BYLAWS OF
ALL COSSACKS' UNION OF SAN FRANCISCO, INC.
A California Nonprofit Public Benefit Corporation

ARTICLE 1 - OFFICES

SECTION 1. NAME
The name of the corporation is All Cossacks' Union of San Francisco, Inc. (the "Union").

SECTION 2. PRINCIPAL OFFICE OF THE UNION

The principal office for the transaction of activities and affairs of the Union is located at 6231 Geary Boulevard, 3rd Floor Cossacks' Room, San Francisco, California 94121.

SECTION 3. CHANGE OF ADDRESS OF PRINCIPAL OFFICE

The Board shall have full power and authority to change said principal office from one location to another within the State of California. Any such change shall be noted by the Secretary in these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

SECTION 4. OTHER OFFICES

The Board may at any time establish branch or subordinate offices at any place or places where the Union is qualified to conduct its activities.

ARTICLE 2 – PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The Union is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes and for the purposes given in its Articles of Incorporation as amended from time to time. In the context of these general purposes, this shall be accomplished through, but shall not be limited to, outreach, education, advocacy and grants.

SECTION 2. DEDICATION OF ASSETS

The Union's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Union, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Union. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Union shall be distributed as given in its Articles of Incorporation as amended from time to time.

ARTICLE 3 – MEMBERS

SECTION 1. MEMBERS

The Union shall have members within the meaning of the Nonprofit Corporation Law. The Union shall be composed of none but adult Christian men and women, law-abiding and of good moral character. They must be of Russian or other Slavic descent. The Union's Board may, in its discretion, admit individuals to one or more classes of members; the class or classes shall have such rights and obligations as the Board finds appropriate. The entire membership shall constitute the Large Circle.

Pursuant to California Corporations Code §20 and as a condition of membership, each member gives his irrevocable consent to receive ALL communications by electronic transmission (e.g., email and website) from ACU to him, waiving any right to receive communications on paper or in non-electronic form. Each member acknowledges it is his responsibility to have and to keep his mailing address, email address, and telephone numbers current with the ACU Secretary.

ARTICLE 4 – BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws of the Union, the activities and affairs of the Union shall be managed and all corporate powers shall be exercised, by or under the direction of the Union Board (the "Board").

SECTION 2. SPECIFIC POWERS

Without prejudice to the general powers set forth in Article 4, Section 1 of these bylaws, but subject to the same limitations, the Board shall have the power to do the following:

A) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Union or by these bylaws.
B) Appoint and remove, at the pleasure of the Board, all non-mandatory corporate officers, agents and employees; prescribe power and duties for them as are consistent with the law, the Articles of Incorporation and these bylaws; fix their compensation; supervise their performance; and require from them security for faithful service.
C) Change the principal office or the principal business office in California from one location to another.
D) Borrow money and incur indebtedness on the Union's behalf and cause to be executed and delivered for the Union's purposes, in the Union name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
E) Authorize any officer or agent of the Union to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Union, and such authority may be general or confined to specific instances. Except for matters pertaining to the ordinary and necessary operation of the business of the Union and as otherwise provided in Section 5214 of the California Corporations Code, unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Union by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.
F) Accept on behalf of the Union any contribution, gift, bequest, or devise for the charitable or public purposes of the Union.
G) Adopt, use and, at will, alter a corporate seal.
H) Call special meetings of the members.

SECTION 3. NUMBER OF DIRECTORS

The Board shall consist of not less than three (3) members and not more than ten (10) members. At least 30 days prior to a meeting for the election of directors, the Board shall by a two-thirds majority vote shall give notice to the membership of the size of the next Board, provided however, the next Board shall not be less than three (3) members nor less than the number of members whose term has not expired.

SECTION 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS

No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (a) any person compensated by the Union for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Union.

