

BY-LAWS
of
THE CROATIAN AMERICAN
HOME-CULTURAL AND RADIO
CLUB



Updated January 2025

THE CROATIAN AMERICAN HOME-CULTURAL AND RADIO CLUB

INTRODUCTION

- I. Founding
- II. Nature
- III. Purpose
- IV. Needs

BY-LAWS

- I. Corporate Name
- II. Registered Office and Registered Agent
- III. Purposes
- IV. Members
- V. Meetings of Members
- VI. Board of Directors
- VII. Officers
- VIII. Committees
- IX. Administration of Funds
- X. Certificates of Membership and Dues
- XI. Dissolution
- XII. Amendments to Articles of Incorporation and By-Laws
- XIII. Junior Membership
- XIV. Board of Appeals
- XV. Supervisory Board

INTRODUCTION:

FOUNDING:

During a social gathering on January 26, 1935, at the home of Ivan Majdak, a discussion was held about Croatian cultural and benevolent organizations in Chicago. During their discussions it was agreed that a radio program spoken in Croatian would benefit the Croatian Americans living in Chicago.

At the next gathering on February 16, 1935, the following were present: Ivan Skvorc, Jakov Zuro, Ivan Karakas, Mato Poturica, Ivan Majdak, Daniel Duic, Stjepan Miler, Mike Rasperger, Martin Furlan, Ivan Golic, Luka Coha, Mato Vrbatovic, and Luka Kalanj. Ivan Majdak suggested that the name of the organization be "The Croatian American Radio Club". The name was accepted and By-Laws were written.

The fundamental purpose of the Club was to be a link between Croatians, remaining non-political, promoting the Croatian language, songs, cultural traditions, and ethnic heritage. At the same time familiarize American Croatians with the colorful images of Croatia and help new Croatian

immigrants become better citizens of their new homeland. The Club is to be a not-for-profit organization serving to benefit the Croatian people in Chicago and its surrounding area.

The first board was elected:

- President – Ivan Majdak
- Vice-President – Ivan Golic
- Secretary – Mato Poturica
- Treasurer – Jakov Zuro
- Program Director – Louis Duic

A contract was signed with WEDC radio on February 23, 1935, and for the first time on March 2, 1935, a Croatian radio program was on the air. The initial programs were a half hour long every Saturday but with the help of listeners and local businesses the program expanded to one hour.

NATURE:

The Croatian American Home-Cultural and Radio Club can in no case belong to an individual, nor to some other organization which would not follow the Club's fundamental purpose, i.e., to serve under the same principle the Croatian Community of Chicago and its surrounding area.

Control over the business affairs of the Club is in the hands of the Board of Directors and they are controlled by the State of Illinois. The latter control is very stringent, and just. Any fraud or embezzlement, of even the smallest of portions of the Club's possession and money, can lead to legal action on behalf of any member which can result in a conviction of the guilty director or officer.

PURPOSE:

The purpose for which the corporation is organized:

- I. The Croatian American Home-Cultural and Radio Club is organized exclusively for charitable, educational, religious, literary, scientific and cultural advancement purposes.
- II. In pursuit of its charitable purpose, the organization intends to conduct its activities primarily for the benefit of persons mainly of Croatian descent and background, for the advancement of the social, moral, religious and cultural welfare and the general welfare of Americans of Croatian descent.

By its Charter and By-Laws, approved by the entire membership on February 16, 1935, The Croatian American Home-Cultural and Radio Club was organized for "charitable, educational, religious, literary, scientific and recreational activities" in service and for the benefit of American Croatian men and woman in this city and its surrounding area.

IMMEDIATE SERVICE TO CROATIANS IN CHICAGO AND SURROUNDING AREA:

- The entire family will find the Club a place to relax, socialize, and cultivate their interests.
- Children will be able to play, under supervision, in a specially assigned area.
- Youth will be able to gather in the Club for discussions, games, dance, instrument practice, and rehearsals for public performances.
- Adults will gather there to spend time and have pleasant conversations and weekend relaxation away from the weekday work and worries.
- Single people will find company.
- Friends will exchange thoughts and feelings about common ideas.
- Old, sick, unemployed, and forgotten among us will receive special attention by the Club.
- Food and drinks, as well as game rooms, will await guests in the Club.
- Croatian clubs and organizations will be able to meet in the Club if they do not have their own meeting place.

The order and rules in the Club are the exclusive responsibility of the Board of Directors and the membership of the Club.

OFFICES AND CULTURAL INSTITUTIONS IN THE CLUB

Among the offices we want to mention specifically are:

- Social Office - For taking care of the unemployed, sick, old, and poor.
- Receiving Office - For new Croatian immigrants to help them in their initial difficulties
- Radio Studio and Information Office – Information regarding Croats in Chicago and the surrounding area and, if possible, in the United States and Canada. This is where Croats and Americans who are interested in Croatian(s) will be able to turn to for information regarding Croatian matters. American radio programs, television, newspapers, and magazines would have a source when the time arises to present our history and current affairs in better light.

