

**DIBROVA  
UKRAINIAN ASSOCIATION  
MICHIGAN CORPORATION**



**ARTICLES OF INCORPORATION**

**BY-LAWS**

BY-LAWS

OF

DIBROVA UKRAINIAN ASSOCIATION, INC.  
A MICHIGAN NON-PROFIT CORPORATION  
**(As Amended June 5, 2021)**

ARTICLE I

NAME:

The name of the corporation shall be

DIBROVA UKRAINIAN ASSOCIATION, INC.

and it is sometimes referred to by these By-Laws as the "Corporation".

ARTICLE II

PURPOSES:

The purposes for which the Corporation is to be formed are for benevolent and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and in this connection to promote charitable and benevolent activities geared to child welfare, the development of youth groups and children and to these ends to take and hold by bequest, devise, gift, transfer, purchase, lease, or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value; to invest, reinvest or deal with the principal of the income thereof in such manner, as in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Restated Articles of Incorporation, the By-Laws of the corporation or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the laws of the State of Michigan for Non-profit Corporations and particularly for the charitable and benevolent purposes described.

### ARTICLE III

#### BASIC POLICIES:

The following are basic policies of the corporation:

1. The corporation shall be non-commercial, non-sectarian, and non-partisan.
2. The name of the corporation or the names of any members in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to promotion of the objects of the corporation.
3. The corporation may cooperate with other organizations and agencies concerned with purposes that are charitable and benevolent in nature or concerned with child welfare, in the development of youth groups and children in terms of character building, physical development, sports, camping and other activities adoptable as youth programs and in recreational athletics, sports, and wholesome activities and without limitation as to the generality of the foregoing to lease, give, devise or purchase or to own and operate real estate for such purposes and to solicit donations and accept money or property in aid of such purposes and to maintain the same.

### ARTICLE IV

#### MEMBERSHIP AND DUES:

1. Membership shall be limited to individuals and organizations who:
  - (a) Accept the purposes and obligations of the corporation and endeavor to carry them out.
  - (b) Are accepted by the Board of Directors by a majority vote of those present at its meeting.
  - (c) Have purchased at least one share at Fifty (\$50.00) Dollars for which a certificate shall be issued. Members who have subscribed for such membership shares shall pay for same within one year in order to remain in good standing.
2. No membership, or any rights thereto, shall be sold or in any manner transferred without the approval of the Board of Directors.

### 3. Deceased Members Shares:

Within one (1) year of death of a member, an immediate family member may request, in writing, that the deceased's membership share be transferred to an immediate family member. Upon receipt of a Fifty (\$50.00) Dollar transfer fee, approval of the Board of Directors by at least five (5) members, and surrender of the original membership share certificate, the membership share may be transferred.

If there is a dispute between family members as to who the deceased's membership share should be transferred to, the dispute must be resolved by the family of the deceased within one (1) year of death, or the membership share shall automatically transfer back to the corporation.

If the request for transfer is not made within one (1) year of death of a member, the membership share shall automatically transfer back to the corporation and become available for resale to a new member. The new member shall be selected in order of priority from a Waiting List to be maintained by the Secretary, and approved by at least five (5) members of the Board of Directors.  
(As adopted May 3, 2012).

### 4. Removal of Membership Rights:

Any member may be removed for cause from membership by a 7 out of 9 vote by the Board of Directors. Prior to a vote being held to remove membership from Dibrova Ukrainian Association, the member shall receive reasonable written notice of the reasons for removal and notice to appear before the Board of Directors. At a hearing before the Board of Directors, the member shall have the opportunity to address the allegations brought against them and defend their position. At the conclusion of the hearing, the Board of Directors will provide their written findings. Removal will only be for cause, which is defined and includes, but is not limited to conduct detrimental to the purposes and/or interests of Dibrova, as outlined in its By-Laws. This loss of membership will serve as a permanent ban and the individual will forfeit all rights to entering the park and participating in the Association in any way.

A member who has his membership rights removed, may appeal the decision to the Auditing' Committee. The Auditing Committee will have the authority to investigate the proceeding and make a recommendation to the Board regarding its findings.(As Adopted April 25, 2013)

ARTICLE V

OFFICERS AND THEIR ELECTION:

1. Officers:

(a) The Officers of the corporation shall consist of a president, vice president, secretary and treasurer.

(b) Officers shall be elected annually during the first Board of Director's meeting after the annual meeting. However, if there is but one nominee for any office, it shall be in order to move that the secretary cast the elective ballot of the corporation for the nominees.

