

**LANGERON CHARITIES, Inc**  
**04.05.09**  
**BYLAWS**

**A MICHIGAN NONPROFIT PUBLIC BENEFIT CORPORATIONS**

Pursuant to the provisions of its Articles of Corporations and the Michigan Nonprofit Corporations Act 162, its directors adopted Public Acts of 1982, and U.S. 501(c) (3) of Corporations Law these initial Bylaws of the Langeron Charities, a Michigan nonprofit public benefit Corporations, on April 5, 2009.

**ARTICLE I.**  
**CONSTRUCTION, APPLICATIONS AND DEFINITIONS.**

*General.* Langeron Charities is a Michigan nonprofit public benefit Corporations, and excepting where otherwise required by law, context or the special needs and requirements of an organization, the general provisions, construction, applications and definitions of the Michigan Nonprofit Corporations Act 162, Public Acts of 1982 (hereinafter the "Act"), and U.S. 501(c)(3) of Corporations Law shall govern the construction, applications and definitions of these Bylaws. The organization will be referred to as the "Corporations" here within the bylaws. The Corporations is independent and substantive in the choice of forms and methods in which it functions.

**ARTICLE II.**  
**THE PURPOSES.**

The purposes for which the Corporations is organized are charitable, recreational activities for housing and clothing needs purposes within the meaning of Section 501(3)(c) of the United States Internal Revenue Code of 1986, as amended, (hereinafter, the "IRC") and not for pecuniary profit or financial gain.

Further, the purposes of the corporation are:

- a) Recreational activities of a Langeron Charities.
- b) All events for generating funds, focus around different types of recreational activates which might require local permits, but all events for generating funds are be allocated for charitable purposes, including but not limited to childhood, housing and clotting needs.
- c) Schedule and handle charitable fund raising events for funds to be used for the benefits of the community.
- d) To be a part of the community that welcomes people of all backgrounds.
- e) To represent the interests of Langeron Charities funds needs in government and public organizations.

**ARTICLE III.**  
**ORGANIZATION.**

**Section 3.1.** The Langeron Charities is organized on a Non-stock, a Directorship basis.

**Section 3.2.** The Langeron Charities is to be financed under the following general plan:

- Contributions by way of grants from individuals and organizations;
- Receipts of tuition;
- Receipts from the performance of services;
- Income from the investments of its funds and sale of securities; and
- Other sources which may be available.

The Langeron Charities will contact with other business people in the U.S. for future contributions. The Langeron Charities will maintain a conservative financial strategy, based on developing capital for future growth.

## ARTICLE IV. OFFICES.

**Section 4.1. *Registered Office.*** The registered office of Langeron Charities shall be the address of its Michigan Resident Agent. The registered Office of the Corporations is 2781 Dearborn, Rochester Hills, MI 48304 as provided in the Articles of Corporations. The Corporations may also have offices at such other places within or without this state as the Board of Directors may from time to time determine or the business of the corporation may require.

**Section 4.2. *Other Offices.*** The Corporations may also have offices at such other places, within or outside the State of Michigan, as the Board of Directors may from time to time determine or the business of the corporation may require.

**Section 4.3. *Virtual Office.*** The virtual office of Langeron Charities shall be its Internet domain, Langeron Charities.ORG

## Article V Board of Directors

**Section 5.1. *Powers.*** The affairs and property of the Corporations shall be managed by a Board of Directors (hereafter Board) consisting of 10 to 15 directors, as determined from time to time by the Board, serving three-year overlapping terms. Subject to any limits in the Articles of Corporations and these bylaws, the Board may exercise all powers of the corporation, including but not limited to those provided under Section 261(1) of 1982 Public Act 162, the Michigan Nonprofit Corporation Act, as amended (MCL 450.2261(1)).

**Section 5.2. *Appointment and Terms.*** The incorporators shall serve as an Interim Board, whose duty is to exercise the powers of the Board and to select persons (who may include themselves) to serve as directors. When the directors have taken office, the Interim Board shall cease to exist. Of the directors first selected, approximately one-third shall be designated as having three-year terms, one-third as having two-year terms, and one-third as having one-year terms. As these first terms end, the remaining directors (without the participation of the directors whose terms are ending) shall select the same person or a successor to serve a three-year term. Directors shall serve until the annual meeting held in the year in which their terms end and until their successors take office.