Among the various cultural institutions which the Club will pursue are the following:

- Reading Room of Croatian newspapers and magazines along with a library of the best Croatian literary works and other sources for research purposes
- Satellite School of Croatian Language for our children and American-born Croats
- Along with language they would learn history, literature and art of the Croatian people.
- Satellite School of English Language for newly arrived Croatian adults
- Museum of Croatian contribution to the City of Chicago and the State of Illinois with exhibition of our handiwork costumes, and customs
- Croatian Common University where our professionals and experts will lecture and teach people various trades and knowledge necessary for to better succeed in America.

MISCELLANEOUS ACTIONS

It is our profound belief that the Croatians in Chicago must one day consider the following tasks through the Club:

- Create a Chair of Croatian Language and Culture on one of the universities in Chicago.
- Organize, from time to time, a special exhibition of Croatian books, art and folklore.
- Create a scholarship fund for talented boys and girls of Croatian descent.
- Help research Croatian history and culture and publication of books regarding Croatians and Croatia, in English, so that individuals can better understand and know us.
- Make contact with other nationalities in this city and with their clubs in order to participate and be represented in the activities of the city and state.

NEEDS:

We are searching for new members and volunteers who would help us promote our purpose.

AMENDMENT TO BYLAWS:

The Amendment and restatement of these Bylaws entered into in January of 2024 is done as an acknowledgment of the success achieved by the founders of this Organization. Pursuant to this success, this organization has accumulated a value, both as a going concern in operating in accordance with its Charitable Organizational purposes, and as an entity which is charged with the oversight of Charitable assets, the custody of which is a legacy of the hard work and dedication of the individuals who founded the organization and carried on its activities.

The need to balance the interests of maintaining a clear and simple structure within which this organization can continue to grow and build on the legacy of the founders and the need to safeguard the legacy and the physical assets of the organization, are the major considerations in updating these bylaws. It is the current Board of Director's sincerest hope that subsequent overseers of this Organization take similar subsequent steps, or additional steps which may be required to maintain this organization as a viable organization, which carries on the charitable purposes which have been so helpful to the community we serve and personally rewarding to the Members and others who have participated in making this Organization an ongoing success.

BY-LAWS
of
THE CROATIAN AMERICAN HOME-CULTURAL AND RADIO CLUB

ARTICLE I – CORPORATE NAME

SECTION 1 – The corporation name shall be: THE CROATIAN AMERICAN HOME-CULTURAL AND RADIO CLUB. This Corporation is a continuation of the Corporation originally known as “THE CROATION AMERICAN RADIO CLUB”.

ARTICLE II – REGISTERED OFFICE AND REGISTERED AGENT

SECTION 1 – REGISTERED OFFICE. This corporation shall have and continuously maintain in this State a registered office which may be, but need not be, the same as its principal office. The corporation may from time to time change the address of its registered office.

SECTION 2 – REGISTERED AGENT. The registered agent or corporation manager so appointed by the corporation shall be an agent of the corporation upon whom any process, notice or demand required or permitted by law to be served upon a corporation may be served.

ARTICLE III – PURPOSES

SECTION 1 – The purposes of this corporation are more fully set forth in the ARTICLES OF INCORPORATION and are herewith incorporated by reference in these BY-LAWS.

SECTION 2 – The purposes of this corporation is to provide its members and its member families the following:

- I. Weekly Radio or Internet Program. Every month, a radio or internet program recorded within the club building for broadcast to the benefit of all those who are interested. The program is broadcast in the Croatian language and reaches all residents of the Chicagoland area, NW Indiana, and southern Wisconsin.

The purpose of the program is to provide information taking place within the community, various organization announcements, social functions, church events, life events, events and news from Croatia and a segment is dedicated to the local priests for religious purposes.

This program is offered for free to those interested in listening and is paid for by the members of The Croatian American Home-Cultural and Radio Club.

II. PHYSICAL BUILDING USES.

- a. Classes are offered to teach children the Croatian language and cultural affairs
- b. Senior citizens are given a place to congregate
- c. Adult classes are offered including religion (CCD), cooking, and trade skills
- d. Dinners served to the community during the Lent (Easter) season. Open to all
- e. A social gathering place for the community

- f. Fund raising events such as mixers, picnics, and dinners. Proceeds used cover the maintenance of the facilities, cover cost of activities and programs offered, and donations to other charitable organizations
 - g. Donations – On a weekly basis the club donates its facilities to two separate organizations not associated with our organization
 - h. Prayer group in conjunction with local Croatian church as well as to other churches from all creeds within the vicinity of the building.
 - i. Activities – All club sponsored activities must also be open to individuals who are not affiliated or members of the club. The number of non-club members cannot exceed 10% of the number of club members in each of the various activities.
- III Fees – Any fees required within the subset of the above activities will be paid at the beginning of the activity for which the fee is due. For those who are interested in participating in the activity but cannot due to financial hardship the club will permit no more than 10% to participate against the number of those who have paid.

