The support of all Ukrainian Cultural Center's staff is necessary to achieving compliance with various laws and regulations.

10.02 Reporting Violations

If any director, officer, staff or employee reasonably believes that some policy, practice, or activity of Ukrainian Cultural Center is in violation of law, a written complaint must be filed by that person with the vice president or the board president.

10.03 Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation of the Code must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the Code. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false shall be viewed as a serious disciplinary offense.

10.04 Retaliation

Said person is protected from retaliation only if she or he brings the alleged unlawful activity, policy, or practice to the attention of Ukrainian Cultural Center and provides Ukrainian Cultural Center with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to individuals that comply with this requirement.

Ukrainian Cultural Center shall not retaliate against any director, officer, staff or employee who in good faith, has made a protest or raised a complaint against some practice of Ukrainian Cultural Center or of another individual or entity with whom Ukrainian Cultural Center has a business relationship, on the basis of a reasonable belief that the practice is in violation of law, or a clear mandate of public policy.

Ukrainian Cultural Center shall not retaliate against any director, officer, staff or employee who disclose or threaten to disclose to a supervisor or a public body, any activity, policy, or practice of Ukrainian Cultural Center that the individual reasonably believes is in violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

10.05 Confidentiality of Violations

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations shall be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

10.06 Handling of Reported Violations

Once the board of directors has voted by majority decision, the board president or vice president shall notify the recipient and acknowledge receipt of the reported violation or suspected violation within five business days. All reports shall be promptly investigated by the board and its appointed committee and

appropriate corrective action shall be taken if warranted by the investigation.

This policy shall be made available to all directors, officers, staffs or employees and they shall have the opportunity to ask questions about the policy.

10.07 General Confidentiality

Directors shall not discuss or disclose information about the Ukrainian Culture Center or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the organization's purposes, or can reasonably be expected to benefit the organization. Directors shall use discretion and good business judgment in discussing the affairs of the organization with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the organization, including but not limited to accounts on deposit in financial institutions. Each Director shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

10.08 Nondiscrimination Policy

The officers, directors, committee members, employees, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of Ukrainian Cultural Center not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

10.09 General Indemnification

To the full extent authorized under the law, the Ukrainian Culture Center shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the organization, or any person who may have served at the organization's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

10.10 Indemnification Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

ARTICLE XI

Fees

11.01 Fees

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Ukrainian Cultural Center shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. Notwithstanding any other provision of these articles, the Ukrainian Cultural Center shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION

12.01 Amendments

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least ten (10) days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five (5) days if delivered by mail. All amendments, unless otherwise specified, shall require the affirmative vote three-quarters (3/4) vote of directors then in office.

12.02 Bylaws

The Board of Directors may amend these Bylaws by three-quarters (3/4) vote at any regular or special meeting then propose to a vote of a quorum of the members of the Ukrainian Cultural Center. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director and each member within the time and the manner provided for the giving of notice of meetings of directors.

CERTIFICATE OF ADOPTION OF BYLAWS

We, the undersigned, are all of the directors of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the preceding pages, as the Bylaws of Ukrainian Cultural Center.