BY-LAWS

of

LITHUANIAN CATHOLIC RELIGIOUS AID, INCORPORATED

ARTICLE I
NAME, SEAL, OFFICES

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

Section 2. Seal. The Board Directors of the Corporation (the "*Board*"), may obtain a seal for the Corporation which may be in such form as determined by the Board.

Section 3. Offices. The Corporation may have one or more offices in such places (including in foreign countries), as the purposes of the Corporation may require and/or as the Board may determine from time to time.

ARTICLE II
PURPOSE

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

Section 2. Use of Assets. 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 this 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 to the contrary, 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 (as the same may be amended, restated or modified, the ("*Code*") or (b) by a corporation whose contributions to which are deductible under section 170(c)(2) of the Code.

Section 3. Distribution of Assets Upon Dissolution. 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 their religious, educational and charitable activities or such other organization with similar purposes as determined by the Board, provided that such organization qualifies as a charitable organization as defined in Section 501(c)(3) of the Code.

ARTICLE III
MEMBERS

Section 1. Classes of Membership. There shall be two classes of members of the Corporation (each, a "*Member*" and collectively the "*Members*") as follows:

(a) "*Voting Members*" – shall mean such persons (whether individual or legal entities) (i) whom the Membership Committee of the Board (the "*Membership Committee*") determined has the requisite interest in furthering the purposes of the Corporation; (ii) that has received and accepted an invitation from the Membership Committee to become a Voting Member of the Corporation and (iii) whose membership has been approved by the Board; and

(b) "*Honorary Members*" – shall mean such persons (whether individual or legal entities) that have been recognized as honorary members of the Corporation by the Board for their outstanding contributions to the Corporation and its mission.

Notwithstanding anything herein to the contrary, membership in the Corporation shall be determined without regard to gender, age, race, religious or national origin and in accordance with these By-laws and the policies and procedures established by the Board.

Section 2. Dues. To remain in good standing, all Voting Members shall pay annual dues to the Corporation ("*Dues*") in the amount approved at the Annual Member Meeting (as herein defined). Failure of any Voting Member to pay Dues in a timely manner may result in the suspension of voting privileges of such Voting Member until all Dues are paid in full. If a Voting Member remains delinquent in the payment of Dues for [two] consecutive years, then the Board may revoke the membership of the Voting Member in its sole and exclusive discretion. Any Voting Member whose membership has been revoked may only be reinstated as a Voting Member upon written invitation of the Membership Committee. Dues are waived for all Honorary Members.

Section 3. Voting. All Voting Members entitled to vote at any meeting of the Members shall have one vote. Honorary Members shall be non-voting Members.

Section 4. Resignation, Removal and Termination of Members. Any Member may resign at any time by giving written notice of such resignation to the Chair of the Board. A membership will automatically be terminated, (a) in the case of an individual Member, upon such Member's death, long-term disability or resignation and (b) in the case of an entity, upon formal request by or dissolution of such entity. Notwithstanding anything herein to the contrary, a Member may be removed for any reason unless otherwise

provided by law, the Certificate of Incorporation or By-Laws of the Corporation.

ARTICLE IV
MEETINGS

Section 1. Annual Member Meeting. An annual meeting of Members (the "*Annual Member Meeting*") shall take place each year at such date, time and place as the Board may specify in its notice to the Members

a) Supreme Authority. The Annual Member Meeting is the supreme authority of the Corporation and at which time the Voting Members shall elect members to the Board of Directors and take such other action as may be brought before the Annual Member Meeting. .

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

c) Quorum. At all meetings of the Members, a quorum for the transaction of business shall be no less than ten 10 Voting Members present, in person or by proxy, at such meeting.

d) Proxy. A Voting Member may authorize by proxy a Board member to vote on their behalf.

Section 2. Agenda. For each Annual Member Meeting, the Board shall prepare an agenda, which shall include the following matters:

(a) The election of the slate directors to the Board for the ensuing year;

(b) A presentation of an annual report prepared by the Board (the "*Annual Operations Report*") which reviews the religious, charitable and educational projects of the Corporation; ;

(c) A review of the mission of the Corporation to assess its relevance and how effectively it is being carried out (including any proposed changes or modifications thereto);

(e) Presentation and review of the audited financial statements of the Corporation for the preceding year;

(f) The appointment of the auditor for the fiscal year;

(g) Determination of Dues for the ensuing year; and

(h) Such other matters as the Board has determined are required or in the best interest of the Corporation for the Voting Members to consider at the Annual Member Meeting.

Section 3. Action by the Members. Unless required by law or expressly stated in these By-laws, all actions taken at any meeting of the Members shall be approved by majority vote of the Voting Members, except, that the directors of the Board shall be elected by a plurality of the votes cast in person or by proxy at a meeting by Voting Members.

Section 4. Adjournment. At any meeting of the Members, whether or not there is a quorum, a majority of the Voting Members present (in person or by proxy) may adjourn the meeting to another date, 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 Board shall manage the business and affairs of the Corporation, including, but not limited to (a) managing the assets (including investment portfolios) and liabilities of the Corporation, (b) monitoring the Board approved budgets, (c) hiring and managing staffing needs, (d) administering the grant process, and (e) preparing the agenda and presenting the Annual Operations Report at the Annual Member Meeting.

Section 2. Number and Qualifications. The Board shall be comprised of not less than five (5) but not more than (15) directors, half plus one of which shall be clergy or members of a religious congregation or order. In addition to elected directors, there may be one of more permanent directors appointed to the Board. As used herein, a permanent director is a director that (a) is designated as "ex-officio" and includes the Bishop designated by the Lithuanian Bishops Conference and the delegate of the Lithuanian Bishops Conference for the Apostolate of Lithuanian Catholics Abroad or (b) has completed his or her Term and remains a director at the request of the Board provided however that not more than three (3) persons deemed a permanent director in accordance with subsection (b) above shall serve on the Board at any given time. Notwithstanding the foregoing, all members of the Board must be a Member.

