

BYLAWS  
OF  
Friends of Oflag 64, Inc.  
Incorporated under the laws of the State of Delaware

ARTICLE I

NAME, LOCATION AND OFFICES

Section 1.1 Name.

The name of the Corporation is: Friends of Oflag 64, Inc.

Section 1.2 Principal Office.

The principal office of the Corporation shall be established and maintained at such place or places as may be designated from time to time by the Board of Directors where the business of the Corporation may be transacted with the same effect as though done or held at said principal office.

ARTICLE II

PURPOSES AND PRINCIPLES

Section 2.1 Purpose.

The Corporation shall be a non-stock, non-profit, public benefit corporation which shall be organized and operated for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (“the Code”), including, but not limited to, support of the creation and maintenance of an Oflag 64 World War II Prisoner of War (POW) Camp Museum at the original site of the POW Camp in Szubin, Poland; collection of artifacts and educational histories; and preserving the physical and oral histories of the internees of the Camp and the Polish citizens who supported them..

To carry out and fulfill the purposes enumerated above, the Corporation shall have the power to own, hold, use, lease and otherwise deal in and dispose of real or personal property, or any interest therein, situated in or out of the State of Delaware and shall have the powers and authorities to further said purposes of the Corporation as enumerated in the Articles of Incorporation. The Corporation shall not engage in activities that are not in furtherance of those purposes.

## ARTICLE III

### PURPOSES OF GOVERNING INSTRUMENTS

#### Section 3.1 Non-profit Corporation.

The Corporation shall be organized and operated as a non-profit corporation under the provisions of the Delaware Nonprofit Corporation Law.

#### Section 3.2 Section 501(c)(3) Only.

The Corporation is a voluntary association of individuals and organizations the purposes of which, as set forth in the Articles of Incorporation and these Bylaws, are exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code, as specified in the Articles of Incorporation.

#### Section 3.3 Governing Instruments.

The Corporation shall be governed by its Articles of Incorporation and these Bylaws.

## ARTICLE IV

### MEMBERSHIP

#### Section 4.1 Members.

The Corporation does not have members.

## ARTICLE V

### BOARD OF DIRECTORS

#### Section 5.1 Authority and Responsibility of the Board of Directors.

(a) The supreme authority of the Corporation and the government and management of the Corporation shall be vested in the Board of Directors. All of the powers, duties, and functions of the Corporation as conferred by the Articles of Incorporation, these Bylaws, state statutes, common law, court decisions, or otherwise, shall be exercised, performed, or controlled by the Board of Directors.

(b) The governing body of the Corporation shall be the Board of Directors. The Board of Directors shall have supervision, control and direction over the management,

affairs and property of the Corporation; shall determine its policies or changes therein; and shall actively prosecute its purposes and objectives and supervise the disbursement of its funds. The Board of Directors may adopt, by majority vote, such rules and regulations for the conduct of its business and the business of the Corporation as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to an Executive Committee and/or chief executive officer/president. Under no circumstances, however, shall any actions be taken which are inconsistent with the Articles of Incorporation and these Bylaws.

(c) The Board of Directors shall not permit any part of the net earnings or capital of the Corporation to inure to the benefit of any member, director, officer, or other private person or individual. Provided, however, any member, director, officer or other private person shall be entitled to reasonable compensation for services rendered to the Corporation.

(d) The Board of Directors may, from time to time, appoint, as advisors, persons whose advice, assistance and support may be deemed helpful in determining policies and formulating programs for carrying out the purposes and functions of the Corporation.

(e) The Board of Directors are authorized to employ such person or persons, including an executive director/chief executive officer, attorneys, directors, agents, and assistants, as in its judgment are necessary or desirable for the administration and management of the Corporation, and to pay reasonable compensation for the services performed and expenses incurred by any such person or persons.

#### Section 5.2 Regular Board of Directors.

The regular Board of Directors shall consist of a minimum of three (3) directors and a maximum of fifteen (15) directors.

#### Section 5.3 Election and Tenure.

Terms of service shall be staggered. One-third (1/3) of the initial members of the Board of Directors shall be appointed to serve for a one (1) year term, with one-third (1/3) of the initial members serving for an initial two (2) year term and the final one-third (1/3) serving for an initial three (3) year term. The Board shall determine which of the initial terms the appointed Board members shall serve at the commencement of the corporation. Thereafter, each Director shall hold office for a term of three years unless sooner removed or disqualified and until his or her successor is duly elected and has commenced his or her term of office. Thereafter, the Directors shall be nominated and re-elected or replaced, and/or new members added, by the current Board of Directors at the annual meeting held in the year any Board member's term of office is to expire from

nominees solicited by the Board of Directors. Any new Board member added who does not replace a Board member whose three (3) year term is expiring may be given a shorter term to serve by the Board in order to ensure that terms of all directors are staggered equally.