(c) Officers shall assume their official duties following the close of the first Board of Director's meeting after the annual meeting and shall serve for the term of one year and until the election and qualification of their successors.

2. Election:

The Board of Directors, at their first meeting after the annual membership meeting shall elect the officers of the corporation from the then members of the Board by majority vote.

ARTICLE VI

MEMBERSHIP MEETINGS:

1. Annual Meeting:

The Annual membership meeting shall be held once a year in the first calendar quarter at which time they shall elect the Board of Directors and decide on the goals of the Corporation for the coming year.

2. Notice:

The Board shall be required to send out notifications by mail, or electronic transmission (email) at least fourteen (14) days prior to the date of the meeting, which notification shall announce the date, place, time and agenda for the meeting. (As adopted June 5, 2021)

3. Quorum:

Two fifths (2/5) of the membership shall constitute a quorum. If two-fifths (2/5) of the membership do not respond to the call of the meeting as scheduled, the meeting will start one-half (½) hour later and the quorum shall be fifteen (15) members.

4. One (1) Vote Per Member and Allowance of Proxies:

Each member shall have one (1) vote irrespective of the number of membership certificates he may have acquired in the corporation and voting by proxy shall be allowed.

5. Majority Vote to Govern:

All decisions shall be by majority vote of those present, or by proxy, but changes in By-Laws or Articles of Incorporation shall require 3/4 majority of those present.

6. Amendment to Articles of By-Laws:

A proposal to amend the Articles or By-Laws can be made by the Board of Directors, the Auditing Committees, or one-tenth (1/10) of the entire membership. Such proposal shall be submitted in writing to the Board of Directors which shall place it on the agenda for the next Annual meeting.

7. Special Meetings:

A special meeting can be called by the Board, the Auditing Committee, or upon petitions of fifteen (15) members.

ARTICLE VII

BOARD OF DIRECTORS:

1. The Board of Directors shall consist of nine (9) members elected for three (3) years with their term of office so arranged that three (3) positions on the Board shall be vacated each year and elections held to fill such vacancies. The first Board shall have three (3) members serving three (3) years, three members serving two (2) years, and three (3) members serving one (1) year.

2. The Board members may elect a Chairman, Vice Chairman, and Secretary from its own members and shall appoint a President and any other executive officer it deems necessary to carry on the business of the corporation.

3. The President and other executive officers shall manage the business of the corporation according to the policies and directions laid down by the Board of Directors.

4. Removal proceedings against any Director, may be instituted by the Board, the Auditors, or upon petition of any fifteen (15) members. The matter shall be referred to the Auditing Committee which shall within thirty (30) days hold an investigation, issue a report, make a recommendation, and call a Special Meeting for decision by the members.

5. Any vacancy on the Board can be filled by the Board of Directors from any full member of the Corporation, and said member filling the vacancy shall serve only until the next general meeting.

6. The Board of Directors shall have full authority to act on any question when five (5) members of the Board are present at the meeting.

7. The Board of Directors shall appoint a nominating committee one (1) month prior to the annual meeting whose function it will be to nominate proper candidates for office.

8. The Board is empowered to perform all functions necessary to promote the purposes and intents of the corporation.

## ARTICLE VIII

### DUTIES OF OFFICERS:

1. President:

The President shall preside at all meetings of the Corporation, except at the Annual Meeting at which time ARTICLE X, Paragraph 6 shall apply. The President shall preside at all meetings of the Board of Directors at which he may be present; shall perform such other duties as may be prescribed by these By-Laws or assigned to him by the corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the corporation in order that the purposes may be promoted.

2. Vice President:

The Vice President shall act as aid to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3. Secretary:

The Secretary shall record the Minutes of all meetings of the corporation except at the Annual Meeting at which time ARTICLE X, Paragraph 6 shall apply. The Secretary shall record the Minutes of all meetings of the Board of Directors and shall perform such other duties as may be delegated to him.

4. Treasurer:

The Treasurer shall have custody of all of the funds of the corporation; shall keep a full and accurate account of receipts and expenditures; and shall make disbursements in accordance with the approved budget, as authorized by the corporation, the Board of Directors, or by a special committee. The treasurer shall present a financial statement at every meeting of the corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The treasurer shall be responsible for the maintenance of such books of account and records as conformed to the requirements of the By-Laws.

The Treasurer's accounts shall be examined annually by an auditor or an auditing committee of not less than three (3) members who, satisfied that the Treasurer's annual report is correct, shall sign a statement of that fact at the end of the report.

