

**CORPORATE BYLAWS  
OF THE  
SLOVENIAN UNION OF AMERICA, INC.**

**DECLARATION OF PRINCIPLE**

The Slovenian Union of America hereby declares its belief in and commitment to Christian principles and the United States concepts of freedom and democracy.

**ARTICLE I  
CORPORATION**

**SECTION 1.1 Corporate Name**

The name of the Corporation shall be the SLOVENIAN UNION OF AMERICA, INC. (the "Corporation"), an Illinois not-for-profit corporation. The name as translated in the Slovenian language is SLOVENSKA ZVEZA AMERIKE, INC.

**SECTION 1.2 Corporate Office**

The Corporation shall have and continuously maintain in Illinois a registered office and a registered agent whose office address is identical with such registered office, and may have other offices within or outside the State of Illinois as the National Board of Directors may from time to time determine.

**SECTION 1.3 Corporate Purposes**

The purposes for which the Corporation is organized are to operate exclusively for charitable, educational, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time, or any corresponding provision of any future United States Internal Revenue Law (the "Code") including, but not limited to, the following:

- (a) To promote and preserve the legacy of Slovenian-Americans through educational and cultural activities intended to educate members and the general public about the history of Slovenian-Americans and their contributions to society;
- (b) To participate, so far as circumstances warrant, in any activity designed and carried on to promote Slovenian culture, including the operation of an educational museum documenting Slovenian culture;
- (c) To organize and support charitable activities; and

- (d) To secure, raise, and arrange capital to provide for the development, implementation, and support of such facilities, programs, and services consistent with the purposes of the Corporation.

#### **SECTION 1.4 Not-For-Profit Organization**

All of the assets and the earnings of the Corporation shall be used exclusively for charitable, educational, or religious purposes within the meaning of the Code, in the course of which operation:

- (a) No part of the income or profit of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- (b) The Corporation shall not loan money or credit to its Members, Officers, or Directors.
- (c) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publication or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office, except as authorized under the Code.
- (d) Notwithstanding any other provisions contained herein, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from tax under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall not engage in any activity which would cause the Corporation to be defined as a private foundation within the meaning of Section 509(a) of the Code.
- (e) The Corporation shall forever use its property and provide its services without regard to race, gender, age, creed, color, condition, religion, ancestry, or national origin.

## **SECTION 1.5 Dissolution and Merger**

Upon the dissolution or liquidation of the Corporation, the National Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, transfer all of the property and assets of any nature of the Corporation, to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes consistent with the purposes of the corporation, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of in accordance with the aforementioned procedures shall be disposed of by a court of competent jurisdiction in the county in which the principal office has been located, to such organization or organizations as such court shall determine.

## **ARTICLE II MEMBERS**

### **SECTION 2.1 Members**

The members of the Corporation ("Members") shall consist of the individual adult members of the local Branches of The Slovenian Union of America (each a "Branch") that have paid their membership dues on or before the first (1st) day of March each year and remain in good standing. Any individual over the age of eighteen (18) years, whether of Slovenian or other descent, who subscribes to the purposes and Bylaws of the Slovenian Union of America, may become a member of this Corporation. Individuals under the age of eighteen (18) years may be admitted as junior members ("Junior Members"). Junior Members shall have no membership interest entitled to vote and shall not be considered in the cumulative membership interests voted by a Member Representative, as more fully described in Section 2.5. All members are subject to compliance with these Bylaws.

### **SECTION 2.2 General Powers**

The Members shall have all rights which are vested in members of a corporation under the Illinois General Not for Profit Corporation Act, as may be amended from time to time, including the following exclusive powers:

- (a) To elect the Corporation's National Board of Directors as described more fully in Article III.
- (b) To adopt and amend statements of mission, philosophy, or purpose.
- (c) To authorize the lease, sale, exchange, or other disposition of substantially all of the Corporation's assets.

- (d) To approve the dissolution or merger of the Corporation by majority vote.
- (e) To provide general recommendations for operation of the Corporation to the National Board of Directors.
- (f) To adopt, amend, supplement, or modify the Corporation's Articles of Incorporation or these Bylaws.

