BY-LAWS

of

LITHUANIAN CATHOLIC RELIGIOUS AID, INCORPORATED

ARTICLE I
NAME, SEAL, OFFICES

Section 1. Name. The name of this Corporation shall be Lithuanian Catholic Religious Aid, Incorporated and in Lithuanian: Lietuvių Katalikų Religinė Šalpa, hereafter the Corporation.

Section 2. Seal. The Board of the Corporation, hereafter the Board, may obtain a seal for the Corporation which may be in whatever form is desired by the Board.

Section 3. Offices. The Corporation may have offices in such places, including in foreign countries, as the purposes of the Corporation may require and the Board may decide.

ARTICLE II
PURPOSE

Section 1. The Corporation is organized to support religious, charitable and educational projects for the benefit of the people and the Roman Catholic Church in Lithuania, to thereby support their religious, spiritual, human, social and cultural development. The Corporation may also provide similar support to the Lithuanian people and the Lithuanian Roman Catholic Church communities existing outside of Lithuania.

Section 2. No part of the assets or the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Members, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable remuneration for services rendered and to make payment and distributions in furtherance of the purposes stated in Section 1 of Article II. 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 by publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any provision of these by-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 3. In the event of the dissolution of the Corporation, the remaining assets of the Corporation are to be transferred to the Roman Catholic Bishops' Conference of Lithuania to support religious, educational and charitable activities, provided that such is in compliance with the requirements of the Internal Revenue Code as may at that time apply, otherwise in accord and in compliance with 501(c)(3) of the aforesaid Internal Revenue Code for like purposes as determined by the Board.

ARTICLE III
MEMBERS

Section 1. Membership. Membership shall be open to individuals (without regard to gender, age, race, religious, or national origin) and to legal persons interested in furthering the purpose of the Corporation whose application for membership has been approved by the Board. The membership may establish such other criteria for membership as it deems appropriate.

(a) Corporate Members. Corporate Members shall be those persons (whether natural or legal) whose membership application is approved by the Board. The Board may provide by resolution that Lithuanian clergy and members of the Lithuanian Catholic religious orders, both men and women in good standing, will not be required to submit an application form for the membership and are deemed to be Members by virtue of their state as such.

Legal persons, including religious institutes, may present up to three persons to act collectively as a single corporate member.
Annual membership dues are established by the Board with the approval of the Corporate Members.
Payment of the annual membership dues gives a member the right to vote in all elections and in all proceedings as authorized by the laws of the State of New York. Each corporate member is entitled to one vote.

(b) Supporting Members. Supporting Members shall be all persons (whether natural or legal) who support and contribute to the achievement of the purposes of the Corporation. Supporting Members do not pay annual dues and are not entitled to vote.

(c) Honorary Members. Honorary Members shall be those persons (whether natural or legal) who are honored by the Board for outstanding contributions to the Corporation. Honorary Members shall not be entitled to vote.

Section 2. Resignation. Any Member may resign by giving written notice of such resignation to the Chair of the Board.

Section 3. Termination. Except as otherwise provided by the laws of the State of New York, the Certificate of Incorporation or the Bylaws, membership shall be terminated by death, resignation, or dissolution of the Corporation. A member may be removed for other reasons by a three-fourths vote of the Board.

ARTICLE IV
MEETINGS

Section 1. Annual Meeting. An annual meeting of Corporate Members shall take place once a year at such a time and place as the board of directors may determine.

a) Supreme authority. The annual meeting is the supreme authority of the Corporation. Corporate Members elect the members of the Board in conjunction with the annual meeting. These By-laws may be altered, amended or repealed by the Corporate Members present in person or virtually or by proxy at the annual meeting (see Article XI) or at a special meeting called for such purpose.

b) Notice. Written notice of the place, date, and time of the annual meeting shall be provided to Corporate Members by first class mail or via e-mail, not more than fifty (50) days and not less than ten (10) days before the date of the meeting.

c) Quorum. At all meetings of the Corporate Members, a quorum for the transaction of business shall be no less than 15 Corporate Members present at the meeting.

d) Proxy. A Corporate Member may authorize by proxy another Corporate Member to vote-for him/her. A proxy shall not be counted towards a quorum.

e) Voting. If a quorum is present, the act of the absolute majority of the Corporate Members shall be required to pass a resolution, unless otherwise stated in these bylaws.

Section 2. Minimum Activity. At a minimum, the annual meeting shall include: (a) The election of directors for the ensuing year; (b) A review of the Corporate mission to assess its relevance and how effectively it is being carried out; (c) An evaluation of board performance; (d) A presentation of the annual report to assess the success of the organization's mission; (f) A review of annual financial statements of preceding year and a review and approval of Auditor's annual report; (g) The appointment of an auditor for the ensuing year.