SECTION 5. NOMINATIONS OF DIRECTORS

The Board shall nominate qualified candidates for election to the Board at least 30 days before the date of any election of directors. At least 30 days before the date of the election, or at such other time as the Board may set, and the secretary shall forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by Board. A nomination of a member for director may be made from the floor at the Annual Meeting if seconded by three (3) other members.

SECTION 6. ELECTION OF DIRECTORS

Directors shall be elected at the Annual Meeting of the members for a term of two (2) years and shall hold office until the expiration of the term for which elected, and until a successor is elected and qualified. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected. Each member shall cast votes equal to the number of directors to be elected without cumulative voting.

SECTION 7. COMPENSATION

Directors shall serve without compensation, but may receive such reimbursement of expenses as the Board may establish by resolution to be just and reasonable as to the Union at the time that the resolution is adopted.

SECTION 8. RESIGNATION OF DIRECTORS

Any Director may resign by giving written notice to the President of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective.

Except upon notice to the California Attorney General, no director may resign if the Union would be left without a duly elected director or directors in charge of its affairs.

SECTION 9. REMOVAL OF DIRECTORS

Any director may be removed with or without cause by a vote of two-thirds (2/3) of the members of the entire Board at a special meeting called for that purpose or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Article 5, Section 6.
Any vacancy caused by the removal of a director shall be filled as provided in Article 4, Section 10 of these bylaws.

SECTION 10. VACANCIES

A vacancy or vacancies on the Board shall occur in the event of (a) the death, removal, or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; or (c) the increase of the authorized number of directors.

Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office; (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with Corporations Code Section 5211; or (3) a sole remaining director.

SECTION 11. NO REMOVAL FOR REDUCTION OF NUMBER OF DIRECTORS

Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

SECTION 12. LIMITED LIABILITY OF DIRECTORS

Subject to their fiduciary responsibilities and standards of conduct for directors including, but not limited to, the duty of care, the duty of loyalty, the duty of inquiry and other duties imposed by law, the directors shall not be personally liable for the debts, liabilities or other obligations of the Union.

ARTICLE 5 – MEETINGS

SECTION 1. PLACE OF BOARD MEETINGS

Meetings shall be held at the principal office of the Union unless another location is designated in the notice of the meeting.

SECTION 2. MEETINGS BY TELEPHONE OR OTHER TELECOMMUNICATIONS EQUIPMENT

Any meeting may be held by conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if all of the following apply:

(A) Each member participating in the meeting can communicate concurrently with all other members;
(B) Each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Union;
(C) The Board has adopted and implemented a means of verifying both of the following:
   a. A person participating in the meeting is a director or other person entitled to participate in the Board meeting;
   b. All actions of or votes by the Board are taken or cast only by the directors and not by persons who are not directors.

SECTION 3. ANNUAL MEETING OF THE MEMBERS

The Annual Meeting of the members (Large Circle) shall be held within the second month of the new fiscal year, unless such other date is chosen by consensus of the Board. At the Annual Meeting, directors shall be elected by the members in accordance with Article 4, Section 6. The Board shall announce the amount of membership dues. Notice of the Annual Meeting shall be given by electronic communications to which each member consents as a condition of his/ her membership.

The Large Circle has a quorum if at least one-half of active members are present at the appointed hour. Should there not be a quorum at the appointed meeting time, a meeting is called for one hour later on the same date and at the same location at which time any number of members present constitutes a quorum.

SECTION 4. REGULAR MEETINGS OF THE BOARD

The Board by resolution may establish a schedule of regular meetings of the Board.

SECTION 5. SPECIAL MEETINGS

Special meetings may be called by the President, the Secretary, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the meeting and in the absence of such designation, at the principal office of the Union.

SECTION 6. NOTICE OF SPECIAL MEETINGS

Notice of the time and place of special meetings shall be given to each director (and the members for a membership special meeting) by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly or to a person who would reasonably be expected to communicate that notice promptly; (c) facsimile; (e) electronic mail; or (f) other electronic means. All such notices shall be given or sent to the address or telephone number as shown on the Union's records.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic mail shall be delivered, telephoned, or sent, respectively, at least forty-eight (48) hours before the time set for the meeting.