ARTICLE IV – MEMBERSHIP

SECTION 1 – MEMBERSHIP. Membership in The Croatian American Home-Cultural and Radio Club is open to all persons of Croatian descent, or others who are willing to promote the purposes of the Club as stated in its Charter.

SECTION 2 – CLASSES OF MEMBERSHIP. The Corporation shall have three classes of membership. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- I. **VOTING MEMBERS** of the Corporation shall consist of American citizens or permanent residents of the United States of America, who has been a current nonvoting member for 3 calendar years and approved by the board of directors to become a voting member and shall further consist of the following levels of membership:
 - a. Gold – contributing more than \$350.00 each year for at least three calendar years for their membership and who shall have certain special privileges determined by the Board of Directors.
 - b. Charter – contributing \$200.00 or more each year for at least three calendar years for their membership. Membership is dependent upon sponsorship and approved by the board of directors
 - c. Senior members are standard members who upon reaching the age of 65 years pay \$100. The above members shall enjoy the rights of voting and being elected, provided they have been members in good standing for at least three calendar years. Organization delegates, however, cannot be elected to the Board of Directors.
- II. **NON-VOTING MEMBERS** of the Corporation shall consist of American citizens or permanent residents of the United States of America who is interested in becoming involved in this organization and participating in and advancing it organizational purposes.

A nonvoting member must be sponsored by a voting member or a member of the Board of Directors.

The voting member who sponsors the voting member shall communicate with Board Members in a sufficient manner to allow them to make, at least a minimal determination, as to the suitability for the Non-Voting Member for membership.

The Board shall vote on the approval of a Non-Voting Members application for membership at the next regular Board Meeting which follows the Non-Voting Member's application for membership or, if the Board is not able to take up this item of business at such meeting, then at the next opportunity to vote on the matter which arises in the ordinary course of the Board performing its duties. Only a simple majority of members of the Board of Directors present at a regular Board Meeting is required to approve the membership of a Non-Voting Member.

Individuals who request to become Non-Voting Members shall only be denied membership if the Board determines that admission of the individual to the Organization is likely to work against the ability of the Organization to carry out its Organizational purposes.

At the time these Bylaws are adopted an initial contribution, and subsequent annual contribution of no less than \$100 is expected from a non-voting member of this organization to retain their status as a Member.

- III VOTING MEMBERS of the Corporation shall consist of Members of this organization who have expressed an interest in becoming Voting Members and who have completed the processes required to become Voting Members. Voting Members are entitled to vote on the election of members to the Board of Directors and on other matters placed before membership. Voting members are allowed to sponsor up to one new nonvoting member per calendar year. A voting member who stops paying their dues, thereby accumulating a default of one hundred and twenty days, will lose their voting privileges and be required to restart the three-year period to become a voting member again. The re-start of the new three-year period requires that you inform the Board that you intend to go through the procedures to become a new voting member again.
- IV MEMBERS AWAITING VOTING MEMBER DESIGNATION Any Member who wishes to become a Voting Member shall first be sponsored by an individual who is a Voting Member or a member of the Board of Directors at the time of the application. The Member shall complete the application to become a Voting Member with the Secretary of this Organization. The application to become a Voting Member shall be signed by the sponsor of the prospective Voting Member. The Application shall then be placed with the organization Secretary, who shall also sign and date the application, retain a copy for the Organization, and provide a copy of the application to the prospective Voting Member. The application shall indicate that suitable documentary evidence has been verified by the Membership Committee. The act of completion of the application and placing it with the

Secretary begins the running of the Three-Year calendar period for consideration as a voting member of the Organization.

The Board shall vote on the approval of a Member's application to become a Voting Member at the next regular Board Meeting following the date of completion of the three year period from the date upon which the Member has applied to become a Voting Member, or, if the Board is not able to take up this item of business at such meeting, then at the next opportunity to vote on the matter which arises in the ordinary course of the Board performing its duties. Only a simple majority of members of the Board present at a regular Board Meeting is required to approve the application of Member to become a Voting Member.

Individuals who request to become Voting Members are expected to have participated in a reasonable number of the activities of the Organization during the time in which their application period is running. Application to become a Voting Member shall only be denied membership if the Board determines that the applicant has not participated in the activities of the Organization during the three-year application period, or the Board determines admission of the individual to the Organization is likely to work against the ability of the Organization to carry out its Organizational purposes.