5. All officers shall:

(a) Perform the duties prescribed by the parliamentary authority in addition to those outlined by the By-Laws and those assigned from time to time;

(b) Deliver to their successors all official material not later than thirty (30) days following the election of their successors.

ARTICLE IX

STANDING AND SPECIAL COMMITTEES:

The Board of Directors may create such standing committees as it may deem necessary to promote the purposes and carry on the work of the corporation. The term of each chairman shall be one (1) year and until the election and qualification of his successor. Such standing committees will include the following:

1. Auditing Committee:

(a) The Auditing Committee shall be comprised of three(3) members elected at the general meeting by ballot for a term of one (1) year each.

(b) The members who had been elected to the Auditing Committee, that member receiving the greatest number of votes shall act as Chairman of the Auditing Committee, provided however, in the event (1) such a member declines to take the Chairmanship or (2) it is not possible to determine which such elected member received the largest number of votes, then the Auditing Committee, as elected, may vote to elect a Chairman from their Committee.



(c) The Auditing Committee shall audit the books and records of the corporation and is empowered to investigate every activity of the corporation.

## 2. Estate Commission:

(a) The Board of Directors shall appoint an Estate Commission whose duty it shall be to promote the general health, welfare, and safety of the corporate estate and to approve or disapprove the sale of lots.

(b) No land, and/or any right to such land, shall be sold to members or resold by members without the approval of the Commission.

(c) Whenever a parcel of land, and/or any right to such parcel of land, shall become the object of a sale, assignment, lease, or any other type of transaction, such proposed transaction shall be submitted to the Dibrova Ukrainian Association in writing, indicating the date the transaction shall take place, the price involved, the name and address of the prospective purchaser, and any additional information required by the Dibrova Ukrainian Association or Estate Commission.

(d) The Dibrova Ukrainian Association shall, if it so desires, have the right to purchase this land at the fair market value within forty-five (45) days from receipt of the notice of such transaction. The fair market value shall be determined by the Dibrova Ukrainian Association. If the member is not satisfied with the determination of the market value by the Dibrova Ukrainian Association, both can have the property appraised by a duly qualified appraiser, at the member's expense, and such appraisal shall be binding on all parties. If the Dibrova Ukrainian Association does not purchase within the forty-five (45) days provided, the member can sell privately to such purchaser.

(e) No transaction involving the transfer of any type of interest in any part of the estate shall be valid unless it has been in conformity with these provisions. Any transaction not in conformity with these provisions shall be null and void.

## 3. Other Committees:

The Chairman of each such other committee as may be created shall not undertake any action without the consent of the Board of Directors. The power to form special committees and appoint their members rests with the Board of Directors of the corporation. The president shall be member ex-officio of all committees except the nominating committee.

ARTICLE X

MISCELLANEOUS:

1. Powers of the Corporation:

The corporation shall have all powers granted to corporations under the laws of the State of Michigan. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1954 under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

2. Distribution or dissolution:

The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not:

(a) engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(b) retain any excess business holdings as defined in Section 4943(c) of the Code;

(c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or

(d) make any taxable expenditures as defined in Section 4943(d) of the Code.

In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify, under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended, and as may be voted upon by the members of this Association.

3. Prohibited Activities:

No part of the activities of the Association shall be carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publication or distribution of statements) of any political campaign on behalf of any candidate for public office.

4. Stock of the Corporation:

The corporation is to be organized upon a stock certificate of membership basis. Such membership shall be non-redeemable, non-transferable except as provided in Article IV and non-dividend bearing.

5. Indemnification:

(a) In actions by third party:

The Association shall indemnify any person who was or in a party or is threatened to be a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of-another entity) against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association or its members, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful. Applicability of this section, where issue may exist, will be determined by the affirmative majority vote of the then Board of Directors.

(b) In actions by or in the right of the Association:

The Association shall indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, officer, employee or agent of any other entity against expenses (including attorneys fees) actually or reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association or its members and except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty, to the Association unless and only to the extent that the Court in which such action was brought shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper. Applicability of this section where issue may exist, be determined by the affirmative majority vote of the Board of Directors.

6. Election of Chairman and Secretary at Annual Meeting to Run the Meeting:

At the annual meeting, the then acting President of the Corporation shall take nominations for the temporary office of Chairman and Secretary for purposes of running the Annual meeting. Upon receiving a slate of nominees, the members of the Corporation then present will vote upon and elect by majority vote such officers, whose terms shall be only for the purposes of conducting the Annual meeting. The Chairman shall preside over the meeting and the Secretary shall record the Minutes of said Annual meeting.