

BY-LAWS OF "SLOVENSKA PRISTAVA. INC."

1. Name

The name of the Corporation is: "SLOVENSKA PRISTAVA, INC." (hereinafter referred to as "Slovenska Pristava" and/or "Corporation").

2. Seat

The seat and office of the Corporation are located in the City of Cleveland, County of Cuyahoga, and State of Ohio.

3. Purposes

Slovenska Pristava is a non-profit Corporation organized according to the laws of the State of Ohio, which owns, maintains, manages and administers real and personal property, which shall serve for educational, religious, social recreational and health purposes, especially for the youth of Slovenian schools and other youth, and also for adult Americans of Slovenian descent as is described in more detail in the Charter.

4. Scope

The Corporation may, in order to achieve the above purposes, use all means which help to achieve the above purposes and are permitted by law of the State of Ohio for non-profit corporations.

5. Membership

- a) Slovenian associations, families, individuals of Slovenian descent or person of different ethnic descent, if they are adopted by a person of Slovenian descent, may become candidates for membership of Slovenska Pristava.
- b) Those who are members of the Communist party or associations, which are according to the laws of the United States and Canada designated as subversive, cannot become members of Slovenska Pristava.
- c) Any individual who pays the Initiation Fee in the amount of Four Hundred Dollars (\$400.00), becomes a "Voting Member".
 1. The spouse and children (provided they are actively attending school) of a voting member enjoy all rights and privileges of the voting member except the right to vote at general meetings.
- d) Ownership of membership certificate is voided at the death of the certificate holder, except in the case of a married couple in which the member certificate is automatically transferred to the surviving spouse. At the death of the remaining spouse, the certificate becomes null and void.
- e) The Executive Committee will consider all interested candidates for new membership during a scheduled committee meeting. Each candidate for membership must be nominated by a minimum of two current "Regular Members" who are in current good standing, and the candidates must then be approved by a majority vote of the Executive Committee present at said committee meeting.
- f) Each member must be registered in the membership register and must pledge to act in accordance with the By-laws and for the purposes of the Corporation.
- g) Only during the Corporation's Annual Meeting can a member be expelled following recommendation of the Arbitration Committee. Grounds for expulsion must be given to the Arbitration Committee in written form.
- h) Only the members who have paid their Annual Membership Dues for the current year have active and passive voting rights and privileges according to the By-laws.

- i) If a member is delinquent in paying their dues for 3 (three) consecutive years, they shall be notified in writing that their membership and initiation fee will be forfeited. However, the member shall have 30 (thirty) days to bring their membership current.
- i) Members are required to complete volunteer hours annually in order to remain members in good standing
 - i. The scope and execution will be determined by a vote of the executive committee.
 - ii. The executive committee may place a monetary assessment upon all members who do not meet the defined requirements.
 - iii. This process will begin with new members as of November 2012 and be extended to all members by November 2017.
- j) Senior status discount applies to those members who are 65 years of age and older.
- k) Student status dues exemption applies to those members still in active pursuit of an education through Bachelor's Degree up to 23 years of age.
- l) Those members turning 85 years old are exempt from paying annual dues from that season forward.

6. Official Organs of Slovenska Pristava

- a) The Annual Meeting
- b) The Executive Committee
- c) Financial Audit Committee
- d) Arbitration Committee
- e) Spiritual Directors

7. Annual Meeting

- a) The Annual Meeting is the Supreme Organ of Slovenska Pristava.
- b) It convenes and transacts business at least once a year.
- c) The time, place and agenda of the Annual Meeting shall be announced by the President following the decision of the Executive Committee. The President shall make the legal notice at least one week before the Annual Meeting in print, radio and other media. Proxies shall be mailed 14 days prior to the date of the Annual Meeting.
- d) Upon the request of two-thirds of the membership, the President must convoke a special Annual Meeting.
- e) Who may participate at the Annual Meeting:
 - 1) Member and the Proxies of voting members may participate. An individual voting member may give his/her/organization's proxy to only one voting member of Slovenska Pristava. Voting Members will be limited to their vote and that of one proxy. A Voting Member may designate his/her non-voting member spouse as proxy.
 - 2) Each member, foundation or association shall be entitled to one vote each.
 - 3) One half of the members shall constitute a quorum. If the Annual Meeting was properly announced and there is no quorum present at the announced time, then the Annual Meeting will start half an hour later and any number of members shall constitute a quorum.

