

BY-LAWS of Daugavas Vanagi Latvian Welfare Association, Inc.

ARTICLE 1. NAME

The name of this Corporation formed under the State of New York Not-For-Profit Laws is Daugavas Vanagi Latvian Welfare Association. Inc., hereinafter referred to as "DVNY."

ARTICLE 2. OFFICES OF THE CORPORATION

The principal office for DVNY is in the County of Bronx, at 115 W. 183rd Street, Bronx, New York 10453.

ARTICLE 3. PURPOSES AND LIMITATIONS

3.01. General Purposes.

The DVNY is a corporation formed under the State of New York Not-For-Profit Corporation Laws for charitable and educational purposes. It is not organized for the private gain of members, directors, officers, or any person. DVNY shall act as an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code and may not devote a substantial part of its activities for the purpose of influencing legislation. DVNY shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. The term "candidate for public office," refers to any candidate in an election for a national, state, or local public office in the United States and in Latvia. Candidate for public office is broadly construed in these by-laws to include current public office holders in the United States and in Latvia. DVNY shall not:

- Make or solicit contributions to or for candidates or political organizations.
- Endorse a candidate or rate the candidates.
- Publish or distribute partisan campaign literature or written statements.
- Have its officers, directors and official representatives speak out about a candidate.
- Use its resources to influence an election.
- Engage in propaganda relating to any candidate for public office.

DVNY will act in a manner to maintain an exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code and will endeavor to regain exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code if it has been suspended or revoked.

3.02. Specific Purposes.

Within the context of the general purposes stated above, DVNY shall collect and disburse funds for charitable and educational purposes to:

- a. Promote, maintain, and foster the preservation of Latvian culture, language, education, and welfare.
- b. Organize, coordinate, and cooperate with other persons and entities interested in furthering the purposes described in subparagraph a. above in a manner not forbidden under applicable laws, the DVNY Charter and By-laws.

ARTICLE 4. MEMBERSHIP AND ANNUAL MEETINGS OF MEMBERS

4.0 ANNUAL MEETING OF MEMBERS

The primary governing body of DVNY is its annual meeting of members. The Meeting of members shall have the authority to elect directors, officers, an audit committee, and conduct other business. An annual meeting of members shall be fixed, noticed, and facilitated by the DVNY board of directors ("Board") and may be accomplished by use of electronic mail. The annual meetings of members may be held at such place and time determined by the board, and the board may, in its sole discretion, determine that meeting of members be held partially or solely by means of video communication.

a. Video Communication.

The meeting may be held in whole or in part by use of video communication, meaning a virtual conversation between 2 or more participants, who can hear, see, and talk to each other in real time via video-enabled devices. If the meeting is to be held by video communication, the notice of meeting must provide notice about how members can gain video access to the meeting.

b. Video Communication Procedures.

Meetings conducted partially or solely by means of video communications in reliance upon this section shall be subject to those guidelines and procedures as the board adopts to reasonably facilitate the meeting. Measures to facilitate the meeting must: (1) verify that each person participating electronically is a member or a proxy of a member; (2) provide each member participating electronically with a reasonable opportunity to participate in the meeting, including voting; (3) maintain a record electronic communication at the meeting, and (4) should video communication fail due to unintentional technological issues, either on the side of the meeting organizers or an attendee, the meeting shall continue without the adversely affected members' participation.

4.01 Membership

a. Personal Qualifications.

Any person 18 years old or older dedicated to the purposes of this corporation shall be eligible for membership upon the approval of the membership application by the board and on timely payment of such dues and fees as the board may fix from time to time. Membership may be denied to those individuals who have knowingly and deliberately worked against the independence of the United States or Latvia; who belong to political organizations banned by the United States (or the sympathizers of such organizations); those individuals who have violated the General Purposes in Section 3.01, and those who through their actions have harmed DVNY's stated goals or its reputation.

b. Territorial Qualifications.

NYDV is intended to serve the interests of members who have established domicile (permanent and primary residence) in the broader New York City metropolitan area. The DVNY Board may accept members it reasonably deems to reside in the broader New York City Metropolitan area.

c. Voting Members.

All members shall have the right to vote if they have been deemed eligible for membership upon the approval of the membership by the board and paid such dues and fees as the board may fix from time to time. Suspended members do not have the right to vote.

4.02. Dues.

Each member must pay, within the time and on the conditions set by the board, the dues in amounts to be fixed from time to time by the board. The dues shall be equal for all members. The members may select payment options between paying dues annually or obtain "lifetime" nonrefundable memberships in an amount set by the board. Non-payment of dues will automatically disqualify a member from membership. A member that has been disqualified for non-payment of dues need not pay dues for the years the member chose not to be a member. Payment of the current year's dues can be made to once again become a dues-paying member.