### **SECTION 2.3 Member Representatives**

The Members of each Branch shall elect the following number of individuals to represent them and to vote their membership interests in all annual and special meetings of the Members regarding matters submitted to a general vote of the Members of the Corporation (each a "Member Representative"): Branches with up to 200 adult Members shall be entitled to one (1) Member Representative, and Branches with 201 up to 400 adult Members shall be entitled to two (2) Member Representatives, and Branches with 401 or more adult Members shall be entitled to three (3) Member Representatives. In no event shall a Branch be entitled to more than three (3) Member Representatives.

### **SECTION 2.4 Member Representative Alternates**

The Members of each Branch may also elect an alternate to serve in the Member Representative's stead if for any reason the Member Representative is unable to fulfill his/her duties. "Member Representatives," as used herein, shall include the alternate of the Member Representative.

### **SECTION 2.5 Voting of Membership Interests**

The Membership Representatives shall represent the Members of the Branch and vote the membership interests of the Members of their Branch. Branches with up to 200 adult Members shall have one (1) Member Representative and shall have one (1) vote, and Branches with 201 up to 400 adult Members shall have two (2) Member Representatives and shall have two (2) votes, and Branches with 401 or more adult Members shall have three (3) Member Representatives and shall have (3) votes.

### **SECTION 2.6 Election of Member Representative**

To be elected as a Member Representative, an individual Member must receive a majority of the votes cast during the Branch's Membership Representative and alternate elections. All Member Representative nominations shall be public. Elections may be by secret ballot if any Member so requests. If more than one (1) candidate is nominated, and if a majority is not achieved by any one (1) candidate, the two (2) nominees with the highest total vote shall be voted upon to decide

the election. Separate elections shall be held for each Member Representative position. Alternates shall be elected in a similar manner. Unanimous elections by voice shall be valid only if one candidate has been nominated and all Members assembled so signify. The election of each Member Representative and any alternate shall be delivered in writing to the National Corresponding/Recording Secretary. In no event shall a National Officer, during the term of their office, serve as a Member Representative.

### **SECTION 2.7 Term of Member Representative**

Each Member Representative shall serve according to the election decision of their respective Branch. The term of a Member Representative shall automatically and immediately end when and if the Branch that appointed him/her ceases to be a Branch of the Corporation.

### **SECTION 2.8 Removal and Resignation**

The Members of the Branch that appoints a Member Representative alone shall have the right to remove him/her at any time, with or without cause. A Member Representative may resign at any time by giving his/her written resignation to the Members of the Branch that appointed the Member Representative. The resignation shall be effective without acceptance when it is actually received unless a later effective time is specified in the resignation.

### **SECTION 2.9 Vacancies**

The Members of the Branch that elects a Member Representative alone shall have the right to fill a vacancy in the office of the Member Representative they elected. The Members of the Branch shall promptly, and in any case within five (5) days after the occurrence of the vacancy, fill the vacancy.

### **SECTION 2.10 Meetings**

The Members of the Corporation shall meet at least annually through a meeting of the Member Representatives. The National Board of Directors shall establish the date, place, and time of the annual meeting of the Members of the Corporation. Special meetings of the Members may be held at any time on the call of any ten (10) Branches, the National President, or at the request of a majority of the National Board of Directors. Every fourth (4th) year the Corporation shall hold an annual meeting called the National Convention that shall be held in the month and place designated by the preceding National Convention.

Member Representatives may participate in and act at any meeting of the Members, 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, provided, however, that attendance at the National Convention must be in person.

## **SECTION 2.11 Notice of Meetings**

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting, or in the case of a removal of one or more Directors, a merger, consolidation, dissolution, or sale, lease, or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting either personally, by mail, or by electronic mail, by or at the direction of the National President, or the National Corresponding/Recording Secretary, or persons calling the meeting, to each Member Representative entitled to vote at such meeting. If sent by electronic mail, such notice shall be deemed to be delivered when sent. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member Representative at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Notice may be waived in writing by any Member Representative either before or after the meeting. Attendance at any meeting by a Member Representative shall be deemed to be a waiver of notice unless the Member Representative attends to object to the transaction of business because the meeting is not lawfully convened.

