

BYLAWS
Of
The Friends of St. Peter Lithuanian Parish, Inc.

ARTICLE I

Purposes

The purposes of The Friends of St. Peter Lithuanian Parish, Inc. (the "Corporation") are those stated in its Articles of Incorporation (the "Articles"):

The Corporation is organized exclusively for religious, charitable and educational purposes, including the perpetuation of the Lithuanian cultural heritage by applying the assets of the Corporation to religious, literary, educational and charitable uses.

The Corporation shall function as an entity organized under the General Not For Profit Corporation Act of the Commonwealth of Massachusetts (the "Act") qualified under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II

Offices

The Corporation shall have and continuously maintain in the Commonwealth of Massachusetts a registered office and a registered agent whose office is identical with such registered office and may have other offices as the Board of Directors of the Corporation (the "Board") may from time to time determine.

ARTICLE III

Members

Section 1: ADMISSION OF MEMBERS. The membership of the Corporation shall consist of those individuals or entities who have (a) contributed at least one hundred dollars (\$100.00) to the Corporation and (b) been approved as a member by a majority of the Board.

Section 2: VOTING. Each member of the Corporation shall be entitled to one (1) vote

Section 3: MEMBERSHIP RECORDS. The Corporation shall maintain at its registered office a register of members, which register shall set forth the identity of each member. Each member that is not an individual shall submit the name and address of its duly appointed representative to the Corporation's registered office.

Section 4: RESIGNATION OF MEMBERS. Any member of the Corporation may resign from the Corporation by submitting a written notice of resignation to the Corporation's registered office. Upon receipt by the Corporation of such resignation, such resigning member's name shall be removed from the register of members. Contributions made by such resigning members shall not be refundable.

Section 5: ANNUAL MEETING. The annual meeting of members shall be called by the Board, at such place, day and hour as shall be described in written notice delivered to each member no less than thirty (30) and no more than sixty (60) days before the date of the meeting. At the annual meeting, the members shall, pursuant to an agenda provided by the Board with the notice described above:

- a. Consider and approve the number of Directors of the Board, as recommended by the Board, which number shall be no less than four (4) and no more than six (6);
- b. Elect directors constituting one third (1/3) of the Board, for a three (3) year term.
- c. Consider and approve the selection of the independent auditor, as recommended by the Board
- d. Consider and review any reports, activities, proposals, projects and recommendations presented to the members by the Board
- e. Consider and approve such other matters as may be proposed by the Board; and
- f. Consider and approve such other matters as may be proposed by any member; provided such matter was described in reasonable detail by such member to the Board not more than six (6) months after the date of the previous annual meeting of members.
- g. Meetings shall be conducted in accordance with Roberts Rules of Order.

Section 6: SPECIAL MEETINGS. Special meetings of the members may be called by the President, the Board or by members having thirty-five (35%) of the total registered votes entitled to be cast at such meeting. Written notice stating the place, within or without the Commonwealth of Massachusetts, day, hour and purpose or purposes for which the meeting is called shall be delivered to each member no less than five (5) and no more than sixty (60) days before the date of the meeting (or in the case of a meeting called for the purpose of removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, no less than twenty (20) and no more than sixty (60) days before the date of the meeting).

Section 7: NOTICES. Written notice of any meeting of members shall be delivered personally or sent by regular mail, or e-mail, to each member at the member's address as shown on the register of members. If mailed, such notice shall be deemed to be delivered two days after deposit in the U.S. mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by e-mail, such notice shall be deemed to be delivered on the day the sending machine confirms delivery of the e-mail transmission. Any member may waive notice of any meeting. The attendance of a member at any meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 8: QUORUM. Members holding at least one-tenth (1/10) of the total registered votes entitled to be cast on a matter, represented in person, shall constitute a quorum for consideration of such matter at a meeting of members. If a quorum is present, the affirmative vote of a majority of the votes present and voted shall be the act of the members, unless the vote of a greater number of voting is required by law, the Articles or these Bylaws.

ARTICLE IV

Directors

Section 1: GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors. The Board shall:

- a. Elect for two (2) year terms, the President, Vice President, Secretary, Treasurer and such other officers as shall be recommended by the President;
- b. Manage the assets and the affairs of the Corporation;
- c. Review the recommendations made at the annual meeting of members;
- d. Appoint members to serve on committees as necessary; and
- e. Approve the annual budget and financial reports.

Section 2: NUMBER, TENURE AND QUALIFICATION. The number of Directors which shall constitute the whole Board shall be not fewer than four (4) and not more than six (6). One-third (1/3) of the Directors shall be elected at each annual meeting, and each Director shall hold office for a period of two (2) years and until the Director's successor shall have been elected and qualified.

Section 3: REGULAR MEETINGS. The Board shall hold regular meetings, called by the President not fewer than three (3) times annually, at such time(s) and places, as designated by the President.