#### Section 5.4 Resignation.

Any director may resign at any time by giving written notice to the Board or to the President of the Corporation. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of the acceptance thereof as determined by the Board of Directors or the President.

#### Section 5.5 Removal.

Any director may be removed with or without cause at any time during his or her term at any regular, special, or annual meeting of the Board of Directors, by the affirmative vote of a majority of all of the Board of Directors, if notice of intention to act on such matter shall have been given in the notice calling such meetings. A removed director's successor may be elected at the same meeting to serve the unexpired term.

#### Section 5.6 Vacancies.

Any vacancy on the Board of Directors arising at any time and for any cause, including the authorization of an increase in the number of directors, may be filled for the unexpired term at any meeting of the Board of Directors through nomination by the Board of Directors and subsequent vote and approval by the Board of Directors. Each director so elected shall hold office until the next annual meeting of the Board of Directors.

#### Section 5.7 Committees of the Board of Directors.

By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members one or more Committees, including but not limited to an executive committee and an audit committee.

#### Section 5.8 Compensation.

No director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument in his/her capacity as a director, unless authorized by the affirmative vote of all of the Board of Directors. This shall not preclude the payment of a reasonable salary or compensation to a director for services rendered to the Corporation.

## ARTICLE VI

### MEETINGS OF THE BOARD OF DIRECTORS

#### Section 6.1 Place of Meeting.

Meetings of the Board of Directors may be held at any place as determined by the Board of Directors. No call shall be required for regular meetings for which a time and place have been fixed and all members of the board have been notified of same. Meetings may be held by telephone.

#### Section 6.2 Annual Meeting; Notice.

The annual meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board of Directors shall determine on such day and at such time as the Board of Directors shall designate. Unless waived as contemplated in Section 6.5 of these Bylaws, notice of the time and place of such annual meeting shall be given by the Secretary either personally, or by telephone, by mail, by facsimile or by email, return receipt requested.

#### Section 6.3 Regular Meeting; Notice.

Regular meetings of the Board of Directors may be held from time to time between annual meetings at such places as the Board of Directors may prescribe. Notice of the time and place of each such regular meeting shall be given by the Secretary either personally or by telephone, by mail, or by email, return receipt requested, in sufficient time for the convenient assembly of the directors.

#### Section 6.4 Special Meetings; Notice.

Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, or President or by any two (2) of the directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given by the Secretary either personally, or by telephone, by mail, or by return-receipt email, in sufficient time for the convenient assembly of the directors.

#### Section 6.5 Waiver.

Attendance by a director at a meeting shall constitute waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called.

Section 6.6 Quorum.

At meetings of the Board of Directors, a majority of directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 6.7 Vote Required for Action.

Except as otherwise provided in these Bylaws or by law, the act of a majority of the directors present at a meeting at which a quorum is present at the time shall be the act of the Board of Directors. Adoption, amendment and repeal of a Bylaw is provided for in Article XIII of these Bylaws. Vacancies in the Board of Directors may be filled as provided in Section 5.6 of these Bylaws.

Section 6.8 Action by Directors Without a Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting duly called. The signed consent, or a signed copy, shall be placed in the minute book.

Section 6.9 Telephone and Similar Meetings.

Directors may participate in and hold a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or convened.

Section 6.10 Adjournments.

A meeting of the Board of Directors, whether or not a quorum is present, may be adjourned by a majority of the directors present to reconvene at a specific time and place. It shall not be necessary to give notice of the reconvened meeting or of the business to be transacted, other than by announcement at the meeting which was adjourned. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

## ARTICLE VII

### NOTICE AND WAIVER

#### Section 7.1 Procedure.

Whenever these Bylaws require a notice to be given to any director, the notice shall be given as prescribed in Article VI. Whenever notice is given to a director by mail, the notice shall be sent first class mail by depositing the same in a post office or letter box, in a postage prepaid sealed envelope addressed to the director at his or her address as it appears on the books of the Corporation; and such notices shall be deemed to have been given at the time the same is deposited in the United States mail. Notice shall be deemed to have been given by mail or email at the time notice is filed with the transmitting agency.

#### Section 7.2 Waiver.

Whenever any notice is required to be given to any director by law, the Articles of Incorporation, or by these Bylaws, a waiver thereof in writing signed by the director entitled to such notice, whether before or after the meeting to which the waiver pertains, shall be deemed equivalent thereto.