## **SECTION 2.12 Quorum and Manner of Acting**

Member Representatives holding one-tenth (1/10) of the votes entitled to be cast shall constitute a quorum for a consideration of matters at a meeting of Members. The affirmative vote of Member Representatives holding a two-thirds (2/3) majority of the votes entitled to be cast shall be the act of the Members.

## **SECTION 2.13 Proxies**

A Member Representative may vote by proxy, executed in writing by the Member Representative. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

## **SECTION 2.14 Informal Action**

Any action required to be taken at a meeting of Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either: (i) by all Member Representatives entitled to vote with respect to the subject matter thereof, or (ii) by the Member Representatives having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all Member Representatives entitled to vote thereon were present and voting.

If such consent is signed by less than all of the Member Representatives entitled to vote, then

such consent shall become effective only: (i) if, at least five (5) days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the Member Representatives entitled to vote with respect to the subject matter thereof, and (ii) if, after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those Member Representatives entitled to vote who have not consented in writing.

### **SECTION 2.15 General**

The Members shall not be liable for the debts or obligations of the Corporation. A Member Representative may be reimbursed for expenses reasonably incurred on behalf of the Corporation if approved by the National Board of Directors.

## **ARTICLE III NATIONAL BOARD OF DIRECTORS**

### **SECTION 3.1 General Powers and Duties**

Subject to the power reserved to the Members in Article II, the property, business, and affairs of the Corporation shall be managed by its National Board of Directors, and the Board may exercise all such powers of the Corporation as are authorized by law, the Articles of Incorporation, or by these Bylaws.

### **SECTION 3.2 Numbers, Offices, and Terms of Office**

The National Board of Directors of the Corporation shall consist of seven (7) Directors. The Directors shall also serve as Officers of the Corporation in the capacity of the National President, as Chairperson; the National Vice President of Outreach, the National Vice President of Home Office, the National Vice President of Culture and Heritage, the National Vice President of Marketing and Fund-Raising, the National Corresponding/Recording Secretary; and the National Treasurer. Directors shall be adult Members of the Corporation and may serve for a maximum of two (2) terms, a term consisting of four (4) years each.

### **SECTION 3.3 Election**

The members of the National Board of Directors shall be elected for their offices by the Member Representatives at the National Convention. The Nomination Committee shall present at the National Convention a slate of candidates for the seven (7) National Board of Director positions of the Corporation. Additional candidates may be nominated at the National Convention by the delegates (Member Representatives), as more fully described in Article VII. All nominations shall be public. Member voting shall be by secret ballot only if more than one (1) candidate accepts nomination to the same office. Directors must be elected by a majority of the votes entitled to be cast by Members at the National Convention. Elected Directors shall assume their respective offices on the first day of July following the National Convention. In the event that an office has no eligible candidates, a member of the National Board of Directors, having already served two (2) terms, may be elected to serve a third (3rd) and final term.

### **SECTION 3.4 Meetings**

The annual meeting of the National Board of Directors shall be held within the first four (4) months of the year. Special meetings may be called at any time by the National President or a majority of the National Board of Directors.

Directors or non-director committee members may participate in and act at any meeting of the Board or a committee thereof 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 3.5 Quorum and Manner of Acting**

A majority of Directors shall constitute a quorum of the Board, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the National Board of Directors, unless the act of a greater number is required by the Articles of Incorporation, the Illinois General Not For Profit Corporation Act, or these Bylaws, as amended from time to time.

### **SECTION 3.6 Resignations**

Any Director may resign at any time by giving written notice to the National Board of Directors, the National President, or the National Corresponding/Recording Secretary of the Corporation sixty (60) days prior to the effective date of his/her resignation. Such resignation shall take effect at the time specified therein, or if no time is so specified, immediately upon receipt by the Corporation.



