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**RUSSIAN LEARNING AND CULTURAL CENTER OF CHICAGO  
BYLAWS**

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**RUSSIAN LEARNING AND CULTURAL CENTER OF CHICAGO BYLAWS**  
(The "Bylaws")

**ARTICLE 1**  
**NAME, PURPOSES, CORPORATE POWERS**

**1.1 Name**

The name of the corporation shall be Russian Learning and Cultural Center of Chicago (the "Corporation").

**1.2 Purpose**

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including the development and implementation of programs that include, among others, cultural, social, recreational or other activities aimed at promoting the Russian language and culture of Russian-speaking countries, maintaining exchange with American and international communities and heightening public awareness and increasing public knowledge of the traditions of various Russian-speaking countries.

**1.3 Corporate powers**

The Corporation shall have all of the powers granted by the General Not for Profit Corporation Act of the State of Illinois (the "Act"), including the power to purchase, take, receive, lease as lessee, take by gift, devise or bequest, or otherwise acquire, and own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, in or out of the State of Illinois.

**ARTICLE 2**  
**TAX EXEMPT STATUS**

The Corporation is organized exclusively for charitable, educational, literary, and scientific purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the U.S. Internal Revenue Code of 1986, as now and hereafter amended (the "Code"). In furtherance of said purposes, the Corporation may:

- (a) Expend its funds directly to accomplish one or more purposes described in Sections 170(c)(1) and 170(c)(2)(B) of the Code;
- (b) Make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code; and
- (c) Engage in any and all lawful activities necessary for, or incidental to, the foregoing purposes.

The foregoing purposes of the Corporation may include the use and distribution of property contributed to the Corporation for providing charitable assistance.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in cash or in kind in furtherance of the purposes set forth in these Bylaws or the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, promoting or publicizing any political view or government, 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 Bylaws or the Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Code. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Code.

Upon the dissolution of the Corporation, its board of directors ("**Board**") shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation in furtherance of the charitable, educational, literary and scientific purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable, educational, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE 3 OFFICES**

The Corporation shall have and continually maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within or outside the State of Illinois as the Board may from time to time determine.

### **ARTICLE 4 MEMBERS**

The Corporation shall have no members.

### **ARTICLE 5 BOARD**

#### **5.1 General powers**

The affairs of the Corporation shall be managed by its Board. The Board's primary responsibilities include the hiring and evaluation of the Co-Presidents and other Officers, the setting of general institutional policies, developing the strategy of the Corporation, fundraising, and assessment of the Corporation's effectiveness in implementing the purposes of the Corporation. Additionally, the Board shall carry out these Bylaws.

In exercising its authority and discharging its responsibilities, the Board shall provide for compliance with the Act and other applicable laws and regulations. All Directors (as defined below) shall serve the interests of the Corporation as fiduciaries.

#### **5.2 Number, tenure, and qualifications**

The Board shall consist of no less than three (3) and no more than five (5) directors (the "**Directors**"). Within such limits, the number of Directors shall be established from time to time by a resolution of the Board. The term of office of each Director shall be four (4) years with a goal of electing approximately one-half of the Directors each year. In the event that a Director does not complete his or

her term on the Board, a new Director may be elected to complete the unexpired term and then that Director is eligible to be nominated for one or more full terms. The Board, in its sole discretion, may also appoint one or more additional ex-officio directors who shall have full rights of debate but shall not have voting rights.

### **5.3 Annual meeting**

The annual meeting of the Board shall be held in February of each year.

### **5.4 Special meetings**

Special meetings of the Board may be called by or at the request of any of the Co-Presidents or any Director.

### **5.5 Place of meetings**

The place of any meeting of the Board may be within or outside the State of Illinois. Directors and, if invited, Committee Members (as defined below) may participate in a meeting of the Board by means of teleconference, Skype, videoconference equipment or similar communication equipment which allows all persons participating in the meeting hear each other, and such participation in a meeting shall constitute presence in person at such meeting.

### **5.6 Notice**

Directors shall be given written notice of each meeting of the Board and such notice shall set forth the date, time and place of the meeting. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, except as specified in Section 108.25 of the Act.

Written notice of all meetings of the Board shall be sent via e-mail by any other Officer of the Corporation to each Director and other invitee at his or her e-mail address of record so that such notice is delivered at least three (3) days prior to the meeting. Written notice shall be considered delivered when sent via email.

Attendance of a Director or other invitee 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.

### **5.7 Quorum**

A majority of the Directors in office at the time of the meeting shall constitute a quorum at any meeting of the Board.

### **5.8 Manner of action**

The affirmative vote 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 the Act or these Bylaws.

### **5.9 Informal action**

Unless otherwise restricted by law, the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board or of any Committee thereof may be taken without a meeting, if a written consent thereto is signed by all the Directors or by all such Committee Members, as the case may be.