The notice shall state the time of the meeting and the place, if the place is other than the Union's principal office. The purpose of the special meeting must be specified in the notice.

SECTION 7. QUORUM

A majority of the duly elected directors or active members constitutes a quorum of the Union for the transaction of business except as hereinafter provided. In the case of an active members meeting, should there not be a quorum at the appointed meeting time, a meeting may be called for an hour later or for another day, no later than a week forward at which time any number present constitutes a quorum.

Every action taken or decision made by a majority of the directors or members present at a duly held meeting at which a quorum is present shall be their act, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors or members from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Except as otherwise provided in these bylaws or in the Articles of Incorporation of the Union, or by law, no business shall be considered at any meeting at which a quorum is not present and the only motion which the President shall entertain at such meeting is a motion to adjourn.

SECTION 8. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETING

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as above described, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

SECTION 9. ADJOURNMENT

A majority of those present, whether or not a quorum is present, may adjourn any meeting to another time and place.

SECTION 10. ACTION WITHOUT A MEETING

Any action that the Board is required or permitted to take may be taken without a meeting if all Board members consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Union is a party and who is an "interested director" as defined in Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of disinterested directors of the Board without a meeting and that the bylaws of the Union authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE 6 – OFFICERS

SECTION 1. OFFICES HELD

The mandatory officers of the Union shall be the directors who shall act as President, Secretary, and Treasurer as they shall agree. The Union may also have, at the discretion of the directors, such other officers as may be appointed by the directors. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the Chair of the Board.

SECTION 2. ANNOUNCEMENT OF OFFICERS

Offices of the Union shall be announced at the Annual Meeting by the Board.

SECTION 3. TERMS OF OFFICE

Each officer shall hold office at the pleasure of the Board, or until he or she resigns or is removed, or is otherwise disqualified to serve, whichever occurs first. Officers may serve more than one term.

SECTION 4. APPOINTMENT OF OTHER OFFICERS

The Board may appoint and authorize the President or another officer to appoint any other officers that the Union may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

SECTION 5. REMOVAL OF OFFICERS

The Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

SECTION 6. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the President. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to any rights of the Union under any contract to which the officer is a party.

SECTION 7. VACANCIES IN OFFICE

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis. In the event of a vacancy a mandatory office, such vacancy may be filled temporarily by appointment by the President until such time as the

Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 8. RESPONSIBILITIES OF THE PRESIDENT

The president shall preside at all meetings and subject to the control of the Board, shall oversee and control the affairs of the Union and the activities of the officers. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation of the Union, or by these Bylaws, or which may be prescribed from time to time by the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these bylaws, he shall, in the name of the Union, execute, or cause to be executed, such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time by authorized by the Board. The president must be a male of Cossack heritage.

SECTION 9. RESPONSIBILITIES OF SECRETARY

The Secretary shall:

(A) Certify and keep or cause to be kept at the principal office of the Union the Articles of Incorporation and the original or a copy of these bylaws as amended or otherwise altered to date.
(B) Keep or cause to be kept at the Union's principal office or such other place as the Board may direct, a book of minutes of all meetings and proceedings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general or special and, if special, how authorized; the notice given and the names of persons present at the meetings.
(C) Give or cause to be given notice of all meetings that these bylaws require to be given.
(D) Be custodian of the seal of the Union and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Union under seal is authorized by law or these bylaws. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
(E) Exhibit or cause to be exhibited at all reasonable times to any director of the Union, or to his or her agent or attorney on request thereof, the bylaws and the minutes of the proceedings of the directors of the Union.
(F) Perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the Union, or by these bylaws, or which may be assigned to him or her from time to time by the Board.
(G) Timely file a Statement of Information with the California Secretary of State by March (or five months before) in odd years, designating therein a mailing address for the timely receipt and processing of Union mail.