Section 3. Action of the Corporation. The action of the absolute majority of the votes cast in person or by proxy at any meeting of Corporate Members shall be the

action of the Corporation, except as otherwise provided by these Bylaws or the laws of the State of New York and except that the Board shall be elected by a plurality of the votes cast in person or by proxy at a meeting by Corporate Members.

Section 4. Adjournment. At any meeting of the Corporate Members, whether or not there is a quorum, the absolute majority of the Members present (in person or by proxy) may adjourn the meeting to another time and place without further notice to absent Members. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called.

ARTICLE V
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board shall be responsible to the annual meeting of the Corporate Members for defining the long-term goals, approving the annual plan and the annual budget, and for hiring, evaluating the performance and dismissal of Senior Managers and employees, and to approve the applications for membership.

Section 2. Board membership includes elected members and permanent members which include ex-officio members and those appointed by the board.
Ex-officio members include the Bishop designated by the Lithuanian Bishops Conference and the delegate of the Lithuanian Bishops Conference for the Apostolate of Lithuanian Catholics Abroad.
The Board of Directors may, by consensus of the board, appoint other permanent members not more than three (3), that is, elected members who have completed their terms but will be asked to remain as voting members of the board.

Section 3. Number, Tenure, Election and Qualifications. The number of Board members shall consist of an odd number, but shall be not less than five (5) nor more than fifteen (15). Half plus one of the Board members shall be clergy or members of religious congregations/orders. Included in that number shall be ex-officio, the Bishop designated by the Lithuanian Bishops Conference and ex-officio the delegate of the Lithuanian Bishops Conference for the Apostolate of Lithuanian Catholics Abroad.

The Nominating Committee shall make every effort to present clergy or religious of Lithuanian descent as candidates to the Board.

Board members shall be elected by a plurality vote of the Corporate Members at the annual meeting from a slate presented by the Nominating Committee. Corporate

Members shall vote for candidates to the Board by secret ballot in person, or by proxy.

An elected Board member shall serve for a three year term or until his/her successor is elected, or until his/her death, resignation or removal, if earlier.

No elected Board member may serve more than two terms of three years consecutively, except that a Board member who has served out the unexpired term of another Board member may serve a consecutive following term in his/her own right. After serving two three year terms, Board members are eligible to serve again after the hiatus of one (1) year.

Section 4. Resignation and Removal. Any Board member may resign by giving written notice to the Chair of the Board. Any Board member may be removed from office for serious cause as provided for by the laws of the State of New York by a three-fourths majority of the Corporate Members and three-fourths of the Board of Directors at a duly convened meeting where there is a quorum present.

Section 5. Vacancies. A vacancy arising from any cause may be filled for the unexpired term by the candidates who were not elected to the Board at the most recent election, in descending order of votes received. Serving out an unexpired term shall not prejudice a Board member against being elected for a full term of office.

Section 6. Meetings:

a) Annual Meeting. One of the regulary scheduled meetings is the Annual Meeting. The annual meeting of the Board shall be held at a time and place as determined by the Board, and shall, when possible, be on the same date and at the same place as the annual meeting of the Corporate Members. Written notice of the meeting shall be given at least thirty (30) days prior to the meeting by regular mail or electronic forms of communication including email.

b) Regular Scheduled Meetings. There shall be at least three (3) regulary scheduled meetings of the Board each year with at least two (2) of such meetings being in person and one (1) such meeting by telephone or video conference. Regular meetings of the Board may be held at such time and place as shall be determined by the Board, upon twenty-one (21) days prior written notice by regular mail or electronic forms of communication including email.

c) Special Meetings. A special meeting of the Board may be called by the Chair or by any Board member upon written request. Notice of special meetings shall be sent out by the secretary to each board member at least two weeks in advance of meeting by regular mail or electronic forms of

communication including email.

d) Robert's Rules of Order Newly Revised shall govern all meetings to which they are applicable.

e) Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone, other electronic forms of communication or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

Section 7. Quorum. At meetings of the Board, the presence in person or by means of telecommunication of one third (1/3) of the Board members shall constitute a quorum for the transaction of business of the Corporation.

Section 8. Action Without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors, or any other actions which may be taken at a meeting of the Board of Directors, may be taken without a meeting, if all the members of the Board consent in writing.

Section 9. Compensation. Board members shall serve without salary, reimbursement of the expenses for attendance, may be allowed, on approval by the Board, for attendance at meetings of the Board. The Members shall have the power to pay Board members rendering unusual or exceptional services to the Corporation by a absolute majority vote at the annual meeting.