4.03. Termination and Suspension of Membership for Cause.

a. Causes of Termination.

Based upon a good faith determination by the Board, a member may be suspended or expelled on occurrence of any of the following events:

- (1). Failure of the member to adhere to the General Purposes in these by-laws.
- (2). Materially failing to comply with the DVNY by-laws.
- (3). Materially harming the reputation of DVNY.

c. Procedure for Suspension or Expulsion.

If grounds appear to exist for suspension or expulsion of a member under this section, the following procedure shall be followed:

- (1) Either a 2/3 (two-thirds) vote by the Board or at least 10% of the membership must propose suspension or expulsion stating the reasons for the proposed action.
- (2). The member shall be given at least 15 days' prior written notice of the proposed expulsion or suspension, including the reasons for the proposed action. Notice shall be given by any method reasonably calculated to provide actual notice.
- (3). The member shall be given an opportunity to be heard before the Board decides on the proposed expulsion or suspension. The Board's decision, again by 2/3 (two-thirds) majority, shall be final. No appeal process is provided for in these by-laws.

d. Procedure for Reinstatement of a suspended member

A suspended or expelled individual may be reinstated by the Board via a 2/3 (two-thirds) vote, or a majority vote of members at the annual Meeting of members.

e. A suspended member may also be reinstated by the audit committee upon receipt from the suspended member written evidence that the member has removed or corrected all causes for his/her suspension. The Board must be notified by the audit committee that a member is seeking reinstatement because he/she has removed or corrected all causes for his/her suspension. The audit committee shall report to the Board its decision on the member's request for reinstatement, and if reinstated, stating what remedial action the member has taken.

4.04. Notice Requirements for Annual Meeting of Members

a. Notice Requirements.

A written notice of the annual meeting of members ("Meeting") shall be given at least 30 days before the meeting by any method reasonably calculated to provide actual notice, including by electronic mail.

b. Record Date.

For purposes of determining the members entitled to notice of any meeting and entitled to vote at any meeting, the board may fix a record date. The record date so fixed shall be no less than 7 days before the date of the meeting. In its sole discretion, the Board may agree to accept members entitled to vote at any time before the start of the meeting.

c. Waiver of Notice

A member's attendance at a meeting shall constitute a waiver of notice of the meeting.

d. Attendance annuls Proxy Voting

A member's attendance at a meeting shall constitute an annulment of a proxy previously given to another member.

4.05 Presiding over a meeting of members.

The President of DVNY shall commence the meeting by facilitating election of a president, vice-president, secretary to preside over the meeting and at least two voting inspectors to count votes. At the direction of the President, the secretary, Director of Membership or other officer shall first provide a list of members of record entitled to vote at the meeting, which must include any members the Board has allowed after the record date but before the start of the meeting. The secretary's report must include members voting by proxy identifying who at the meeting will be voting on the member's behalf. The members authorized to vote at the meeting must first elect at least two voting inspectors to count votes. The members with the assistance of the voting inspectors shall then elect a president, vice-president, and secretary to preside over the meeting.

4.05. Quorum and Voting.

a. Quorum and Loss of Quorum.

Any excess of fifty (50%) percent of the voting membership shall constitute a quorum for the transaction of business at any meeting. A meeting commenced at which a quorum is present may continue to transact business until adjournment, even if members have withdrawn from the meeting to leave less than a quorum.

b. Majority Votes

All votes at the meeting and at a special meeting shall occur by majority vote unless otherwise provided in these by-laws.

c. Reporting at the Meeting

The president and treasurer shall report at each annual meeting of members, and other officers may report on their activities on behalf of DVNY since the last annual meeting of members.

4.06. Special meetings of the members

A special meetings of the members ("special meeting") may be called by the Board or may be convened by the members entitled to cast ten per cent of the total number of votes entitled to be cast at such meeting, who in writing, demand the call of a special meeting specifying the date and time thereof, which shall not be less than two nor more than three months from the date of such written demand. The secretary of DVNY upon receiving the written demand from at least 10% of members shall promptly give notice of such meeting, and if the secretary fails to do so within five business days thereafter, any member signing such demand may give such notice.

The special meeting should occur at the office of DVNY unless at least ten (10) days' notice in writing has been given of a different place to hold the meeting. A majority of the members may request that the special meeting occur partially or wholly by video communication, which would be facilitated by the Board in compliance with 4.0. a. and b.

ARTICLE 5. Board of Directors

5.0. Election and Number of Directors.

Directors shall be elected at a meeting of members. Any member present at the meeting may place a name or names in nomination. A Director may also be allowed to serve as an Officer of NYDV. The meeting of members shall determine the number of Directors but shall elect at least four (4) Directors that serve as the ex officio officers in the positions of president, vice-president, treasurer, and secretary. The meeting of members determines the number of directors to be elected but no more than nine (9). A Director will be elected to a one-year term unless 2/3 of the members at the meeting determine that a two-year term should be served.