SECTION 10. RESPONSIBILITIES OF TREASURER

The Treasurer shall:

(A) Have charge and custody of, and be responsible for, all funds and securities of the Union and deposit, or cause to be deposited, all such funds in the name of the Union in such banks, trust companies, or other depositories as shall be selected by the Board.
(C) Disburse, or cause to be disbursed , the funds of the Union as may be directed by the Board, taking proper vouchers for such disbursements as the Board may order. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Union shall be signed by such individuals as are authorized by the Board.
(D) Oversee receipt of monies due and payable to the Union from any source whatsoever.
(E) Keep and maintain adequate and correct accounts of the Union's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

(F) Exhibit at all reasonable times the books of account and financial records to any director of the Union, or to his or her agent or attorney, on request thereof.
(G) Render to the Chair and directors, whenever requested, an account of any or all transactions and of the financial condition of the Union.
(H) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
(I) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board.

ARTICLE 7 – CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

SECTION 1. CONTRACTS WITH DIRECTORS AND OFFICERS

No director of the Union nor any other corporation, firm, association, or other entity in which one or more of the Union’s directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with the Union, unless (a) the material facts regarding that director’s financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board’s consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the Board considers and in good faith decides that after reasonable investigation that the Union could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the Union for its own benefit enters into the transaction, which is fair and reasonable to the Union at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of the Union if it (a) is approved or authorized by the Union in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of the Union.

SECTION 2. LOANS WITH DIRECTORS AND OFFICERS

The Union shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the Union may advance money to a director or officer of the Union for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Union.

ARTICLE 8 – INDEMNIFICATION AND INSURANCE

SECTION 1. INDEMNIFICATION

To the fullest extent permitted by law, the Union shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that section, and including an action by or in the right of the Union, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this bylaw, shall have the same meaning as in that section of the Unions Code.

On written request to the Board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these bylaws in defending any proceeding covered by this Section shall be advanced by the Union before final disposition of the proceeding, on receipt by the Union of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Union for those expenses.

SECTION 2. INSURANCE

The Union shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's or agent's status as such.

ARTICLE 9 – CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Union shall keep at its principal office in the State of California:

(A) Minutes of all meetings of directors, members and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
(B) Adequate and correct books and records of account including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
(C) A copy of the Union's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors of the Union at all reasonable times.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect the Union's books, records, documents of every kind, physical properties, and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

SECTION 3. ANNUAL REPORT

The Board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Union's fiscal year to all directors of the Union, which report shall contain the following information in appropriate detail:

(A) The assets and liabilities, including the trust funds, of the Union 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 Union, both unrestricted and restricted to particular purposes for the fiscal year;
(D) The expenses or disbursements of the Union, for both general and restricted purposes, during the fiscal year;
(E) An independent accountants' report or, if none, the certificate of an authorized officer of the Union that such statements were prepared without audit from the Union's books and records.

ARTICLE 10 – FISCAL YEAR

SECTION 1. FISCAL YEAR

The fiscal year of the Union shall be the calendar year.

ARTICLE 11 – AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these bylaws, or any of them, may be altered, amended, or repealed and new bylaws adopted by a two-thirds (2/3) vote of the entire Board elected pursuant to these bylaws, any such change shall then be operative until/if ratified at the next Annual Meeting. These bylaws may not be amended to include any provision that conflicts with law or with the Union's Articles of Incorporation.

ARTICLE 12 – PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with the Union, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Union, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Union in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Union.

The Board of Directors of the Union shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Union, whether voluntarily or involuntarily, the assets of the Union, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation or Bylaws of the Union and not otherwise.

CERTIFICATE OF THE SECRETARY

I certify that I am the duly elected and acting Secretary of the All Cossacks Union of San Francisco, a California nonprofit public benefit corporation; that these bylaws, consisting of 10 pages, are the bylaws of the Union as adopted by the membership on November 23, 2024; and that these bylaws have not been amended or modified since that date.

Natalie Krassovsky
Corporate Secretary