At the time these Bylaws are adopted, an initial contribution, and subsequent annual contribution of no less than \$100 is expected from a prospective Voting Member who is awaiting approval of their membership. In the event a prospective voting member fails to pay their dues within sixty days of the due date during their period of consideration for voting membership, the three year period for consideration of their admission will be reset and begin again, initiating a new three year waiting period.

V SOCIAL MEMBERS of the Corporation shall consist of American citizens or permanent residents of the United States of America and shall further consist of the following levels of membership: Social members are not considered nonvoting members. Social members who would like to be a voting member will need to be sponsored by a voting member to begin the process of being a nonvoting member for 3 calendar years. Social members are attendees of the club only.

- a. Standard – contributing \$100.00 each year for their membership.
- a. Organization members which are Croatian charitable, cultural, fraternal, athletic, and patriotic organizations who contribute annually the same amount as a Standard member for each year of their membership.
- b. Joint members are spouses or unmarried children where one of the spouses has become a voting member.
- c. Associate members who pay only, at a minimum, annual dues. Associate members may become Life Associate members by contributing \$2,000.00.

- d. Life Associates members are those members that have paid annual dues over the duration of membership in the Corporation annual dues in excess of \$2,000.00
- e. Student members are those who at the time of joining are involved in active pursuit of either undergraduate or graduate studies. They contribute one-half of the current regular annual dues.
- f. Junior members are boys and girls of Croatian descent who have not reached their 18th birthday. They contribute \$0 for annual dues.
- g. Honorary members are persons chosen at the discretion of the Board of Directors because of their general distinction in the fields of endeavor of the Corporation.
- h. Additional membership classes may be established by the Board of Directors at its discretion.

SECTION 3 – VOTING RIGHTS. Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4 – TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two-thirds of all of the voting members of the board may suspend or expel a voting member for cause after an appropriate hearing, and may by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article X of these By-Laws. A nonvoting or social member may be terminated for cause by a simple majority of the board of directors.

SECTION 5 – RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid as mentioned in Article X of these By-Laws.

SECTION 6 – REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of two-thirds of the members of the board to reinstate such former member to active membership status upon such terms as the Board of Directors may deem appropriate. In addition, all payments due to the Club, mentioned in Article X of these By-Laws, must be made in full.

SECTION 7 – TRANSFER OF MEMBERSHIP. Membership in this corporation is not and cannot be transferable or assignable.

ARTICLE V – MEETINGS OF MEMBERS

SECTION 1 – ANNUAL MEETING. An annual meeting of the members shall be held by the 3rd or last week of March and for the transaction of such other business as may come before the meeting. If the election of directors cannot be held at that time designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the voting members called as soon thereafter as conveniently may be called, with compliance with SECTION 4 below.

SECTION 2 – SPECIAL MEETING. Special meeting of the members may be called either by the President, the Board of Directors, or not less than twenty percent of the members having voting rights.

SECTION 3 – PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Illinois, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois, provided, however, that if all of the members shall meet at any time and place, either within or without the State of Illinois, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4 – NOTICE OF MEETINGS. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, using a method reasonably intended to provide reasonable Notice of a Meeting to each specific member, either personally, by text, phone call, U.S. mail or by email to each member entitled to vote at such meeting, not less than ten or more than forty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these By-Laws, the purpose for which the meeting is called shall be stated in the notice. If emailed, text, or mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at their address as it appears on the records of the corporation, with postage thereon prepaid, or upon the date at which the e-mail is sent to the last, most recent e-mail address provided by the member for such purpose.

SECTION 5 – INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the voting members of the corporation, or any action which may be taken at a meeting of the voting members of the corporation, or any other action which may be taken at a meeting of voting members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6 – QUORUM. The voting members holding at least one-tenth of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the voting members present may adjourn the meeting from time to time without further notice. The vote of a majority (50% +) of the votes entitled to be cast by the voting members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the voting members.

SECTION 7 – PROXIES. At any meeting of voting members, a member entitled to vote may vote either in person or by proxy executed in writing by the member or by his/her duly authorized attorney-in-fact. No proxy shall be accepted on behalf of a member who does not have sufficient mental capacity to execute a proxy on their own volition. Any vote by proxy is subject to verification by the specific voter, done before the vote is opened, of the fact that the vote presented was in fact authorized by themselves. No proxy shall be valid after eleven months from the date of its execution.

ARTICLE VI – BOARD OF DIRECTORS

SECTION 1 – GENERAL POWERS. The affairs of the corporation shall be managed by the Board of Directors or the officers elected by the Board.