### **SECTION 3.7 Removal of Directors**

Any Director may be removed from the Board, with or without cause, by a majority vote of the votes entitled to be cast, provided notice is given to each Member Representative as provided in Section 2.11.

### **SECTION 3.8 Vacancies**

Vacancies on the National Board of Directors shall be filled by the Members at any regular or special meeting of the Members at which a quorum is present. A Director elected to fill a vacancy shall serve for the unexpired term of his/her predecessor in office.

### **SECTION 3.9 Compensation**

No Director may receive compensation for services as a Director, but shall be entitled to reimbursement of expenses incurred as a direct result of carrying out any responsibility as a Director.

### **SECTION 3.10 Notice**

Written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than sixty (60) days before the date of the meeting, or in the case of a removal of one or more Directors, a merger, consolidation, dissolution, or sale, lease, or exchange of assets, not less than twenty (20) nor more than sixty (60) days before the date of the meeting either personally, by mail, or by electronic mail, by or at the direction of the National President, or the National Corresponding/Recording Secretary, or persons calling the meeting, to each Director entitled to vote at such meeting. If sent by electronic mail, such notice shall be deemed to be delivered when sent. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Director at his/her address as it appears on the records of the Corporation, with postage thereon prepaid.

Notice may be waived in writing by any Director either before or after the meeting. Attendance at any meeting by a Director shall be deemed to be a waiver of notice unless the Director attends to object to the transaction of business because the meeting is not lawfully convened.

### **SECTION 3.11 Informal Action**

Any action required to be taken at a meeting of the National Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all the Directors.

## **ARTICLE IV OFFICERS**

### **SECTION 4.1 Officers**

The National Officers of the Slovenian Union of America, who must remain in good standing, shall consist of the following personnel:

- (a) The seven (7) elected members of the National Board of Directors, namely, the National President, National Vice President of Outreach, National Vice President of Home office, National Vice President of Culture and Heritage, National Vice President of Marketing and Fund-Raising, National Corresponding/Recording Secretary, and the National Treasurer.
- (b) The six (6) Regional Presidents elected by the Branches constituting the six (6) regions.

### **SECTION 4.2 National President**

The National President shall be at least 21 years of age and a member in good standing for at least two (2) years. The National President shall be the Chief Executive Officer of the Corporation and Chairperson of the National Board of Directors. The National President shall supervise and manage the affairs of the Corporation and shall appoint Chairpersons of all committees, unless otherwise provided. The National President shall perform all duties incident to such Office and such duties as may be provided in these Bylaws or as may be prescribed from time to time by the National Board of Directors or National Conventions. The National President shall have the authority to call meetings of the National Board of Directors, and to sign all official Corporation papers and documents, as may be required. The National President shall be responsible to the National Convention and the National Board of Directors for all work carried out on behalf of the Corporation, shall present a written report of the activities of the Corporation at the annual meeting of the National Board of Directors, and shall provide a written report covering the National President's term of office to the National Convention. The National President shall be an ex officio member of all committees and receive notice of their meetings.

### **SECTION 4.3 National Vice President of Outreach**

The National Vice President of Outreach shall perform all duties and exercise all powers of the National President when the President is absent or otherwise unable to act. The National Vice President of Outreach shall assist the National President in presiding over National Conventions and perform such other duties as may be prescribed from time to time by the National President and the National Board of Directors.

### **SECTION 4.4 National Vice President of Home Office**

The National Vice President of Home Office shall be the custodian of the official documents and records of the Corporation. The National Vice President of Home Office shall maintain a strict account of the transactions of the Corporation, and subject to the direction of the National Board of Directors, shall allocate all accumulated interest to the Corporation's funds. In addition, the National Vice President of Home Office shall give all notices as are required by law or by these Bylaws and, generally, shall perform all duties incident to the office of National Vice President of Home Office and such other duties as may be assigned from time to time by the National President and the National Board of Directors. The National Vice President of Home Office on behalf of the National Board of Directors, shall accept new members and Branches into the Corporation, accept petitions for admissions and Bylaws, issue yearly membership dues invoices to all members, record all membership transactions and maintain a list of individual Branches according to number and date of organization.