Section 10. Conflict of Interest, No Board member may vote on any matter in which he/she or any other entity with which he/she is affiliated has an interest.

ARTICLE VI
OFFICERS OF THE BOARD

Section 1. Number. The Officers of the Board shall be the Chair, one, or more Vice-Chairs, a Secretary and a Treasurer, also such other officers as may be elected or appointed by the Board of Directors. The offices of Chair, Vice-Chair, and Treasurer may not be held by the same person.

Section 2. Election and Term of Office. The Officers of the Board shall be elected from among Board members at the annual meeting by Board members by secret ballot. If the election of Officers is not held at the annual meeting, the election shall be held as soon thereafter as conveniently possible. Officers shall be elected every year for the term of one year and shall serve until their successor shall have been elected, or until death, resignation or removal, if earlier. Any Officer of the Board may be removed for grievous cause by a vote of the absolute majority of the Board members then in office.

Section 3. Chair. The Chair of the Board shall also be the President of the Corporation and shall exercise general charge and supervision of the affairs of the Corporation subject to the control of the Board, and shall perform such other duties as may be assigned to him/her by the Board.

Section 4. Vice Chairs. The Vice Chairs shall assist the Chair in the handling of the affairs of the Corporation, act in his/her stead in case of his/her absence or disability and shall perform such other duties as may be assigned to him/her by the Board.

Section 5. Secretary. The Secretary shall (a) keep the minutes of all meetings of the Board, (b) be custodian of the corporate records and of any seal of the Corporation, which he/she may affix to all documents, when so authorized or ordered by the Board, and (c) perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Chair or by the Board of Directors.

Section 6. Treasurer. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the Chair or by the Board of Directors.

Section 7. Vacancies. A vacancy in any office may be filled for the unexpired term from among the Board Members by a plurality vote of the Board Members then in office.

Section 8. Resignation. Any Officer may resign at any time by giving written notice to the Chair A resignation of an Officer need not be accepted in order to be effective.

ARTICLE VII
COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Executive Committee. The Executive Committee shall act for the Board between meetings, except that it may not approve any amendment to the Certificate of Incorporation or Bylaws of the Corporation. Any action of the Executive Committee shall be submitted to the Board for ratification at the first Board meeting after an Executive Committee decision has been made. The Officers of the Board functions as the Executive Committee.

Section 2. Nominating Committee. The Nominating Committee shall be responsible for presenting candidates for the Board who will further the mission of the Corporation. The Chair of the Nominating Committee shall be designated by the Chair of the Board, with the consent of the Board. The Chair of the Nominating Committee shall select the committee members from among the Board members. The Nominating Committee shall present a slate of candidates to the Corporate Members one month

before the election. The Chair of the Board shall not be a member of the Nominating Committee.

Section 3. Finance Committee. The Finance Committee shall oversee the financial management of the Corporation. Non-Board Corporate Members of the Corporation may serve as nonvoting advisory members on the Finance Committee.

Section 4. Membership Committee. The Membership Committee shall recommend candidates for corporate membership to the Board. The Chair of the Membership Committee shall be elected by the Board. Non-Board corporate members of the Corporation may serve on the Membership Committee.

Section 5. Special Committees. The Board may constitute Special Committees by a resolution adopted by the absolute majority of the Board at a meeting of the Board at which a quorum is present. The Chair of a Special Committee shall be designated from among the Board members by the Chair of the Board, with the consent of the Board. Special Committees may include members of the Board and Corporate Members as advisors whose expertise is deemed desirable. All Special Committees actions must be approved by the Board.

Section 6. Audit Committee. An Audit Committee comprised of at least three (3) directors, each of whom is an Independent Director as that term is defined under the Nonprofit Corporation Laws of the State of New York.1The members of the Audit Committee shall be appointed by the Chairperson of the Board, subject to the approval of the Board. The Committee shall:

(i) review with the independent auditor the scope and planning of the audit prior to the audit's commencement;

(ii) upon completion of the audit, review and discuss with the independent auditor:

- any material risks and weaknesses in internal controls identified by the auditor;

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[1] "Independent director" means a director who: (i) is not, and has not been within the last three years, an employee of the corporation or an affiliate of the corporation, and does not have a relative who is, or has been within the last three years, a key employee of the corporation or an affiliate of the corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the corporation or an affiliate of the corporation (other than reimbursement for expenses reasonably incurred as a director or reasonable compensation for service as a director as permitted under New York State Law); and (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has made payments to, or received payments from, the corporation or an affiliate of the corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the lesser of twenty-five thousand dollars or two percent of such entity's consolidated gross revenues. For purposes of this subparagraph, "payment" does not include charitable contributions.