### **5.10 Resignation**

A Director may resign at any time by written notice delivered to the Board or to any of the -Co-Presidents of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a date of resignation which is later than the date of delivery. The resignation of a Director need not be accepted in order to be effective.

Written notice of resignation shall be sent by e-mail. Written notice of resignation shall be considered delivered when sent via email.

### **5.11 Removal**

A Director may be removed at any meeting of the Board by the affirmative vote of a majority of the Directors then in office, present and voting at a meeting of the Board at which a quorum is present, whenever (1) such Director is engaged in fraudulent or dishonest conduct or has grossly abused his or her position to the detriment of the Corporation or (2) the removal of such Director is in the best interest of the Corporation. Written notice of the proposed removal should be delivered to all Directors at least seven (7) days prior to such meeting.

### **5.12 Vacancies**

The Board may fill any vacancy occurring in the Board at any meeting.

### **5.13 Compensation**

Directors as such shall not receive any stated compensation for their services as Directors. However, at the Board's discretion, Directors may be entitled to reimbursement of expenses reasonably incurred in connection with their services as Directors.

Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity (including, without limitation, teaching, administering the Corporation's activities or providing other services to or working for the Corporation) and receiving compensation therefor in kind or in cash.

At the Board's discretion, like children of teachers and administrative personnel, children of Directors, Officers may attend classes for free in any given quarter subject to admission capacity.

## **ARTICLE 6 CONFLICT OF INTEREST**

The Board affirms that the Directors, Committee Members, Officers, administrators, faculty and other employees of the Corporation have an obligation to exercise their authority and to carry out the duties of their respective positions for the sole benefit of the Corporation. They should avoid placing themselves in a position in which their interests are, or may be, in conflict with the interests of the Corporation. Where a potential conflict of interest exists, it shall be the responsibility of the person involved or any other person with knowledge to notify the Board immediately of the circumstances which may result in a potential conflict so that the Board can provide such guidance and take such action as it shall deem appropriate. Areas of potential conflict of interest include, without limitation, the following:

- (a) Financial conflict of interest, which may include, without limitation, the following:
  - (i) Ownership by the person directly or indirectly of a material financial interest in any business or company from which the Corporation obtains goods or services, or which is a competitor of the Corporation.

- (ii) Competition by the person, directly or indirectly, with the Corporation in the purchase or sale of property or any property right or interest.
  - (iii) Representation of the Corporation by the person in any transaction or activity in which the person, directly or indirectly, has a material financial interest.
  - (iv) Any other circumstance in which the person may profit, directly or indirectly, from any action or decision by the Corporation in which he or she participates, or which he or she has knowledge.
- (b) Insider information: Disclosure or use by the person of confidential information about the Corporation, its activities or intentions, for the personal profit or advantage of the person or any other individual.
  - (c) Conflicting interests other than financial: Representation as director, officer, agent or fiduciary of another company, institution, agency or person in any transaction or activity which involves this Corporation as an adverse party or with adverse interests.
  - (d) Gifts and favors: Acceptance of gifts or favors from any firm or person which does or seeks to do business with, or is a competitor of, the Corporation under circumstances which imply reasonably that such action is intended to influence the person in the performance of his or her duties.
  - (e) No Director who directly or indirectly is involved in a potential conflict of interest shall be counted in determining the existence of quorum at any meeting of the Board where the potential conflict is considered, nor shall the Director vote on any action of the Board regarding that potential conflict.

## **ARTICLE 7 OFFICERS**

### **7.1 Officers**

The officers of the Corporation shall be the Co-Presidents, the Secretary, the Treasurer and any other officers as may be appointed by the Board ("**Officers**"). Any two or more offices may be held by the same person. The same person may (but does not need to) be elected as a Director and appointed as an Officer of the Corporation. Any person to be appointed as an Officer shall be more than 21 year old. The Board may set a list of eligibility qualifications for Officer positions.

### **7.2 Election and term of office**

The Officers shall be elected annually by the Board at the annual meeting of the Board. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

### **7.3 Removal**

Any Officer or agent elected or appointed by the Board may be removed by the Board by the affirmative vote of a majority of the Directors then in office, present and voting at a meeting of the Board at which a quorum is present, whenever (1) such Officer or agent is engaged in fraudulent or dishonest conduct or has grossly abused his or her position to the detriment of the Corporation or (2) the removal of such Officer or agent is in the best interest of the Corporation. Written notice of the proposed removal should be delivered to all Directors and such Officer at least seven (7) days prior to such meeting.

#### **7.4 Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the unexpired portion of the term.

#### **7.5 Co-Presidents**

The Co-Presidents shall be the chief officers of the Corporation and shall share general supervision and control of its activities and programs. The Co-Presidents or any other Officer or agent of the Corporation authorized by the Board may sign any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be otherwise expressly delegated by the Board from time to time.