#### **SECTION 4.5 National Vice President of Culture and Heritage**

The National Vice President of Culture and Heritage shall have the duty to awaken the consciousness of the Members to their cultural heritage and to promote activities that shall relate to or reflect upon the contributions of Slovenians to the American way of life. The National Vice President of Culture and Heritage shall be engaged in ongoing interpretive research and development that identifies Slovenian culture and heritage to the membership, the general public and specifically to and for children. The National Vice President of Culture and Heritage shall direct the acquisition and exhibition of collections, promote fund-raising, procure grants, and communicate such information to the Members.

#### **SECTION 4.6 National Vice President of Marketing and Fund-Raising**

The National Vice President of Marketing and Fund-Raising shall direct all aspects pertaining to the creation of marketing techniques to benefit and expand the membership of the Slovenian Union of America. The National Vice President of Marketing and Fund-Raising shall be responsible for developing public relations, media, and press opportunities. The National Vice President of Marketing and Fund-Raising shall develop and manage fund-raising activities, write grant proposals, develop volunteer networks, and cultivate strategic planning as directed by the National President and National Board of Directors.

#### **SECTION 4.7 National Corresponding/Recording Secretary**

The National Corresponding/Recording Secretary shall work with the National President to prepare and distribute agendas for meetings of the National Board of Directors. The National Corresponding/Recording Secretary shall handle the general correspondence of the National Board of Directors as directed by the National President. The National Corresponding/Recording Secretary shall record, maintain, and distribute minutes of all meetings of the National Board of Directors as directed by the National President.

#### **SECTION 4.8 National Treasurer**

The National Treasurer shall be an authorized signer to all bank accounts and prepare or supervise the recording of all receipts and disbursements, monthly Balance Sheet, and Profit & Loss Statement in an automated accounting system following generally accepted accounting principles. The National Treasurer shall prepare or supervise the preparation of the annual IRS Form 990EZ and state of Illinois form AG990-IL for review by a CPA firm as determined or chosen by the National Board.

#### **SECTION 4.9 Resignation and Removal**

Any Officer may resign at any time by giving written notice to the National President or the National Corresponding/Recording Secretary of the Corporation, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed, with cause, by a majority vote of the votes entitled to be cast at any regularly constituted meeting or special meeting of the Members called for such purpose, and at which a quorum is present, provided notice is given to each Member Representative as provided in Section 2.11. Removal or resignation of an Officer shall not remove the Officer from the National Board of Directors unless such Director is removed or resigns from the National Board of Directors. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create any contract rights.

#### **SECTION 4.10 Vacancies**

A vacancy in any office shall be filled by appointment by the National Board of Directors; such appointee to serve for the unexpired term.

#### **SECTION 4.11 Additional Officers**

The National Board of Directors may elect such additional Officers, including the Editor of Zarja – the Dawn, Vice Presidents, Assistant Secretaries or Assistant Treasurers, as it deems necessary or desirable. Such additional Officers shall serve at the pleasure of the National Board of Directors and may be removed by the National Board of Directors at any time. Any two (2) or more offices may be held by any one (1) person, provided that no person may serve as the National President and as the National Vice President of Outreach at any one time.

### **ARTICLE V COMMITTEES**

#### **SECTION 5.1 Establishment of Committees**

The National Board of Directors, by a majority vote of the Directors present at a meeting of the

National Board of Directors at which a quorum is present, may create one (1) or more standing or *ad hoc* committees and appoint Directors, or such other persons as the National Board of Directors designates, to serve on the committee or committees. Additionally, the National Board of Directors may create committees to work specifically in preparation of and conducting of National Conventions and may create an Advisory Committee.

### **SECTION 5.2 Appointment and Removal of Committee Members**

Each committee shall have two (2) or more Directors. All committees shall be comprised of an odd number of committee members. All committee members shall serve at the pleasure of the National Board of Directors and may be removed by the National Board of Directors at any time.

