

**BYLAWS
OF
THE SERBIAN UNITY CONGRESS**

as of August __, 2008

ARTICLE I

BUSINESS OF THE CORPORATION

SECTION 1. Purpose. The Serbian Unity Congress , is a not-for-profit corporation (the “Corporation”) operated under the Nebraska Nonprofit Corporation Act exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C.) (the “Code”), as now enacted or as may hereafter be amended or succeeded by a new provision. The Corporation also has elect treatment under section 501(h) of the Code.

SECTION 2. Powers. In carrying out its corporate purposes, the Corporation shall possess and may exercise all powers provided or allowed by the Nebraska Nonprofit Corporation Act as now enacted or as may hereafter be amended or succeeded by a new provision.

ARTICLE II

PARTICIPANTS

SECTION 1. The Corporation shall have no members.

SECTION 2. There are three (3) categories of participation in the Corporation as follows:

- a. Board of Trustees. The participants known as the Board of Trustees (“Trustees”) shall consist of (A) individuals who commit to contribute and actually contribute for a minimum of two (2) years not less than an amount set, from time to time, by the Trustees for this category of membership; or (B) individuals who through their profession, civic, scientific, or charitable works have enhanced or contributed to the goals sought to be achieved by the Corporation. Membership in this group is drawn from individuals nominated by a member of the Board of Directors (“Board”) or an existing Trustee and approved by a majority of the Board. Once approved by a majority of the Board, an individual will become a Trustee after notice to the Board of Trustees unless a majority of the Board of Trustees opposes in writing the appointment of such individual to the Board of Trustees within ten business days of receiving such notice. Trustees shall serve two year terms whereupon they will cease to be Trustees unless reappointed to the Board of Trustees as set forth above. The Trustees shall also advise the Board in setting long-term strategy for the Corporation

and will review the annual plan and budget as proposed by the Board of Directors. Further, the Trustees may disband the Board of Directors by a two-thirds (2/3) affirmative vote, in which case the Trustees would assume day-to-day operations pending a call for a new election of Directors and Officers. The Trustees shall elect from among themselves a Steering Committee of a size to be determined by the Trustees, which Committee shall act as the liaison between the Trustees and the Board.

- b. Patrons shall be (1) individuals who contribute no less than \$500 per year or such other amount as determined by resolution of the Board of Directors or (2) persons who are not Trustees but whom either the Board or Directors or the Board of Trustees determines by majority vote are individuals who have contributed significant amounts of their time, effort and talent to the Corporation and its mission and should be honored and recognized by the Corporation, even though they do not wish to become or do not qualify to become Trustees of the Corporation. Patrons shall have the voting power specified below.
- c. Supporters shall be individuals who contribute no less than \$100 per year or such other amount as may be determined by a resolution of the Board and who are approved by a majority of the Board of Directors to become voting participants of the organization. Generally, active members who are involved in the Corporations projects through their Serbian Unity Congress Chapters (per Article V below) and meet the financial contribution requirement shall be approved to become Supporters of the Corporation entitled to vote. All Members of the former International Advisory Board shall become Supporters for life upon adoption of these By-laws without any further action by the Board.

SECTION 3. Rights and Liabilities. Trustees, Patrons and Supporters shall have no rights or powers, other than as provided in these Bylaws or as may from time to time be granted by the Board. Trustees, Patrons, Supporters or Members of the Board shall have no liability by reason of their membership for the debts, liabilities or obligations of the Corporation.

SECTION 4. Voting Rights. Only individuals who have been appointed as Trustees, Patrons or Supporters for at least 30 days prior to any annual or special meeting shall be entitled to vote at such meeting, including for the election of the Board of Directors. Trustees, Patrons and Supporters shall have the following voting rights for corporate action, including to elect Members to the Board of Directors and /or to pass resolutions. These rights may be exercised as follows:

- a. Each member for the Board of Trustees shall have ten (10) votes to be exercised either in person or by a properly executed and submitted proxy.
- b. Each Patron shall have five (5) votes to be exercised either in person or by a properly executed and submitted proxy.
- c. Each ten (10) Supporters may elect and send in person one (1) delegate representing one (1) vote to any annual or special meeting, including the Annual Convention. Each delegate represents one vote.

Members of the Board of Directors may also participate in the corporation as Trustees, Patrons or Supporters, and shall have all the voting rights of Trustees, Patrons or Supporters, depending upon their level of participation.

SECTION 5. Quorum. A quorum of any special or annual meeting of the Congress shall consist of 25% of the Trustees, 25 % of Patrons and 10% of Supporters. If a quorum of 25% of the Trustees, Patrons and Supporters is not attained, a quorum of 25% of the Trustees shall be sufficient to act, but in such case only the Trustees may vote on any matter being proposed for vote at such annual or special meeting.