**Section 5.3. *Removal and Replacement.*** By majority vote, the Board may declare vacant the position of a director who has been absent without reasonable cause from three consecutive meetings, after giving the director at least 10 days written notice of its intent to do so. A director may be removed from office for any other cause or without cause by a two-thirds vote of the remaining directors then in office, provided the Board has given the director written notice of the intent to remove at least 10 days before the meeting at which removal is voted upon. If a position is vacated by death, resignation, removal, or inability to serve, a successor director shall be selected by a majority of the remaining directors, even if less than a quorum, and shall serve until the end of the term of the person replaced.

**Section 5.4. *Meetings.*** The Board shall hold an annual meeting, at a time and place it determines, at which directors shall be selected and a financial report for the preceding fiscal year shall be presented. It shall also hold additional regular meetings each year, at times and places it determines. Each director shall receive notice at least 10 days before each annual and regular meeting of the time, place, and proposed agenda.

A special meeting shall be held on the call of the President or any three directors, with not less than 3 days advance notice to each director of

the time, place, and purpose; a special meeting shall act only on matters included in the notice. A decision may be made in a meeting in which some or all directors participate by a conference telephone or similar communications equipment by which all persons participating in- the meeting may hear each other, provided that all participants are advised of the use of communications equipment and the names of the participants in the conference are divulged to all participants; such participation constitutes presence in person at the meeting. In addition, any action required to be taken at a meeting of the Board may be taken without a meeting if a written consent stating the action is signed by all directors entitled to vote."

**Section 5.5. Conduct of Meetings.** Except as otherwise provided in the Articles of Corporations or these bylaws, all decisions of the Board shall be made at a meeting attended by a quorum. A quorum shall consist of a majority of the directors then in office. No director may cast a vote by proxy. Meetings may be conducted informally, but unless otherwise provided in these bylaws, any procedural disputes shall be resolved by reference to the current edition of Robert's Rules of Order.

**Section 5.6. Committees.** The Board may create such committees as it requires and may delegate to them any of its powers, subject to the Board's power to review and revise committee decisions. Unless otherwise determined by the Board, the President may appoint the members and designate the chairperson of each committee,

**Section 5.7. Resignation.** Any director may resign at any time by providing written notice to the Corporation. The resignation will be effective on receipt of the notice or at a later time designated in the notice. A successor shall be appointed as provided in the bylaws.

**Section 5.8. Meeting by Telephone or Similar Equipment.** A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

**Section 5.9. Quorum.** A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

**Section 5.10. Voting.** Each qualified director is entitled to one (1) vote on each matter submitted to a vote. A vote may be cast either orally or in writing, unless otherwise provided in these Bylaws.

## **ARTICLE VI. Officers and Executive Committee**

**Section 6.1. Offices.** At the annual meeting or as soon thereafter as practicable, and at any other time when necessary to fill a vacancy, the officers of the organization shall be selected by the Board from among its members for terms of one year or until their successors take office. They shall consist of a President, a Vice President, a Secretary, and a Treasurer.

**Section 6.2. Duties.** The officers shall perform the duties normally associated with their offices except as otherwise provided in these bylaws and shall perform such additional duties as are determined by the

Board. The President shall issue public statements as agreed upon by the Board and shall preside at all meetings of the Board. If the President is unable to preside, the Vice President shall preside, and if the Vice President is unable to preside, those present shall select a person to preside. During any period of absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President. The Secretary shall create minutes of all meetings of the Board and Executive Committee, shall maintain accurate and current copies of the articles of corporations and bylaws, and shall issue timely notices of all Board and Executive Committee meetings, or shall assure that other persons do these things. The Treasurer shall manage all funds pursuant to policies adopted by the Board and as provided in Article IV.

**Section 6.3. Removal and Replacement of Officers.** An officer may be removed from office for any cause or without cause by a two-thirds vote of the directors then in office, provided the Board has given the officer written notice of the intent to remove at least 10 days before the meeting at which removal is voted upon. If an office is vacated by death, resignation, removal, or inability to serve, a successor officer shall be selected by a majority of the Board, and shall serve until the end of the term of the officer replaced.