### **SECTION 5.3 Participation of Non-Committee Members**

Committees may invite guests to participate in the committee meetings. However, such persons shall not be considered committee members, shall not be counted for purposes of determining quorum, and shall not have any voting rights.

### **SECTION 5.4 Powers of Committees**

Committees created by the National Board of Directors shall not have the authority to take action on behalf of or otherwise bind the Corporation or the National Board of Directors, but shall undertake to review matters described herein and to take such findings and recommendations to the full National Board of Directors.

### **SECTION 5.5 Quorum, Manner of Acting and Meeting by Conference Call**

Unless the National Board of Directors requires a greater number, a majority of the members of a committee shall constitute a quorum, and a majority of committee members present and voting at a meeting at which a quorum is present is necessary for committee action. A committee may act by unanimous consent in writing without a meeting. Subject to these Bylaws and any action by the National Board of Directors, each committee, by majority vote of its members, shall determine the time and place of meetings and the notice required therefore. Any action which may be taken at a committee meeting may be taken through the use of a conference telephone or other communications equipment by reason of which all persons participating in the meeting can hear each other. Participation in such a meeting shall be equivalent to attendance and presence in person at the meeting of the persons so participating.

### **SECTION 5.6 Standing Committees**

The Standing Committees of the National Board of Directors shall be the Membership Committee, the Museum Committee, the Educational Programs Committee, and the Charitable Programs Committee.

- (a) Membership Committee. The members of the Membership Committee shall be appointed by the National Board of Directors in accordance with Sections 5.1 and 5.2. In accordance with any policies adopted by the National Board of Directors, the Membership Committee shall provide support to local branches and Regional Presidents through building membership campaigns as approved by the National President and the National Board of Directors.
- (b) Museum Committee. The members of the Museum Committee shall be appointed by the National Board of Directors in accordance with Sections 5.1 and 5.2. In accordance with any policies adopted by the National Board of Directors, the Museum Committee shall: (i) archive materials related to the history of Slovenian immigrant communities in the United States for accessibility to the academic community domestically and abroad, and (ii) endorse individual achievements of the Slovenian people and their participation in the unfolding narrative of our nation through the museum's collections, publications, exhibits, and interpretive programs.
- (c) Educational Programs Committee. The members of the Educational Programs Committee shall be appointed by the National Board of Directors in accordance with Sections 5.1 and 5.2. In accordance with any policies adopted by the National Board of Directors, the Educational Programs Committee shall: (i) establish language class programs, (ii) conduct historical and heritage initiatives as related to Slovenian history, and (iii) promote 21st century skills such as cultural competency, literacy, and critical thinking practices in preparation for becoming global citizens.
- (d) Charitable Programs Committee. The members of the Charitable Programs Committee shall be appointed by the National Board of Directors in accordance with Sections 5.1 and 5.2. In accordance with any policies adopted by the National Board of Directors, the Charitable Programs Committee shall: (i) provide support to religious institutions of higher learning in Slovenia, (ii) provide support to individuals in times of need, and (iii) provide support to charitable activities in the communities served by the Branches.

## **ARTICLE VI BRANCHES**

### **SECTION 6.1 Branch Authority**

The Branches shall not have the authority to take action on behalf of or otherwise bind the Corporation or the National Board of Directors. Branches, their officers, and appointees are subject to the authority of and are governed by the National Board of Directors. Branches that

maintain bylaws which govern the individual Branch, must ensure that the Branch bylaws do not conflict with these Bylaws and are consistent with these Bylaws.

### **SECTION 6.2 Branch Reporting**

The Branches shall report all expenditures and activities to the National Board of Directors on an annual basis.

### **SECTION 6.3 Branch Activities**

Notwithstanding any other provisions contained herein, the Branches shall not carry on any other activities not permitted to be carried on by a corporation exempt from tax under Section 501(c) (3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c) (2) of the Code. The Branches shall not engage in any activity which would cause the Corporation to be defined as a private foundation within the meaning of Section 509(a) of the Code.