Section 4: SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the President or any Director. The person or persons authorized to call special meetings of the Board may fix any place as the location for any special meeting of the Board called by them.

Section 5: NOTICE. Notice of any meeting of the Board shall be given in advance by notice delivered personally or sent by regular mail, voice mail, e-mail, fax or courier service to each Director at the Director's address. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 6: QUORUM. A majority of the Directors currently in office shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the Directors present may adjourn the meeting.

Section 7: MANNER OF ACTING. 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, except where otherwise provided by law, the Articles or these Bylaws.

Section 8: VACANCIES. Any vacancy occurring in the Board, or any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Directors, regardless of whether such remaining Directors constitute a quorum. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 9: INFORMAL ACTION BY DIRECTORS. Any action to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing or e-mail, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 10: RESIGNATION AND REMOVAL OF DIRECTORS. A Director may resign at any time upon written notice to the Board. Any Director who fails to attend at least three meetings of the Board during any twelve (12) month period, and the Board having decided accordingly, shall be deemed to have resigned. A Director may be removed by the Board, with or without cause, as specified by the Act.

Section 11: LOANS PROHIBITED. No loans shall be made by the Corporation to any Director or Officer.

ARTICLE V

Officers

Section 1. OFFICERS. The officers of the Corporation shall include a President, Vice President, Secretary, Treasurer, and such other officers as may be elected in accordance as per Article IV, Section 1. The Board may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board. Multiple offices may be held by the same person.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the Corporation shall be elected as per Article IV, Section 1. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 3. REMOVAL. Any officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby.

Section 4: PRESIDENT. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she shall have the power to sign any deeds, mortgages, bonds and contracts or other instrument or instruments which the Board has authorized to be executed, except where the signing or execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the corporation, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. He/she shall be a member ex-officio of all committees.

Section 5. VICE PRESIDENT. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 6. SECRETARY. The Secretary shall be the Clerk of the Corporation and shall keep minutes of the meetings of the Board in books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records of the Corporation; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board.

Section 7. TREASURER. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the offices of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board. He shall make a report monthly to the President and the Board of Directors showing a detailed statement of the association accounts.

Section 8. ASSISTANT TREASURERS AND SECRETARIES. If required by the Board, the assistant treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board.

Section 9: COMPENSATION. Officers and Directors shall serve without compensation.

ARTICLE VI

Contracts, Checks, Deposits and Special Donations

Section 1. CONTRACTS. The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. CHECKS. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer or an assistant treasurer and countersigned by the President or Vice President of the Corporation.

Section 3. DEPOSITS. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, or other depositories as the Board may select.

ARTICLE VII

Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board, and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any member entitled to vote or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

Fiscal Year

The fiscal year of the Corporation shall end on the last day of December in each year.

ARTICLE IX

Independent Auditor

The Board must select and recommend to the membership an independent auditor who will review the financial books and records of the Corporation and issue a report to the Board and membership at the annual meeting.

ARTICLE X

Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles or by the Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

Committees

Section 1: COMMITTEES OF THE CORPORATION. The Board, by resolution adopted by a majority of the Directors in office, may designate one or more committees, such as a Bylaws Committee, each of which shall include two or more directors who shall constitute a majority of the membership of such committees, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, or any individual Directors, of any responsibility imposed upon such Director by law.

Section 2: TERM OF OFFICE. Each member of a committee shall continue as such until his/her successor is appointed by the Board, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3: CHAIRPERSON. One member of each committee shall be appointed Chairperson of the Committee.

Section 4: VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 5: QUORUM. Unless otherwise provided in the resolution of the Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6: RULES. Each committee may adopt rules for its own governance not inconsistent with the Act, the Articles, these Bylaws or any rules adopted by the Board. The President shall serve as "ex officio" member, without voting rights, of all committees.

ARTICLE XII

Indemnification of Directors and Officers

The Corporation shall indemnify all officers, directors and agents of the Corporation to the fullest extent permitted by the Act. In connection therewith, the Corporation shall be entitled to purchase insurance for such indemnification of Officers, Directors and agents as may be determined from time to time by the Board.

ARTICLE XIII

Dissolution

The Corporation may be dissolved and its assets distributed, upon the recommendation of the Board, at a meeting of the members called by the Board to consider such dissolution, upon approval by at least three-fourths (3/4) of the total registered votes present at such meeting.

ARTICLE XIV

Amendments to Bylaws

These Bylaws may be altered, amended or repealed at any annual meeting upon approval by (a) a simple majority of the total registered votes present at such meeting, if such alteration, amendment or repeal has been included on the agenda and recommended by the Board or (b) at least two-thirds (2/3) of the total registered votes present at such meeting, if such alteration, amendment or repeal has been properly presented for consideration at such annual meeting pursuant to these Bylaws, but is not being recommended by the Board.