**Section 6.4. Executive Committee.** The officers shall constitute an Executive Committee which may exercise any powers of the Board between meetings of the Board, unless, otherwise provided by law or in the Articles of Corporations or these bylaws or a resolution of the Board, except that the Executive Committee cannot amend the Articles of Corporations *or* these bylaws, cannot approve a merger or dissolution of the organization, cannot reverse a decision previously made by the Board, and cannot select or remove a director, officer, or the Executive Director. Except as otherwise provided in these bylaws, all decisions of the Executive Committee shall be made at a meeting attended by a quorum consisting of a majority of its members. A decision may be made in a meeting in which some or all Executive Committee members participate by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other, provided that all participants are advised of the use of communications equipment and the names of the participants in the conference are divulged to all participants; such participation constitutes presence in person at the meeting. In addition, action may be taken without a meeting if all Executive Committee members sign a written consent stating the action. No Executive Committee member may cast a vote by proxy.

## **Article VII Conflict of Interest**

**Section 7.1. Disclosure.** Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee of the Board for authorization, approval, or ratification shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on the contract or transaction. This disclosure shall include any relevant and material facts known to the director, officer, or key employee about the contract or transaction that might reasonably be construed to be adverse to the corporation's interest.

**Section 7.2. Voting.** No director shall vote on any contract or transaction that has a direct bearing on services to be provided by that director, or by any organization the director represents or in which the director has an ownership interest or is otherwise interested or affiliated, that would directly or indirectly financially benefit the director. All such services will be fully disclosed or known to the Board members present at the meeting at which the contract or transaction is authorized.

## **Article VIII Finance**

**Section 8.1. Acceptance of Funds.** Gifts, grants, donations, bequests, and other funds and property may be accepted from any source in conformity with policies adopted by the Board.

**Section 8.2. Depository Accounts.** All funds of the organization shall be placed in such depository or investment accounts as the Board may designate. Checks must be signed by two persons authorized as signers by the Board.

**Section 8.3. Management of Funds.** The Treasurer shall be the principal custodian *of* all funds, shall see that accurate books *of* account are maintained, shall ensure compliance with government tax, reporting, and other requirements, and shall provide the Board with financial reports and statements as needed. All financial records shall be open to inspection by any director at reasonable times and places.

**Section 8.4. Payments to Directors and Officers.** There shall be no compensation for serving as an officer or director, but officers and directors may be compensated for other services to the organization and reimbursed for expenses incurred on its behalf.

**Section 8.5. Fiscal year.** The financial records and reports of the organization shall be based on a fiscal year ending December 31,

## **Article IX Staff**

**Section 9.1. Employment of Executive Director.** An Executive Director may be employed by the Board as the organization's chief executive officer on terms agreed between the Board and the Executive Director. Unless otherwise provided in a written agreement, the Executive Director shall serve until he or she shall resign, be unable to serve, or be removed by vote of the Board.

**Section 9.2. Duties and Powers of Executive Director.** Within policies determined by the Board, the Executive Director shall have responsibility and power to carry out or delegate day-to-day operations, which include but are not limited to the following: (a) financial operations, including preparation of budgets and management of and accounting for funds; (b) purchasing and contracting for equipment, supplies, services, and facilities; (c) hiring, defining the duties of, managing, evaluating, and dismissing other staff members; (d) managing relations with other organization, including regulatory agencies and funding sources; (e) preparation of proposals, reports, and presentations regarding policies and activities needed by the Board; and (f) all other activities necessary to orderly operation and effective pursuit of the corporation's goals. The Executive Director shall participate in all Board meetings unless unavailable or excluded for good cause by a two-thirds vote of the Board, but shall not be counted in determining the presence of a quorum and shall not vote.

**Section 9.3. Other Staff.** Other staff members shall be selected by the Executive Director or by persons to whom the Executive Director has delegated that power, and they shall be employed on such terms as may be found desirable for furtherance of the purpose of the corporation

**Article X  
Indemnification**

**Section 10.1. Indemnification.** To the extent permitted by law, the corporation shall pay or reimburse expenses and liabilities incurred by its officers, directors, and employees as a result of actual or threatened legal or administrative proceedings related to their service to the corporation, provided they acted in good faith in the matters giving rise to the proceedings, reasonably believed their actions to be in the best interests of the corporation, and did not knowingly violate the law, and further provided they have given prompt notice of the matters to the corporation and have given it the opportunity to provide legal counsel and to participate in resolution of the matters. Expenses and liabilities include, but are not limited to, costs of legal counsel reasonably incurred or imposed as a result of actual or threatened proceedings, judgments and fines, and settlements reasonably entered into, regardless of whether the officer, director, or employee is still serving the corporation in that capacity at the time the expenses or liabilities are incurred.