- any restrictions placed on the scope of the auditor's activities or access to requested information;
- any significant disagreements between the auditor and management; and
- the adequacy of the Corporation's accounting and financial reporting processes.

(iii) annually consider the performance and independence of the auditor; and

(iv) report on the Committee's activities to the Board, which report shall be presented and filed with the minutes at the annual meeting of the Board, showing in appropriate detail, amongst other things:

- The assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve month fiscal period terminating not more than six months prior to said meeting.
- The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report.
- The revenues or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the report.
- The expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report.

ARTICLE VIII
CORPORATE AUDITOR

The Auditor shall be recommended by the Board of Directors and appointed by the Members at the Annual Meeting of Members to review the Corporation's financial records. The Auditor shall work independently of the Board of Directors and act on behalf of and report to the Members.

ARTICLE IX
contracts, checks, deposits and funds

Section 1. Contracts. The Board 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. Such authority may be general or confined to a specific instance.

Section 2. Banks, Checks. All funds of the Corporation shall be deposited in such banks or other depositories as the Board may select. The Board shall determine who shall be authorized to sign checks, drafts and other orders for the payment of money on behalf of the Corporation.

Section 3. Loans. The Corporation shall not have the ability to borrow money.

Section 4. Investments. The funds of the Corporation may be retained in whole or in part in cash, or may be invested and reinvested in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Finance Committee recommends and as the Board approves.

Section 5. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise in compliance with the purpose of the Corporation.

ARTICLE X
FISCAL YEAR

Fiscal Year. The fiscal year of the Corporation shall be the calendar year and begin on January 1 and shall end December 31.

ARTICLE XI
INDEMNIFICATION

Section 1. In General. The Corporation shall indemnify, against any liability incurred while conducting in good faith the business of the Corporation each person who is or shall have been a director, officer, employee or agent of the Corporation, or serving at the request of the Corporation, in accordance with and to the full extent now or hereinafter permitted by the General Corporation Law of the State of New York. In the case of an action, whether civil or criminal, the Corporation shall indemnify each of its Board members and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys fees.

Section 2. Indemnity. The officers of the Corporation shall procure sufficient insurance coverage for the Corporation so as to be able to provide the necessary indemnity referred to in Section 1 of this Article.

ARTICLE XII
AMENDMENTS

The Corporate members and Directors shall have power to amend, appeal or adopt by-laws at any regular or special meeting and shall require a two-thirds majority of the Corporate members and two-thirds majority of the Directors voting thereat.

These Bylaws were reviewed and approved by the membership at the annual meeting in Maspeth, NY on May 31, 2013.

ARTICLE XIII
CONFLICT OF INTEREST

No contract or other transaction between this Corporation and any other entity shall in any way be affected or invalidated by virtue of the fact that any Director, officer, committee member, professional staff member or other employee or agent of this Corporation (each, an "Interested Person") is or may be peculiarly interested in, or is a member, director, officer, committee member, employee or official of such other entity. For the purposes of this Article XIII, an Interested Person shall be deemed to have an "interest" in a contract or other transaction if (s)he is the party, one of the parties or directly related to a party contracting or dealing with the Corporation, or is a director of, member of, officer of, committee member of, employee of, or has a material financial interest in, the entity contracting or dealing with the Corporation.

Wherever a conflict or potential conflict of interest may exist, the Corporation's Statement of Ethical Standards for Board Members, Officers and Directors (the "Conflict Policy") must be strictly adhered to. The Conflict Policy, as may be amended from time to time, is hereby incorporated by reference in its entirety. Amongst other things, the Conflict Policy provides that any Interested Person having an interest in a contract or other transaction presented to the Board for authorization, approval, or ratification shall make a prompt, full and frank disclosure of his/her interest to the Board prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such Interested Person about the contract or transaction that might reasonably be construed to be adverse to the Corporation's best interests. The Board shall thereupon determine, by majority vote, whether the disclosure demonstrates that a conflict of interest exists or can be reasonably construed to exist.

If a conflict is deemed to exist, such Interested Person shall not vote on nor use his/her personal influence on, nor participate in (other than to present factual information or to respond to questions), the discussions or deliberations with respect to such contract or transaction, or be counted for the purposes of determining the presence of a quorum. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

The Conflict Policy and Conflict of Interest Questionnaire shall be distributed to all Directors and officers annually and the Conflict of Interest Questionnaire shall be reviewed and completed by each Director and officer annually with each completed questionnaire retained by the Secretary in the records of the Corporation.

General comment.