SECTION 2 – NUMBER, TENURE AND QUALIFICATIONS. The Board of Directors shall consist of nine (9) voting members or of such number as the Board of Directors shall determine at the annual meeting of the corporation. A vote to change the number of Directors shall require advance notice to the existing Directors of the organization that this matter will be on the agenda of the Annual meeting. A vote of at least 2/3 of the Directors present at such Annual Meeting shall be required to change the number of Directors on the board, and such change shall only take effect for subsequent meetings held no less than 90 days after the meeting at which the number of Directors has been changed. A change in the number of Directors of the organization shall be disclosed to the voting Membership of the Organization within ten days of such change utilizing the Notice requirements Article V, Section 4, above, and shall be subject to approval by a simple majority of membership at a meeting at which the approval of the change in the number of Directors has been disclosed as being on the agenda.

Any change in the number of Directors shall only be made to a number which is divisible by three (3) and shall not be less than three (3). In order for a member to be considered for membership on the board, a member must have been a voting member of the corporation a minimum of three calendar years. This requirement may be waived in a situation of distress, by vote of a majority of the Board of Directors, by substituting an individual who has a substantial number of the qualifications for Board Membership, if there are not enough voting members who are eligible and willing to join the Board. The secretary of the meeting shall document, in writing, the reasons for waiving the requirements of the Bylaws for this purpose, the qualifications of the Board Nominee for whom the requirements for being considered are being waived, and the result of the vote to allow the Board Member for whom the requirements are being waived to serve, or not to serve. The Board shall disclose to membership the fact of the requirement of the Board Membership at the next Membership meeting following the Board Meeting at which the non-conforming Board Member is elected.

To be elected to the Board of Directors, unless significant extenuating circumstances prevent attendance, a Board Member must attend the Board of Directors meeting at which they are elected.

The directors named in the Articles of Incorporation and any additional director elected at any meeting of the members of the corporation shall serve as the Board of Directors until the first

annual meeting of the members of the corporation or until a special meeting for the election of directors shall be called for this specific purpose. The directors shall be classified with respect to the time for which they shall severally hold office by dividing them into three (3) equal classes. The three (3) directors designated in the charter shall serve for a term of one year and the remaining six (6) directors shall be selected as follows: Three (3) serve for two (2) years, and three (3) to serve for a term of three (3) years, so that the terms of three (3) members shall expire at the time of the annual meeting of the corporation. At each annual election of the successors to the class of directors whose term shall be expiring, they shall be elected to hold such office for a term of three (3) years so that, as above outlined, the term of office of one class of directors shall expire in each year. Directors may succeed themselves in office at the pleasure of the voting members of the corporation. Directors must be residents of Illinois and members of the corporation.

SECTION 3 – VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of a decrease in the number of directors, including by resignation of a director, shall be filled by the Board of Directors at the annual meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

SECTION 4 – CONFLICT OF INTEREST, UNDUE INFLUENCE. It is the policy of this Organization to avoid situations in which there is a conflict of interest of any given Member or group of Members comes into a position of significant Conflict of Interest or is able to exercise an Undue Influence on this organization. Such conflict and influence is inconsistent with the organization's status as a Public Charity. As a consequence, this organization will only allow two members of any family to serve on the Board at any given time. The reference to family refers to an immediate family, husband and wife and their immediate offspring or siblings. In addition, whenever the board becomes aware of any significant conflict of interest between a Board member and the Organization, the Board member involved in the conflict shall be informed of the conflict by the Board at the earliest opportunity and given a reasonable period of time to cure such conflict, but in no event more than 90 days. If the conflicted Board member is unwilling or unable to cure the conflict within such 90 day period, such Board member shall, after a vote of no more than a simple majority of sitting Board Members be removed for the reasons of such Conflict.

SECTION 5 – QUORUM. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board, provided, that if less than a majority of the directors are present at said meeting a majority of directors present may adjourn the meeting from time to time without further notice.

SECTION 6 – REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than these By-Laws, immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Illinois for the holding of additional regular meetings of the board without other notice than such resolution.

SECTION 7 – SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call

special meetings of the board may fix any place, either within or without the State of Illinois, as the place for holding any special meetings of the Board called by them.

SECTION 8 – NOTICE. Unless it is an Emergency Meeting, Notice of a special meeting of the Board of Directors shall be given at least 5 days prior thereto by written notice made in accordance with Article V, Section 4 above. This Notice shall include the reason for such Special Meeting. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meetings of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws. Any meeting, whether it is an annual meeting of the Board of Directors or a Regular meeting of Membership, at which the disposition of assets anticipated in Article IV, Section 5 is at issue, shall require a period of 30 days' notice, given in accordance with the requirements of this bylaws to be an effective notice to allow this corporation to become bound by such vote of Membership.

SECTION 9 – MANNER OF ACTING. The act of a majority of the directors who are present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these By-Laws.

SECTION 10 – COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board or Directors, a fixed sum and expenses of attendance if any, may be allowed for attendance at each regular or special meeting of the board; provided, that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore. All nonvoting and voting members can receive a percentage of profit for any work at the club during the year. The board of directors will determine and approve an annual budget. If profit exceeds this budget, all workers are eligible for "profit sharing type" bonus based on percentage of total hours of work between everyone during the year. All debt should be paid for the year before compensation is awarded.