8. Powers of the Annual Meeting

Regular or Special Annual Meetings:

- a) Approves, refuses or changes agenda proposed by the President.
- b) Makes its decision about the reports of the Executive, Arbitration, Financial Audit and

other committees, and votes on the obligations.

- c) Elects a chairman and recording Secretary of the Annual Meeting.
- d) Elects a President, vice-President, Secretaries, Treasurer and at least ten but not more than 50 members of the Executive Committee.
- e) Elects a President and two members of the Financial Audit Committee.
- f) Elects a President and two members of the Arbitration Committee.
- g) Debates and passes its decision about proposals, complaints and recommendations.
- h) Decides on real estate transactions of Slovenska Pristava.
- i) Changes the By-laws by a two-thirds majority of the members present,
- j) Right to expel members.

9. Voting

- a) Voting for elections is always secret or in writing, except when there is only one candidate nominated.
- b) Voting for Board members is in secret or in writing, except when there is only one candidate nominated.
- c) A simple majority wins, except in cases in which the Bylaws require a two-thirds majority. The President decides in case of equal ballot.

10. Executive Committee

- a) The Executive Committee is composed of President, Vice- President, Secretaries, Treasurer and at least ten but not more than 50 members elected by the Annual Meeting.
- b) A representative is delegated to the Executive Committee by the Slovenian School of St. Vitus of Cleveland, Ohio, and the Slovenian School of St. Mary's in Collinwood, Ohio.

11. Duties of the Executive Committee

- a) The Executive Committee must hold at least four meetings per year.
- b) The time and place of the meetings is decided upon by the President, who convokes the meetings in writing.
- c) The Executive Committee proposes plans, manages Slovenska Pristava for one business year in accordance with the decisions of the Annual Meeting and administers the properties of Slovenska Pristava.
- d) The Executive Committee asks the Slovenian Priests to serve as their spiritual directors.

12. The Financial Audit Committee

The Financial Audit Committee is composed of three members and its duties are:

- a) To audit the entire activities of the Executive Committee.
- b) To report its findings at the Annual Meeting.
- c) To propose to the Annual Meeting that it releases the Executive Committee of its obligations, if it executed its duties properly.

13. Arbitration Committee

The Arbitration Committee is composed of five members. A President and two members are elected at the Annual Meeting, two other members are appointed by the two parties in disagreement. Persons so appointed to the Arbitration Committee must be members of Slovenska Pristava. The President of the Arbitration Committee appoints the fourth and fifth member, if any of the parties do not make the appointment within a reasonable time.

14. Procedure of the Arbitration Committee

The Arbitration Committee is a quasi-judicial authority of Slovenska Pristava. Only the

Annual Meeting may change its decision. Only the President of the Arbitration Committee who has received a written complaint against a member or a committee then sends a copy of the complaint to the party complained against and he announces to both parties of the dispute when and where the Arbitration Committee will hold a hearing. After hearing both parties and witnesses, weighing the evidence, it decides by vote. A simple majority decides. The President of the Arbitration Committee reports its activities at the Annual Meeting in written forms.

15. Spiritual Director(s)

In order that all the activities of Slovenska Pristava will be in the spirit of Catholic principles, Slovenska Pristava shall have a spiritual director(s). The Spiritual Director(s) have the right to attend meetings of all Committees of Slovenska Pristava.

16. Dissolution of Slovenska Pristava

Slovenska Pristava will be dissolved and shall cease its activities, according to the amended Articles of Incorporation.

17. Use of the rules of these By-laws

The Annual Meeting of Slovenska Pristava decides how these rules of these By-Laws may be interpreted and used. The Annual Meeting decides about changes and additions.

Revised Oct. 27 2013
Voted upon by the General Membership
at the 2013 General Membership Board Meeting/Občni Zbor