**Article XI  
Amendment of Articles of Corporations or Bylaws**

**Section 11.1. Amendment.** The Articles of Corporations or these bylaws may be amended at any regular or special meeting by vote of a majority of the members of the Board then in office, provided the amendment has been submitted in writing to all Board members at least 10 days before the meeting.

**ARTICLE XII.  
DISTRIBUTION OF THE BENEFITS.**

**Section 12.1.** None of the net earnings of the Langeron Charities shall inure to the benefit of, or be distributable to its directors, officers, or other private persons. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the Langeron Charities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, 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 the 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 the corresponding section of any future federal tax code.

**ARTICLE XIII.  
NON-DISCRIMINATION.**

**Section 13.1** The Langeron Charities is an equal opportunity organization. Discrimination for race, color, religion, sex, national origin, age, marital status, disability or sexual orientation is prohibited.

## ARTICLE XIY.

### CORPORATE DOCUMENT PROCEDURE.

**Section 14.1** All corporate documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) shall not be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

## ARTICLE XY.

### INDEMNIFICATION.

**Section 15.1 *Non-derivative Actions.*** Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or on a plea of no lo contender or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporations, or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

**Section 15.2. *Derivative Actions.*** Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because

- (a) the person was or is a director or officer of the corporation, or
- (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

**Section 15.3. *Expenses of Successful Defense.*** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 1 or 2 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

**Section 15.4. *Contract Right; Limitation on Indemnity.*** The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 3 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

**Section 15.5. *Determination That Indemnification Is Proper.*** Any indemnification under sections 1 or 2 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 1 or 2, whichever is applicable. Such determination shall be made in any of the following ways: (a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding. (b) If the quorum described in clause (a) above is not obtainable, then by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors. (c) By independent legal counsel in a written opinion.

**Section 15.6. *Proportionate Indemnity.*** If a person is entitled to indemnification under sections 1 or 2 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments,

penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

**Section 15.7. *Expense Advance.*** Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 1 or 2 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding, on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but need not be secured.

**Section 15.8. *Nonexclusively of Rights.*** The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

**Section 15.9. *Indemnification of Employees and Agents of the Corporation.*** The corporation may, to the extent authorized from time to time by the board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.



**Section 15.10. *Former Directors and Officers.*** The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

**Section 15.11. *Insurance.*** The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation, or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or the laws of the state of Michigan.

**Section 15.12. *Changes in Michigan Law.*** If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

#### **ARTICLE XYI.**

#### **COMPENSATION.**

**Section 16.1.** When authorized by the board, a person shall be reasonably compensated for services rendered to the corporation as an officer, director, employee, agent, or independent contractor, except as prohibited by these bylaws.

#### **ARTICLE XYII.**

#### **FISCAL YEAR.**

**Section 17.1.** The fiscal year of the corporation shall end on December 31.

#### **ARTICLE XYIII.**

#### **Dissolution**

**Section 18.1** Upon dissolution of the corporation, all available funds shall be distributed to a non-profit organization operated exclusively for charitable educational purpose, preferably related to Ukrainian community. The distribution of funds must be approved by a vote of general membership. This distribution of funds must be done in a matter to preserve the status of the corporation as a non-profit corporation which shall be exempt from taxation, pursuant to the terms of the Internal Revenue Code Section 501 (c)(3).

#### **ARTICLE XIX. GENERAL AUDIT.**

**Section 18.1.** The books of the corporation shall be audited annually at the close of each fiscal year and the auditing committee shall report to the Generally Assembly at the annual meeting. The fiscal year shall commence on the 1st day of January and shall terminate on the 31st day of December of any given year.

**ARTICLE XX.  
AMENDMENTS.**

**Section 19.1.** The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the board.

Adopted by the membership at General Membership meeting at Langeron Charities office Rochester Hills, MI at 6:00 pm, April 2, 2015.

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*I hereby certify that this copy of bylaws has been compared with the original document and that the same is true copy of said original.*

Igor Krichmar  
President  
Langeron Charities



(Signature)  
04/02/09