### **SECTION 6.4 Branch Merger or Branch Closure**

In the event that two (2) or more Branches merge, any assets of the merging Branches shall be consolidated under the oversight of the officers of the merging Branches. In the event a Branch closes or otherwise ceases operation, any assets of the closing Branch shall be consolidated with the assets of the Corporation under the oversight of the National Treasurer.

## **ARTICLE VII NATIONAL CONVENTION**

### **SECTION 7.1 Time and Place**

Every fourth (4th) year the Corporation shall hold an annual meeting called the National Convention that shall be held in the month and place designated at the preceding National Convention.

### **SECTION 7.2 Delegates (Member Representatives)**

The official voting delegates at the National Convention shall be composed of the Member Representatives elected by the Members of the Branches in accordance with Section 2.6 of these Bylaws. Member Representatives shall attend the National Convention in person and shall represent the Members and vote their membership interests in all issues and motions submitted for decision at the National Convention.

### **SECTION 7.3 Oversight**

The National President and the National Vice President of Outreach shall preside over the National Convention. A Parliamentarian and Recording Secretary for the National Convention shall be appointed by the National President.

#### **SECTION 7.4 Voting**

All official National Convention delegates present must vote on all issues and motions submitted to the decision of the National Convention. All motions and elections shall be decided by a majority of votes entitled to be cast by the official National Convention delegates assembled. Amendments of the Corporation's Articles of Incorporation and Bylaws must be approved by a two-thirds (2/3) of all votes entitled to be cast.

#### **SECTION 7.5 National Convention Business**

The business of the National Convention shall be conducted by special committees appointed by the National President.

### **ARTICLE VIII REGIONAL PRESIDENTS AND REGIONAL CONVENTIONS**

#### **SECTION 8.1 Regional Presidents**

One Regional President, a member in good standing, shall be elected for each Region by the Members of the Branches constituting the Regions, as more fully described in Section 8.2. Regional Presidents shall have the duty to foster interest in the Corporation in their respective areas. They shall promote the development of the Corporation generally, and shall program activities on a region-wide level. In addition, they shall organize and preside over Regional Conventions.

#### **SECTION 8.2 Regions**

There may be six (6) regions, with each being entitled to one (1) Regional President. The regions may include:

- a) First (1st) Region: Maryland, New York, Pennsylvania, Virginia and Wash., D.C.
- b) Second (2nd) Region: Michigan and Ohio
- c) Third (3rd) Region: Illinois and Indiana
- d) Fourth (4th) Region: Wisconsin
- e) Fifth (5th) Region: Minnesota
- f) Sixth (6th) Region: California, Colorado, Kansas, Missouri, Oregon, and Washington

#### **SECTION 8.3 Regional President Election**



The Regional Presidents shall be elected at the biennial Conventions of their respective regions, which immediately follow the Corporation's National Convention. To be elected as a Regional President, an individual Member must receive a majority of the votes cast during the Regional Convention. All Regional President nominations shall be public. Elections may be by secret ballot if any Member so requests. If more than one (1) candidate is nominated, and if a majority is not achieved by any one (1) candidate, the two (2) nominees with the highest total vote shall be voted upon to decide the election. The election of each Regional President shall be delivered in writing to the National Corresponding/Recording Secretary.

#### **SECTION 8.4 Regional Presidents Duties**

The Regional Presidents shall send a report within two (2) weeks after their Regional Convention to the National President and Editor of *Zarja –The Dawn* for publication. Each year the Regional Presidents shall submit a written report to the National President prior to the National Board of Directors' meeting. Regional Presidents shall strive to attend one (1) meeting of the individual Branches within their jurisdiction each year, and shall supervise all Regional membership campaigns. Regional Presidents shall attend the National Convention and shall present reports describing the activities of the Branches within their respective jurisdictions. In addition, they shall perform such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the National President and the National Board of Directors.