## ARTICLE VIII

### COMMITTEES

#### Section 8.1 Number and Election.

The Board of Directors may, in its discretion, appoint one or more committees of three (3) or more individuals, each to serve at the pleasure of the Board of Directors.

#### Section 8.2 Authority.

Each such committee shall report to the Board of Directors and shall assume such duties as are assigned by the Board of Directors. Any authorized action taken by the committee shall be as effective as if it had been taken by the full Board of Directors. The President of the Corporation shall be an ex-officio member of any and all committees.

#### Section 8.3 Regular Meetings.

Regular meetings of any committee may be held at such time and place as the committee may provide from time to time.

#### Section 8.4 Special Meetings.

Special meetings of any committee may be called by or at the request of the President or by any member of the committee.

#### Section 8.5 Notice.

Notice of any special meeting of a committee shall be given at least twenty-four (24) hours previous thereto by written notice, telephone, return-receipt email, or in person. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the committee need be specified in the notice or waiver of notice of such meeting. A member of any committee may waive notice of any meeting of the committee. The attendance of a member at any meeting of the committee shall constitute a waiver of notice of such meeting, except where a member of the committee attends a meeting of the committee for the express purpose of objection to the transaction of any business because such meeting is not lawfully called or convened.

#### Section 8.6 Quorum.

A majority of the members of any committee shall constitute a quorum for the transaction of business at any meeting of the committee; provided, however, that if fewer than a majority of the members of the committee are present at such meeting, a majority of the members of the committee present may adjourn such meeting from time to time without further notice.

#### Section 8.7 Manner of Acting.

The act of the majority of the members of the committee present at a meeting of the committee at which a quorum is present shall be the act of the committee, and the committee shall keep regular minutes of its proceeding, which shall at all times be open for inspection by the Board of Directors.

#### Section 8.8 Presumption of Assent.

A member of any committee who is present at a meeting of the committee at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless the dissent of such member of the committee shall be entered in the minutes of such meeting, or unless such member of the committee shall file a written dissent to such action with the person acting as secretary of such meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the secretary of the Corporation immediately after the adjournment of such meeting. Such right to dissent shall not apply to a member of the committee who voted in favor of such action.

## ARTICLE IX

### OFFICERS

#### Section 9.1 Number and Qualifications.

The officers of the Corporation shall consist of a President/Chairman, a Secretary, and a Treasurer. The Board of Directors shall, from time to time, create and establish the duties of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, including one or more vice-Presidents, but the Corporation shall not be required to have at any time any officers other than a, President, Secretary and Treasurer. One person may hold more than one office, other than the offices of President and Secretary.

#### Section 9.2 Election and Term of Office.

The initial officers of the Corporation shall be elected by the initial directors of the Corporation, and shall serve for a period of three (3) years and until their successors have been elected and qualified in accordance with these Bylaws. Thereafter, the officers shall be elected to serve three (3) year terms at the annual meeting of the Board of Directors held at the end of the term of any office.

#### Section 9.3 Other Agents.

The Board of Directors may appoint from time to time such agents as it may deem necessary or desirable, each of whom shall hold office at the pleasure of the Board, and shall have authority and perform such duties, and shall receive such reasonable compensation, if any, as the Board of Directors may, from time to time, determine.

#### Section 9.4 Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof.

#### Section 9.5 Removal.

Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors of this corporation by majority vote of the Board, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby upon the vote of a majority of the Board of Directors.

Section 9.6 Vacancies.

A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

Section 9.7 President/Chairman.

The President shall be a member of the Board, serving as Chairman of the Board, and shall preside over all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, deeds, mortgages, contracts, checks, drafts, notes or other orders for the payment of money or other evidences of indebtedness and any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these Bylaws, to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall also be authorized to sign any statements and reports required to be filed with state or federal officials or agencies. He/she shall have the power to appoint and remove such other assistants to the various elected offices of the Corporation as is necessary for the accomplishment of their duties. In general, he/she shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 9.8 Vice President.

In the absence of the President/Chairman or in the event of his/her death, inability, or refusal to act, the vice-President shall perform the duties of the President/Chairman, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President/Chairman. The vice-President shall further be a member of the Board of Directors. Should there be no vice-President, then the Treasurer shall serve as the interim President.

Section 9.9 Secretary.

The Secretary shall:

- (a) keep the minutes of the meetings of the directors/-trustees in one or more books provided for that purpose;
- (b) see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law;
- (c) be custodian of the corporate records of Corporation;

(d) may sign or countersign all checks, drafts and orders for the payment of money; and

(e) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the president, or by the Board of Directors.