#### **7.6 Treasurer**

The Treasurer shall have charge of 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 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 office of treasurer and such other duties as from time to time may be assigned to him or her by any of the Co-Presidents or by the Board.

#### **7.7 Secretary**

The Secretary shall keep the minutes of the regular meetings of the Board in one or more 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 Corporation's records; and in general perform all duties incident to the office of secretary and such duties as from time to time may be assigned to him or her by any of the Co-Presidents or by the Board.

### **ARTICLE 8 COMMITTEES**

#### **8.1 Committees of the Board**

The Board by resolution adopted by a majority of the Directors may designate one or more committees, each of which shall consist of two (2) or more persons as the Board sees fit to appoint, including a chair of each committee (the "**Committee Members**"). One or more Directors shall serve as ex-officio Committee Members. The Committee Members may be invited to attend meetings of the Board but shall not be entitled to vote. The committee or committees to the extent provided in such resolution shall have and exercise the authority of the Board in the management of the Corporation. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board, any Director or any Officer of the Corporation of any responsibility imposed on it, him, or her by law. Any Committee Member may be removed by the affirmative vote of a majority of the Board whenever in its judgment the best interests of the Corporation are to be served by such removal.

#### **8.2 Other committees**

The Board may, by resolution adopted by a majority of the Directors, designate committees for purposes other than the management of the Corporation.



**ARTICLE 9  
INDEMNIFICATION**

**9.1 In general**

To the fullest extent permitted by law as in effect at the time of adoption of these Bylaws or as amended from time to time, the Corporation shall indemnify any person who is or was a Director or Officer of the Corporation except to the extent that such claims result from the gross negligence, fraud or willful misconduct of a relevant Officer or Director. The foregoing right of indemnification shall not be exclusive of any other rights to which a person seeking indemnification may be entitled under any agreement or otherwise.

The Corporation shall have the power to indemnify any person who is or was an employee or agent of the Corporation, or who is or has served at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, in accordance with and to the full extent permitted by the law as in effect at the time of adoption of these Bylaws or as amended from time to time.

**9.2 Insurance**

If authorized by the Board, the Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, to the full extent permitted by law as in effect at the time of the adoption of these Bylaws or as amended from time to time.

**9.3 References to the Corporation**

For purposes of this Article 9, reference to "the Corporation" shall include, in addition to the surviving Corporation, any merging Corporation (including any Corporation having merged with a merging Corporation) absorbed in a merger which, if its separate existence had continued would have had the power and authority to indemnify its Directors, Officers, employee or agent of such merging Corporation or was serving at the request of such merging Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article 9 with respect to the surviving Corporation as such person would have with respect to such merging Corporation if its separate existence had continued.

**ARTICLE 10  
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**10.1 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 an on behalf of the Corporation and such authority may be general or confined to specific instances.

**10.2 Checks, drafts, Etc.**

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 any such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by any of the Co-Presidents.

### **10.3 Deposits**

All funds of the Corporation 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.

### **10.4 Gifts**

The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any specific purpose of the Corporation.

## **ARTICLE 11 BOOKS AND RECORDS**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board.

## **ARTICLE 12 FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1st day of January and end on the last day of December in each year.

## **ARTICLE 13 ANNUAL REPORT**

The Board shall cause an annual report to be furnished not later than ninety (90) days after the close of the Corporation's fiscal year to all Directors of the Corporation, which report shall contain the following information in appropriate detail:

- (a) the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) the principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
- (d) the expenses or disbursements of the Corporation for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of the Treasurer that such statements were prepared without audit from the books and records of the Corporation.

In addition to the annual reporting requirements established by this Article 12, the Board shall comply with the annual reporting requirements set forth by the Act.

## **ARTICLE 14 WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation of the Corporation or these 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 15  
AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed and Bylaws may be adopted by two-thirds (2/3) of the Directors present at any meeting at which a quorum is present. Any amendment to the Bylaws will be voted only after examination of any possible conflicts with the Articles of Incorporation. All amendments must be in writing.

**ARTICLE 16  
NO DISCRIMINATION/ANTI-HARASSMENT**

It is the policy of the Corporation that no student, parent or employee be denied equal access to programs, activities, services or benefits, including admission, or be limited in the exercise of any right, privilege, advantage or opportunity on the basis of race, color, national origin, sex, sexual orientation, disability, age, religion or religious affiliation. In addition, the Corporation fully supports the rights of all students at its various facilities to be free of harassment based on race, color, national origin, sex, sexual orientation, disability, age, religion or religious affiliation. The Board may adopt and amend from time to time the anti-discrimination and anti-harassment policies and grievance procedures.

Bylaws approved on 11/13/2020 by:

1. Ekaterina Fay 
2. Vera Tkach 
3. Anastasia Herasimovich **AH**