#### **SECTION 8.5 Regional President Term of Office**

The term of office of each Regional President shall commence on the first (1st) day of January of the year following the National Convention. Regional Presidents may serve for a maximum of two (2) terms, a term consisting of four (4) years each.

#### **SECTION 8.6 Regional Conventions**

To create additional interest, sociability, and to foster new ideas benefiting the welfare of the Corporation, Regional Conventions shall be held at least once every two (2) years in each region. Each Branch in a region shall send a Representative-at-Large. The Regional President shall preside over the Regional Convention and a Recording Secretary of the host Branch shall serve at each Regional Convention.

### **ARTICLE IX OFFICIAL PUBLICATION**

For the purposes of progress and better understanding of the aims of the Slovenian Union of America, the Corporation shall issue an official publication called *Zarja – The Dawn*.

### **ARTICLE X**

## **FISCAL MATTERS**

### **SECTION 10.1 Fiscal Year**

The fiscal year of the Corporation shall commence on the first (1st) day of January of each year and shall end on the last (31st) day of December of each year.

### **SECTION 10.2 Membership Dues**

In order to meet the obligations of the Corporation, yearly membership dues shall be levied on the Members of the Corporation. Membership dues shall be determined and authorized at the annual meeting of the Members and in accordance with the Articles of Incorporation and the Bylaws of the Corporation.

### **SECTION 10.3 Contracts**

The National Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation.

### **SECTION 10.4 Loans**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the National Board of Directors. No loan shall be granted to any Officer or Director of the Corporation.

### **SECTION 10.5 Checks and Drafts**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation or to the Corporation, shall be signed or endorsed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

### **SECTION 10.6 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.

## **ARTICLE XI BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also

keep minutes of the proceedings of its National Board of Directors. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time. All books and records shall be kept at the headquarters of the Corporation, wherever that may be located in Illinois.

## **ARTICLE XII INDEMNIFICATION**

Those who serve the Corporation shall be indemnified to the maximum extent required or permitted under Illinois law.

## **ARTICLE XIII AMENDMENTS**

### **SECTION 13.1 Articles of Incorporation**

The Articles of Incorporation of the Corporation may be altered, amended, repealed, or restated at any meeting of the Members, by a vote of two-thirds (2/3) majority of all votes entitled to be cast, provided that the proposed amendment has been included in the notice of the meeting and has been presented to the National Board of Directors no later than six (6) months in advance of the meeting to allow for Board review and distribution to all Members through the official publication, Zarja - The Dawn.

### **SECTION 13.2 Bylaws**

The Bylaws of the Corporation may be altered, amended, repealed, or restated at any meeting of the Members, by a vote of two-thirds (2/3) majority of all votes entitled to be cast, provided that the proposed amendment has been included in the notice of the meeting and has been presented to the National Board of Directors no later than six (6) months in advance of the meeting to allow for Board review and distribution to all Members through the official publication, Zarja - The Dawn.

## **ARTICLE XIV CONFLICT OF INTEREST**

The Officers and Directors of the Corporation shall comply with the Corporation's Conflict of Interest Policy as such may be amended from time to time.

## **ARTICLE XV SEVERABILITY**

The invalidity of any clause, provision, or Article of these Bylaws shall not affect the validity or enforceability of the remaining clauses, provisions or Articles.

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Approved and adopted by the National Board of Directors of the Slovenian Union of America, Inc. as of the 15<sup>th</sup> day of December, 2011.

Amended by the Member Representatives of the Slovenian Union of America, Inc. (SUA) at the 27<sup>th</sup> SUA National Convention as of the 19<sup>th</sup> day of June, 2015.

Amended by the Member Representatives of the Slovenian Union of America, Inc. (SUA) as of the 4<sup>th</sup> day of May, 2016, following the Member Representative/ SUA National Board teleconference meeting on the 16<sup>th</sup> day of April, 2016.

Amended by the Member Representatives of the Slovenian Union of America, Inc. (SUA) as of the 25<sup>th</sup> day of October, 2017, following their submitted written vote.