#### Section 9.10 Treasurer.

The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall have supervision of the corporate funds and securities, and shall work with the chief executive officer and corporate staff to ensure a full and accurate accounting of receipts and disbursements of the Corporation, and shall deposit or supervise the deposit of all monies and all valuables in the name of and to the credit of the Corporation into depositories designated by the Board of Directors. The Treasurer may sign or countersign all checks, drafts, and orders for the payment of money and may pay over or dispose of the same under the direction of the Board of Directors and may sign or countersign all notes for other obligations of indebtedness of the Corporation.

### ARTICLE X

#### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

##### Section 10.1 Contracts.

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation. Such authority must be in writing and may be general or confined to specific instances.

##### Section 10.2 Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the officer or officers, agent or agents, of the Corporation and in such other manner as may from time to time be determined by these bylaws or by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 10.3 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 10.4 Investments.

The Board of Directors may prudently choose to invest corporate funds in short or long term depositories or other investments for the purpose of obtaining a more desirable rate of return on corporate funds that are determined to exist above the normal operating budget demands.

Section 10.5 Gifts.

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

## ARTICLE XI

### INDEMNIFICATION AND INSURANCE

Section 11.1 Indemnification.

In addition to those protections contained in the Articles of Incorporation, in the event that any person who was or is a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, seeks indemnification from the Corporation against expenses, including attorneys' fees, and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding by reason of the fact that such person is or was a director, officer, trustee, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee, or agent of another Corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined, in the manner provided under Delaware law, whether or not indemnification is proper under the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth under Delaware law; and, to the extent it is so determined that such indemnification shall be provided, such person may be indemnified to the fullest extent now or hereafter permitted by Delaware law.

Section 11.2 Indemnification Not Exclusive of Other Rights.

The indemnification provided in Section 11.1 above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Certificate of Incorporation or Bylaws, or any agreement, vote of members or disinterested directors, or otherwise as to action in an official capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 11.3 Insurance.

To the extent permitted or not prohibited by Delaware law, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee or agent of another joint venture, trust or other enterprise.

ARTICLE XII

MISCELLANEOUS

Section 12.1 Books and Records.

The Corporation shall keep correct and complete books and records of account, and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

Section 12.2 Fiscal Year.

The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

Section 12.3 Internal Revenue Code.

All references in these Bylaws to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, or the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

Section 12.4 Construction.

Whenever the context so requires, the masculine shall include the feminine and the neuter, and the singular shall include the plural, and conversely. If any portion of

these Bylaws shall be invalid or inoperative, then, so far as is reasonable and possible, the remainder of these Bylaws shall be considered valid and operative and effect shall be given to the intent manifested by the portion held invalid or inoperative.

Section 12.5 Headings.

The headings are for organization, convenience and clarity. In interpreting these Bylaws, they shall be subordinated in importance to the other written materials.

Section 12.7 Parliamentary Authority.

The rules contained in Robert's Rules of Order, Newly Revised shall govern meetings of the Corporation in all cases where they are applicable and in which they do not conflict with these bylaws.

ARTICLE XIII

AMENDMENTS

Section 13.1 Power to Amend Bylaws.

The Board of Directors of this corporation shall have the power to alter, amend, or repeal these Bylaws or adopt new Bylaws.

Section 13.2 Conditions.

Action by the Board of Directors with respect to Bylaws shall be taken by a majority of all the Directors of the Corporation then in office.

ARTICLE XIV

TAX EXEMPT STATUS

The affairs of the Corporation at all times shall be conducted in such manner as to assure its status as an organization exempt from federal income taxation under § 501(c)(3) of the Internal Revenue Code.

ARTICLE XV

DISSOLUTION

Upon dissolution or final liquidation, the Board of Directors shall, after paying or

making provision for the payment of all lawful debts and liabilities of the Corporation, distribute all assets of the Corporation to one or more regularly-organized and qualified charitable, educational, or scientific organizations as shall at the time qualify as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code to be selected by the Board of Directors, as more fully specified in the Articles of Incorporation of the Corporation.

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#### CERTIFICATE

The undersigned hereby certifies that:

1. I am a duly elected and acting member of the Board of Directors of Friends of Oflag 64, Inc., a Delaware Nonprofit Corporation; and
2. The foregoing Bylaws consisting of 15 pages (including this certification) constitute the Bylaws of such Corporation as duly adopted by the Board of Directors on May 27, 2019, and have not been amended or modified since that date.

IN WITNESS WHEREOF, I have executed this Certificate as of this 27<sup>th</sup> day of May, 2019.

Cynthia Burgen  
Officer