SECTION 6. Removal. Any Trustee may be removed as Trustee by an affirmative majority vote of the Trustees for cause or for violation of the Corporations Code of Conduct. Any Patron or Supporter may be removed from participation in the Corporation for cause or for violation of the Code of Conduct by a vote of the majority of the Board of Directors.

ARTICLE III

MEETINGS OF THE CONGRESS

SECTION 1. Annual Meetings. The annual meeting or (also known as a “Convention”) of the Congress shall be held at such time during the calendar year and at such place within or outside the State of Nebraska as the Board shall designate. The annual meeting shall be held approximately twelve (12) months after the prior year’s annual meeting; however, the Board, in consultation with the Steering Committee of the Trustees may set a new schedule for the time of the annual meeting. The annual meetings shall be moderated by the President of the Corporation.

SECTION 2. Notice. Trustees, Patrons and Supporters shall be given reasonable notice of the time, date and location of any annual or special meeting of the Corporation.

SECTION 3. Special Meetings. By a two-thirds vote, the Board or the Trustees may call for a special meeting of the Corporation at anytime and upon giving the Trustees, Patrons and the Supporters ten business day’s (10) written notice.

SECTION 4. Resolutions. Any member of the Board, Trustee, Patron, or Supporter may propose a resolution to the Corporation regarding any material policies or objectives of the Corporation, amendments to the Articles of Incorporation or the Bylaws, or other material matters pertinent to the governance or operation of the Corporation. Any such resolutions shall be considered adopted if approved by a majority of quorum at any annual or special meeting of the Corporation. Resolutions must be submitted for review thirty (30) working days prior to the annual convention; however, the Board of Directors may waive this requirement for good cause. A Resolutions Committee appointed by the then incumbent Board of Directors shall determine whether the resolution is “material” and its determination shall be final. Does this mean that we have to present every resolution that has been

submitted. Do we not have some discretion that allows us to select and not waste people's time with idiotic ones?

SECTION 5. Projects. Any Director, Trustee, Patron or Supporter or group thereof may suggest a project or projects for the Corporation to undertake or sponsor. Each project proposal should be submitted in writing using the SUC Project Proposal Form to include a budget and work plan and timeline for the project. The Board shall approve projects after review and discussion. Use of SUC resources for the implementation of the project will be allocated to the cost of the project as assessed by the Board

ARTICLE IV

DIRECTORS AND OFFICERS

SECTION 1. Board of Directors. The business and affairs of the Corporation shall be managed by its Board, whose number shall be fixed from time to time exclusively by the Board by amendment to these Bylaws and said number is now fixed at ten (10), which number includes the two (2) immediate past presidents. In the event that one of the two (2) immediate past presidents is unwilling or unable to serve on the Board, the third (3rd) immediate past president shall be a member of the Board. In the event that the other of the two (2) immediate past presidents and/or the 3rd immediate past president is unwilling or unable to serve on the Board, the President may declare the affected seat(s) vacant and may fill them as provided by Article IV, Section 6. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the business and affairs of the Corporation as the Board may deem proper, not inconsistent with the laws of the State of Nebraska, the Articles of Incorporation, and these Bylaws. In the conduct of its affairs and the affairs of the Corporation, the Board shall be guided and bound by any and all applicable resolutions and programs adopted by the Congress.

SECTION 2. Elected and Appointed Officers. The elected officers of the Corporation shall be a President, Secretary, and Treasurer. The Board of Directors may appoint from among its number such other officers as it deems proper and in the best interests of the Corporation. Any two offices may be held by the same person, except that the President may not serve concurrently as a Vice President or Treasurer. Each elected officer shall also serve as a director of the Corporation and a member of the Board. Each Director and elected officer shall serve for one (1) year and until their successors are elected and qualified. The Board may also appoint an unlimited number of Vice Presidents, assistant Vice Presidents and other assistant officers who are not members of the Board. The Board may appoint such other officers or employees of the Corporation as may be necessary or desirable. Such officers and employees shall serve at the pleasure of the Board.

SECTION 3. Board Meetings. Meetings of the Board may be called by the President or any four (4) directors. Directors shall be given reasonable notice of any Board meeting, but such notice need not state the purpose of the meeting. Any director may waive notice in a writing signed by such director either before or after the meeting. Attendance at a meeting without protest as to a lack of notice shall constitute waiver of notice. A director who is absent

without excuse for more than four (4) consecutive meetings or who attends fewer than fifty per cent (50%) of all meetings in any four (4) month period shall be deemed to have resigned from the Board, and his or her seat may be filled under the procedures set forth in Section 6 of this Article IV. What constitutes being absent without excuse shall be determined in good faith by the President after consultation with the Board.