5.01. Powers.

NYDV shall be managed by its board of directors, subject to the provisions and limitations of the New York Not-For-Profit Corporation Laws and any other applicable laws and subject to the Charter and by-laws.

5.02 Meeting of the Board.

The elected members shall hold a board meeting for the purposes of managing the business of DVNY. Regular meetings should be held monthly but should be held no less than four (4) times annually. Meetings should be called by the Chairman of the Board.

5.03 Notice of Meeting

The Chairman of the Board shall set the date, time, and place of the meeting. The Chairman, or secretary at the direction of the chairman, should provide at least three (3) days' notice prior to a regularly scheduled meeting unless the date of the meeting has been agreed to by the board in advance.

5.04 Special Meeting of Board

If a matter requires immediate attention outside of any date set for a regular meeting of the Board, the Chairman shall have authority to call a special meeting of the board upon short notice. The special meeting may be called by electronic mail.

5.04 Video Communication

The Chairman shall be entitled to hold any meeting by video communication.

5.05 Quorum and Voting

A majority of the directors at a meeting shall constitute a quorum for the transaction of business. Voting shall be by majority vote unless otherwise provided in these by-laws. For a special meeting of the board called by the chairman, voting may occur by electronic mail or by polling Directors during a video communication.

5.06. Resignations, Filling Vacancies.

Any director may resign by giving written notice to the chairman of the board or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time. Vacancies on the board may be filled by a majority vote of the directors then in office.

5.07. Compensation and Reimbursement.

Directors and members of committees shall serve without compensation. They may be entitled to such reimbursement of properly substantiated expenses as the board may determine to be just and reasonable.

ARTICLE 6. OFFICERS

6.01. Officers of the Corporation.

The annual meeting of members shall elect at least four officers, a President, vice-president, secretary, and treasurer. Officers shall be ex-officio members of the board.

a. President.

The President shall be the chief executive officer of DVNY and the Chairman of the Board and exercise the powers and duties of chairman and president as allowed by the New York State Not-for-Profit Corporation Laws, these by-laws, and duties assigned from time to time by a majority vote of the Board or a meeting of members. The Chairman/President shall preside at meetings of the Board and Officers.

b. Vice-President.

A Vice-president of DVNY performs duties assigned by the president and by the Board or meeting of members. If the President is absent, the vice president may preside at meetings. If the President resigns, the vice-president shall become president of DVNY until the next meeting of members.

c. Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, books and accounts of the corporation, using generally accepted accounting principles. The Treasurer shall send or cause to be distributed to the members and directors such financial statements and reports as are required to be given by law, these by-laws, by the board or meeting of members. The books of accounts shall be open for inspections by the audit committee. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of DVNY with such depositories as the board may designate and shall disburse funds as the board may order.

At the annual meeting of members, the Treasurer will provide an annual report showing income and disbursements, and a balance sheet for DVNY. With the participation of the Board, the Treasurer may prepare a projected budget for the following year to present to the meeting of members. The meeting of members shall have the final authority to approve a projected budget.

d. Secretary

The secretary shall keep or cause to be kept at such place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board.

ARTICLE 7. AUDIT COMMITTEE

The meeting of members shall elect an audit committee consisting of three (3) members. They shall oversee the accounting and financial reporting processes of the corporation and the audit of the corporation's financial statements. Audit committee members shall be independent of the directors. At each annual meeting of members, the audit committee shall provide a report. The audit committee shall elect a chairman, who represents the audit committee. If an auditor resigns, the remaining auditors may elect a replacement.

ARTICLE 9. Conflict of Interest Policy

The Board shall adopt and administer a conflict-of-interest policy. The policy should be amended from time to time to ensure it is in compliance with tax exemption under Internal Revenue Code Section 501(c)(3) and the laws of New York.

ARTICLE 8. GENERAL PROVISIONS

7.01. Records and Reports.

The corporation shall keep a record of the members, financial books and records, written minutes of the proceedings of its meetings of members and board meetings.

7.02. Inspection Rights.

The audit committee shall have access to all books and records of the corporation. All published reports shall be open and accessible to the membership and board of directors. Upon request and upon payment of any fees for reproduction of same, the by-laws shall be furnished to each member who requests same.

7.03 Supermajority vote

A two-thirds majority vote of members shall be required for:

- A. Amendment of by-laws
- B. Sale of all or substantially all of the assets of DVNY
- C. Dissolution of DVNY.

7.04. Amendment of By-laws.

An attachment to the by-laws should show the last date that the by-laws were amended and may show prior dates when the by-laws were amended.