SECTION 11 – LEGAL ACTION. In the event that a member of the Board of Directors has any type of legal action taken upon them by an individual(s) or organization for any decision which is made by, and approved by the Board of Directors, the organization has an obligation and responsibility to represent the board member with legal, financial, and insurance support.

ARTICLE VII – OFFICERS

SECTION 1 – OFFICERS. The officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have authority and perform the duties prescribed, from time to time, by the Board of Directors.

Any two or more officers of the corporation shall be ex-officio members of the Board of Directors. The officers of a corporation may also be designated by such other titles as the Board of Directors may deem as necessary.

SECTION 2 – ELECTION AND TERM OF OFFICE. Upon voting for 3 additional board members, the position of President will be the only position elected annually by the Voting Members. The remaining officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified. No person shall serve as President for more than three (3) consecutive elected terms.

SECTION 3 – REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4 – VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5 – PRESIDENT. The President shall be principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/She shall preside at all meetings of the members and of the Board of Directors. He/She may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly relegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation; and in general shall perform all duties incidental to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President will only vote in case of a tie breaker during the board of directors meeting.

SECTION 6 – VICE PRESIDENT. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents, in the order designated, or in the absence of any designation, then in the order of their selection) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 7 – SECRETARY. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the

corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the secretary by such member; and in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

SECTION 8 – TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX of these By-Laws; and in general perform all the duties incidental to the office of the Treasurer and such other duties as from time to time may be assigned him/her by the President or by the Board of Directors.

SECTION 9 – LEGAL ACTION. In the event that an Officer has any type of legal action taken upon them by an individual(s) or organization for any decision which is made by, and approved by the Officers, the organization has an obligation and responsibility to represent the board member with legal, financial, and insurance support.

ARTICLE VIII – COMMITTEES

SECTION 1 – COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; however, no such committee shall have the authority of the Board of Directors in reference to (1) amending, altering or repealing the By-Laws; (2) electing, appointing or removing any member of any such committee or any director or officer of the corporation; (3) amending the articles of incorporation; (4) authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; (5) authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; (6) adopting a plan for the distribution of the assets of the corporation; or (7) amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him/her by law.

SECTION 2 – OTHER COMMITTEES. Other committees not having and exercising on the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person

or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3 – TERM OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless such member be removed from such committee or unless such member shall cease to qualify as a member thereof.

SECTION 4 – CHAIR. One member of each committee shall be appointed Chair.

SECTION 5 – VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6 – QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority (more than fifty percent) of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which quorum is present shall be the act of the committee.

SECTION 7 – RULES. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE IX – ADMINISTRATION OF FUNDS

SECTION 1 – CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation in addition to their officers so authorized by these By-Laws, to enter into any contract or execute and deliver by instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

SECTION 2 – CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payments of money, notes or other evidences of indebtedness issued in the name of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 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 depositaries as the Board of Directors may select.

SECTION 4 – 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.

SECTION 5 – SALE, LEASE, EXCHANGE, OR MORTGAGE OF ASSETS. A sale, lease, exchange, mortgage, pledge or other disposition, or encumbrance of all, or a substantial portion of, the property and assets of the corporation may be made upon such terms and conditions and for such consideration, which may consist in whole or in part, of money or property, real or personal

including shares of any business corporation, domestic or foreign, as may be authorized in the following manner:

The Board of Directors shall adopt a resolution recommending such sale, lease, exchange, mortgage, pledge or other disposition and directing that it be submitted to a vote at meeting of members having voting rights, which may be either an annual or a special meeting. Written or printed notice stating that the purpose, or one of the purposes, of such meeting is to consider the sale, lease, exchange, mortgage, pledge or other disposition of all, or substantially all, the property and assets of the corporation shall be given to each member entitled to vote at such meeting. At such meeting, the VOTING members may authorize such sale, lease, exchange, mortgage, pledge or other disposition and fix, or may authorize the Board of Directors to fix, any or all of the terms and conditions thereof and the consideration to be received by the corporation, therefore. Such authorization shall require the vote of at least two-thirds of the votes entitled to be cast by members present or represented by proxy at such meeting. After such authorization by a vote of members, the Board of Directors nevertheless, in its discretion, may abandon such sale, lease, exchange, mortgage, pledge or other disposition of assets, subject to the rights of third parties under any contracts relating thereto, without further action or approval by members.

For the purpose of this section, any disposition of more than forty percent of the liquid assets as a group, or forty percent of the fixed assets as a group or any combination of assets of this organization as a whole which is equal to or exceeds forty percent of the assets of this organization shall constitute a substantial portion of the assets of this organization and become subject to this section. The notice of a meeting called for the purposes of a disposition, pledge or other change in the status of the assets of this Organization of the type anticipated in this section shall be given with at least a thirty-five-day notice to all members entitled to vote.