SECTION 4. Quorum. A majority of the number of directors fixed by these Bylaws constitutes a quorum for the transaction of business at any meeting of the Board; provided, however, that if less than a quorum of directors is present at such meeting, a majority of the directors present may adjourn the meeting from time to time. Except as otherwise provided by the Articles of Incorporation, these Bylaws, or applicable laws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.

SECTION 5. Action without a meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all the directors. Such consent shall have the same force and effect as a unanimous vote

SECTION 6. Vacancies. Any vacancies occurring in the Board for any reason, including an increase in the number of directors as specified in SECTION 1, Article IV, or vacancies as to elected officers, may be filled by action of the President with the consent of the Board. A vote of a majority of the quorum at a duly noticed meeting shall constitute consent of the Board.

SECTION 7. Resignation and Removal. Any director may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of such director shall take effect at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective. Except as set forth in this Article IV, Section 3, any director may be removed by a vote of two-thirds (2/3) of the directors then in office for any reason including failure to abide by or carry out any resolution passed by the Congress or for violation of the Corporations Code of Conduct or failure to perform duties. Further, the Trustees may disband the Board of Directors by a two-thirds (2/3) affirmative vote, in which case the Trustees would assume day-to-day operations pending a call for a new election of Directors and Officers.

SECTION 8. Compensation. At the discretion of the Board, directors may be paid their expenses, if any, for attendance at each meeting of the Board or in connection with other duties performed for or on behalf of the Corporation. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor.

SECTION 9. Committees. From time to time the Board may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Each year the Board, after consultation with the Board of Trustees and for the purposes of orderly carrying elections at annual convention, shall appoint two (2)

committees: (i) a Nominating Committee of not less than two (2) nor more than five (5) persons, who must fit within membership categories (a), (b) and/or (c) of Article II, Section 4, which Committee shall nominate a slate of Directors and elected Officers for the approval of the voting membership at the annual convention; and (ii) a Credentials Committee which shall accredit delegates to the convention, which Committee shall have at least three (3) members, including its chairperson, and shall verify and accredit all proxy appointments.

SECTION 10. Duties and Salaries. The Board shall, from time to time in its discretion, designate and prescribe the scope of authority and duties for elected and appointed officers or employees or independent contractors. Salaries of elected and appointed officers, employees or independent contractors shall be fixed from time to time by the Board, and the Board may determine to pay any such person no salary. No officer shall be prevented from receiving his or her salary by reason of the fact that he or she is also a director of the Corporation.

ARTICLE V

CHAPTERS

SECTION 1. Formation of Chapters. Any ten (10) or more Supporters, Patrons and/or Trustees residing in the United States may form a chapter in any geographic area upon application to and approval by a majority of the Board of Directors (the “Board”). The Board shall accredit each Chapter and shall review accreditation on a periodic basis. A Chapter shall consist of only those Trustees, Patrons and Supporters who voluntarily elect to be Chapter members and who are accredited as a Chapter by the Board of Directors.

SECTION 2. Formation of Branches. Any ten (10) or more Supporters, Patrons and/or Trustees residing outside the United States may form a branch or such other body as may be permitted by the law of their countries of residence upon application to and approval by the Board. The Board shall accredit each branch and shall review accreditation on a periodic basis. A group of chapters within a country outside the United States shall be a termed a “Branch of the Corporation”.

SECTION 3. Purpose. The purpose of Chapters and Branches shall be (i) to raise funds for the corporation and its projects; (ii) with the prior approval of the Board of Directors or the President, to represent the corporation in public engagements; and (iii) to carry on and execute the programs of the Corporation as adopted by the Board of Directors and approved by the Board of Trustees. Chapters may propose projects of their own in accordance with Article III, Section 5.

SECTION 4. Chapter Officers. Each Chapter or Branch shall nominate officers to carry on its business in accordance with the Standard Operating Procedures for Chapters and Branches adopted by the Board of Directors. The Board of Directors shall approve all nominations and appoint all officers of Chapters and Branches by resolution adopted by a majority of the Board. Any Chapter or Branch Officer may be removed by a majority vote of its members or by a majority vote of the Board of Directors for any reason, including in action, loss of

membership or failure to operate in conformity with the Standard Operating Procedures for Chapters and Branches or the Corporation's Code of Conduct.