Section 3. Election and Tenure.

(a) Nomination and Election. The Nominating Committee shall put forth a slate of directors (the "*Slate*") for consideration to fill vacancies on the Board at the Annual Member Meeting. The Nominating Committee shall make every effort to present as many clergy or religious of Lithuanian descent as candidates to the Board. All directors shall be elected by a plurality vote of the Voting Members at the Annual Member Meeting.

(b) Term. Each director shall serve for a term of three (3) years (each a "*Term*") or until his/her successor is elected and qualified, or until his/her death, resignation or removal, whichever is earlier. Notwithstanding the foregoing, no elected director may serve for more than two consecutive Terms. Any director who has served out the unexpired Term of a former director may serve an additional two consecutive Terms following the end of the unexpired Term in his/her own right. After serving two three-year Terms, directors are eligible to be considered to serve on the Board after a hiatus of one (1) year.

Section 4. Resignation and Removal. A director may resign by giving written notice to the Chair of the Board. A director may be removed from the Board for cause as provided for by the laws of the State of New York by a three-fourths majority of the Voting Members and three-fourths of the Board (excluding the director that is subject to removal) at a duly convened meeting where there is a quorum present.

Section 5. Vacancies. Any vacancy on the Board may be filled for the unexpired Term from candidates that were included in the Slate but not elected to the Board at the last Annual Member Meeting. Appointments from the Slate shall be in descending order of votes received. Serving out an unexpired Term shall not prevent such person from being elected to the Board for up to two full Terms as provided in Section 3(b).

Section 6. Meetings:

a) Annual Meeting of the Board. The annual meeting of the Board shall be held immediately following the Annual Member Meeting or at such other date, time and place as determined by the Board. Written notice of the meeting shall be given at least thirty (30) days prior to the meeting by regular mail or such electronic forms of communication including email as the Board shall determine.

b) Regular Scheduled Meetings. There shall be at least three (3) regularly 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 (20) 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 director upon written request submitted to the Chair. Notice of special meetings shall be delivered by the Secretary to each director at least two weeks in advance of the special meeting by regular mail or electronic forms of communication including email.

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

e) Participation. Any one or more directors 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 any meeting of the Board, the presence in person or by means of telecommunication of one-third (1/3) of the directors 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, or any other actions which may be taken at a meeting of the Board, may be taken without a meeting by unanimous written consent of the directors.

Section 9. Compensation. Directors shall serve without salary. The Board in its discretion may permit reimbursement of expenses incurred for in-person attendance at a meeting of the Board. The Voting Members may approve payments to directors rendering unusual or exceptional services to the Corporation by a majority vote at the Annual Member Meeting.

Section 10. Conflict of Interest. No director may vote on any matter in which he/she or any other entity with which he/she is affiliated has an interest or that would be deemed a conflict of 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 (each an "*Officer*" or collectively, "*Officers*"). The same person may not hold the Office of the Chair, any Vice-Chair or Treasurer.

Section 2. Election and Term of Office. Any person serving as an Officer must be a director. The Board will elect Officers at its annual meeting immediately following the Annual Member Meeting. If the annual meeting of the Board is not held on the same date as the Annual Member Meeting, the election of the Officers shall be held as soon thereafter as conveniently possible, but no later than the next Board meeting for which there is a quorum present. Officers shall be elected each 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 may be removed for cause by a vote of the majority of the Board.

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.

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 directors by a plurality vote of the directors currently serving on the Board.

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 on behalf of the Board between meetings, except that it may not approve any amendment to the Certificate of Incorporation or Bylaws of the Corporation or take any action reserved for the Board or the Members in accordance with this By-law or as prescribed by applicable law. 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 shall serve as members of 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 Board shall appoint the Nominating Committee Chair. The Chair of the Nominating Committee Chair shall select the committee members from Board. The Nominating Committee shall present each Slate to the Voting Members not less than 30 days prior to the Annual Member Meeting. The Chair shall not serve on the Nominating Committee.

Section 3. Finance Committee. The Finance Committee shall oversee the financial management of the Corporation. Any Voting Member that is not a director may serve as nonvoting advisory members on the Finance Committee.

Section 4. Membership Committee. The Membership Committee shall recommend candidates for membership to the Board. The Board shall appoint the Membership Committee Chair. Any Voting Member that is not a director may serve on the Membership Committee.

Section 5. Special Committees. The Board may constitute Special Committees

by a resolution adopted by the majority of the Board at a meeting of the Board at which a quorum is present. The Board shall appoint the chair of such Special Committee. Special Committees may include directors of the Board and Voting Members as advisors whose expertise is deemed desirable in the sole and absolute discretion of the Board. All Special Committees actions must be approved by a vote of the Board.

Section 6. Audit Committee. An Audit Committee shall be established and 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.[1]The 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;
- 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

[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.

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

ARTICLE IX
CONTRACTS, FINANCIAL MATTERS AND GIFTS

Section 1. Contracts. The Board may authorize any Officer or Officers, and/or 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 any action, 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. No person shall be entitled to indemnification under this Article XI as a result of such persons gross negligence, criminal actions or willful misconduct.

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

ARTICLE XII
AMENDMENTS

The Voting 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 Voting Members and two-thirds majority of the directors voting thereat, present in person, virtually or by proxy. .

These Bylaws were reviewed and approved by the membership at the Annual Member Meeting in [_____], NY on [_____]

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.