SECTION 6 – SPECIAL FUNDS. The Board of Directors may from time to time establish certain special funds for purposes not inconsistent with the intent of these Articles of Incorporation.

SECTION 7 – 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 members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

SECTION 8 – FISCAL YEAR. The fiscal year of the corporation shall begin on the first day of February and end on the last day of January in each year.

ARTICLE X – CERTIFICATES OF MEMBERSHIP AND DUES

SECTION 1 – CERTIFICATES OF MEMBERSHIP. The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation which shall be in such form as

may be determined by the board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine.

SECTION 2 – ISSUANCE OF CERTIFICATES. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his/her name and delivered to him/her by the Secretary.

SECTION 3 – INITIATION AND ANNUAL DUES. INITIATION AND ANNUAL DUES. All members, except honorary members shall pay an initiation fee of \$5.00 and \$100.00 in annual dues. The Board of Directors may revise from time to time the amount of initiation fee and annual dues payable to the corporation by members of each Class of Members.

SECTION 4 – PAYMENT OF DUES. Dues shall be payable in advance of the first day of the month of March in each year. Benefits for Gold & Charters members will not be accepted after this date. Rental discounts will not be accepted for nonvoting members after the first day of the month of March in each year. Dues for a new nonvoting member shall be prorated from the first day of the month in which such new member is elected to membership, for the remainder of the fiscal year of the corporation.

SECTION 5 – VOTING RIGHTS. Each voting member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 6 – TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two-thirds of all of the members of the Board may suspend or expel a member for cause after an appropriate hearing, and may by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article X of these By-Laws.

SECTION 7 – RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges therefore accrued and unpaid as mentioned in Article X of these By-Laws.

SECTION 8 – REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of two-thirds of the members of the board to reinstate such former member to active membership status upon such terms as the Board of Directors may deem appropriate. In addition, all payments due to the Club, mentioned in Article X of these By-Laws, must be made in full.

SECTION 9 – TRANSFER OF MEMBERSHIP. Membership in this corporation is not and cannot be transferable or assignable.

ARTICLE XI – DISSOLUTION

SECTION 1 – MANNER OF DISSOLUTION. The Board of Directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members having voting rights. Printed notice stating that the purpose or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation, shall be given to each member entitled to vote at such meeting, within the time and in the manner provided in these By-Laws for the giving of notice of meetings of members. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds of the votes entitled to be cast by voting members present or represented by proxy. The Board of Directors and Membership also acknowledges that the Organization can be Dissolved under other legal circumstances, such as bankruptcy, court determinations, lack of interest in the participation in the organization or for other reasons.

SECTION 2 – DISPOSITION UPON DISSOLUTION. In the event the Organization is dissolved in the manner noted in Section 1 above, the Board of Directors shall recommend a Charity Qualified under Section 501(c)(3) of the Internal Revenue code to succeed to the assets of the Corporation. The organization chosen by the Board of Directors to receive the assets of the corporations shall be on with a similar purpose to this organization. In the event the assets of the organization are to be transferred in a manner other than the manner listed in the preceding section, the assets of the Organization shall be transferred according to the doctrine of *cy pres*, under the guidance of the Illinois Attorney General's Office with input from the Voting Membership of the organization as to appropriate recipients for the corporate assets.

ARTICLE XII – AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

SECTION 1 – AMENDMENTS TO THE ARTICLES OF INCORPORATION. Amendments to the Articles of Incorporation shall require a three-fourth ($3/4$) majority vote of the voting members constituting a quorum at a meeting of the members. However, no proposal for the amendment of any Article of Incorporation shall be entertained unless the exact wording of the proposed amendment has been submitted to the entire voting membership of the corporation.

SECTION 2 – AMENDMENTS TO THE BY-LAWS. These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a majority of the voting members at the annual meeting or at any special meeting, provided that at least two week notice via email or US mail is given of intention to alter, amend, repeal or to adopt new By-Laws at such meeting.

ARTICLE XIII – JUNIOR MEMBERSHIP

SECTION 1 – Junior members are boys and girls who have reached their 14th year and have not yet completed their 18th year of age.

SECTION 2 – Application for Junior Membership shall be made through the Director of Juniors by the parent, guardian, or any other person who will be responsible for the conduct of the junior and for the payment of dues.

SECTION 3 – Initiation fee and membership dues will be in accordance with Article IV. The Board of Directors may defer the payment of adult membership dues for college students until the end of their college studies, or, in the case of full-time graduate students, until the final degree is obtained.

SECTION 4 – Juvenile activity in the Club will consists of promoting the Croatian culture, and of helping various projects of the Club.