SECTION 5. Conduct of Affairs. Each Chapter and Branch shall conduct its business in accordance with such rules and regulations for the conduct of its meetings and the management of its business and affairs as adopted by a resolution of the Board of Directors for the conduct of Chapters and Branches ("Standard Operating Procedures for Chapters and Branches") and not inconsistent with applicable law, the Articles of Incorporation and these Bylaws. The Board shall have authority to override or nullify any rule, regulation or action of a chapter, or to terminate the existence of a Chapter at any time. No Chapter or Chapter member may incur any indebtedness, enter into any contracts or otherwise incur any liabilities on behalf of the Corporation. Such actions are the sole and exclusive purview of the officers and Board of the Corporation as specified in Article VI of these By-laws.

SECTION 6. Dissolution. Any Chapter or Branch may be dissolved by a majority vote of its members or by the a majority vote of the Board of Directors for any reason, including in action, loss of membership or failure to operate in conformity with the Standard Operating Procedures for Chapters and Branches or the Corporations Code of Conduct. If the existence of a Chapter is terminated, then that Chapter and any of its members must immediately cease representing itself and themselves as affiliated with the Corporation.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, DEPOSITS & USE OF NAME

SECTION 1. Contracts. Contracts up to \$10,000 entered into in the ordinary course of business may be signed by the President of the Corporation. Contracts above \$10,000 must be approved by a majority of the Board. The Board may authorize by resolution any officer or officers to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, but such authority shall be confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority must be confined to specific instances and for designated purposes. No loans shall be made by the Corporation to any director or officer of the Corporation or to any entity in which they may have an interest.

SECTION 3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers, director or directors of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of any such resolution, such instrument shall be signed by the President or by the Treasurer of the Corporation.

SECTION 4. Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies,

or other depositories as the Board may select. Deposits may be earmarked for special projects or purposes.

SECTION 5. Grants and Awards. No grant, award or expenditure can be made to satisfy the obligation or pledge of a director or other third party.

SECTION 6. Use of Name. The name of the Corporation or of its projects and special funds are the sole property of the Corporation. No third party, Branch or Chapter may appropriate or use the name "Serbian Unity Congress" or the name of any of project or fund of the Serbian Unity Congress or claim affiliation with the Serbian Unity Congress without the written permission of the Board.

ARTICLE VII

INDEMNIFICATION OF DIRECTORS AND OFFICERS

SECTION 1. Indemnification. The Corporation shall, to the maximum extent permitted by the Nebraska Nonprofit Corporation Act, indemnify each of its Agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceedings arising by reason of the fact that any such person is or was an Agent of the Corporation. For purposes of this Article, an "Agent" of the Corporation includes any person who is or was a director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or other agent of any other corporation, partnership, joint venture, trust or other enterprise.

SECTION 2. Insurance. Except as prohibited by applicable law, the Corporation may purchase and maintain insurance on behalf of any person who is or was an Agent of the Corporation against any liability asserted against and incurred by such person in the capacity of an Agent of the Corporation or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability.

ARTICLE VIII

MISCELLANEOUS

SECTION 1. Reliance on Records and Reports. Each director, officer, or member of any committee designated by, or by authority of, the Board shall, in the performance of his or her duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation, or any of its subsidiaries, or upon reports made to the Corporation, or any of its subsidiaries, by any official of the Corporation or of a subsidiary, or by an independent certified public accountant or by an appraiser selected with reasonable care by the Board or by any such committee.

SECTION 2. Amendments. The Board may, or shall if the same is directed by resolution of the Congress, amend the Articles of Incorporation or these Bylaws at any time. An

amendment to the Articles of Incorporation or the Bylaws shall require an affirmative vote of the majority of the Board.

SECTION 3. Fiscal Year. The Corporation's fiscal year shall coincide with the calendar year.

SECTION 4. Rules of Order. Except as otherwise provided by the Articles of Incorporation, these Bylaws or applicable law, all meetings of the Trustees, Patrons, Supporters, any Chapters, the Congress, the Board and any committees of the Board shall be governed by the most recently revised version of Robert's Rules of Order.

SECTION 5. Official Language. The official language at all meetings and documents of the Congress, the Board and any committees of the Board shall be English. Remarks may be made orally or in writing in Serbian and may be translated into English to the extent such translation is practicable. However, the English language version of any documents shall be the controlling version.

SECTION 6. Notice. Any notice required or permitted to be given under the Articles of Incorporation or these Bylaws, unless otherwise specified, shall be sufficient if it is mailed by first class, registered or certified United States mail, postage paid, to the most current address of the person appearing on the books of the Corporation, including e-mail address.

Adopted on _____

By _____