SECTION 5 – Junior members are subordinated to a member of the Board of Directors. His/Her duties are as follows:

- I. To present new Junior members to the Board of Directors for approval.
- II. To collect dues from the treasurer of Juniors each year and to pass the dues to the Treasury of the Corporation.
- III. To promote Junior activities which are directed to the furthering of the Croatian culture, or which are helping various projects of the Club.
- IV. To give aid and counsel to the Junior members in the procedures and conduct of their work, make himself/herself available when the situation warrants it.
- V. To assist in the publicizing of all events in which the Juniors participate.
- VI. To submit a report on the activities of Junior members at the quarterly meetings of the Board.

SECTION 6 – Junior members may have meetings of their own at which they discuss their projects. These meetings are to be conducted under Article V of the By-Laws.

SECTION 7 – Junior members may elect their own President, Secretary, and Treasurer, all of them to be subordinate through the Director of Juniors to the Board of Directors.

SECTION 8 – The decisions of the meetings of Juniors shall be valid only when approved by the Board of Directors of the Corporation.

SECTION 9 – Finances shall be handled as follows:

- I. The Board of Directors of the Corporation shall determine an annual budget for the Junior members and shall approve or disapprove any and all expenditures by the Junior members in excess of \$100.00.
- II. All funds collected by the Junior members or donated toward the Junior members or donated toward the Junior Membership shall be transferred to the Treasury of the Corporation. However, any donation explicitly earmarked for the Junior membership cannot be used for other purposes.
- III. In case any junior member or group, upon approval of the Board of Directors, invests any amount money in equipment or other material which is deemed usable and approved by the Board of Directors of the Juniors' activities within the Club, the same amount shall be

reimbursed to such member from proceedings of Juniors' activities. Upon reimbursement for such equipment or material, the same shall become property of the Club.

SECTION 10 – Every juvenile member in good standing has the right and duty to transfer to adult membership upon completing his/her 18th birthday; otherwise, his/her membership will be terminated.

ARTICLE XIV – BOARD OF APPEALS

SECTION 1 – THE PURPOSES OF THE BOARD OF APPEALS

- I. To serve as a Board of Appeals in matters involving the violations of personal or corporation rights, from actions of members, Board of Directors, officers, or other persons of the Corporation who shall be in conflict, that is, to serve as a judicial body of the corporation in matters that cannot be properly conciliated by the Board of Directors.
- II. To provide all of the members with an opportunity to defend themselves from accusations or from any violations of prior or due process.
- III. To review and render judgment on appeals against the actions or determinations of members, Board of Directors, or officers that shall be in violation of personal, corporation, or constitutional rights.

SECTION 2 – THE PROCEDURE OF THE BOARD OF APPEALS

- I. The board members shall be bound to observe such secrecy as is necessary to preserve good order, the authority of the Board of Directors, the reputations of the members, and the confidence of all members of the Corporation. Accordingly, the board members shall be most discreet, conscientious, just and charitable.
- II. The board shall consist of three members, who shall schedule at least three meetings a year with due notice to the entire membership. If there are no appeals, it need not meet.
- III. Two Board members shall be elected by the members at their annual meeting, and one member will be appointed by the Board of Directors soon after the annual meeting.
- IV. If the Corporation or individual has an appeal, it shall be made to the chair of the Board in writing. The Chair shall then, as soon as is expedient, convoke the board. If there is some urgency, since justice should be swift, this convocation shall be as soon as possible.
- V. All persons involved shall have the right to know the identity of their accusers the nature of the charges, the evidence and other pertinent details. They shall also be free to have the advice and assistance of counsel.
- VI. The Board shall arbitrate the dispute, but the Board makes its judgment on the lawfulness of actions or determinations that have been taken; not on the wisdom, necessity or effectiveness of such actions or determinations, and in the light or promoting understanding, justice and charity.
- VII. When necessary, the Board shall make appropriate recommendations, and in good faith, all concerned shall accept the judgment of the Board.
- VIII. The Board shall make known its determination of such cases as are appealed to it to the Corporation and persons involved.

ARTICLE XV – SUPERVISORY BOARD

- I. The Supervisory board shall consist of three members. Two of these shall be elected at the annual meeting of the members and one will be appointed by the Board of Directors as soon after the annual meeting as possible. The Supervisory board is a nonvoting position on the Board.
- II. The Board shall review all books of the corporation at least four times a year, and more often if deemed necessary by the Board.
- III. The Board shall report in writing to the Board of Directors quarterly and shall make their final report to the members at the annual meeting explaining all discrepancies and irregularities found in the books.

CERTIFICATION OF BYLAWS:

THIS IS TO CERTIFY that I _____am the duly elected, qualified and acting secretary of the above named corporation and that the foregoing Bylaws, as Amended and Restated, were adopted as the Bylaws of said corporation on this _____day of _____, 2025, by the person elected as the first Board of Directors of said corporation.

Signature – Secretary

Print Name