

As amended effective September 30, 2016, Articles III, IV and VI now read as follows:

ARTICLE III

Members

Section 1. Classes of Members

The corporation shall have two (2) classes of voting members known as Director Members and General Members. The designation of such classes and the qualifications of the members of such classes shall be as follows:

- a. Director Members are those persons who have been elected to the Board of Directors by a majority vote of the General Membership of the corporation. Each member of the Board of Directors shall be entitled to one vote on each matter submitted to a vote of the members. The General Membership may remove a Director Member, by an affirmative vote of two-thirds of all the votes present and voted, either in person or by proxy, at a special meeting of the General Membership called at the request of the President or any two Director Members or one-twentieth of the General Members, following the procedure required by 805 ILCS 105/108.35(c). Any member may resign by presenting a written resignation to the Board of Directors and acceptance of such resignation by the Board.
- b. General Members are those persons whose children are enrolled in the Lithuanian Maironis Community School. Each General Member will have one vote on issues submitted to the general membership at its scheduled annual meetings. The General Members will elect yearly the number of members of the Board of Directors that the By-laws require, according to the election procedure defined by the Nominating Committee.
- c. Director Members shall not vote on matters in which they have a pecuniary self-interest.
- d. No more than two current employees of the Maironis School may serve as Director Members on the Board of Directors at the same time. If the General Membership elects an excess number of current employees, such that seating all of them on the Board of Directors would exceed the two-employee limit, then the ones receiving the most votes shall be

seated to reach the two-employee limit, but the votes for the other elected current employees shall be disregarded and their election shall be null and void, and the next non-employee candidates with the most votes will advance.

Section 2. Transfer of Membership

Membership in this corporation is not transferable or assignable.

ARTICLE IV

Board of Directors

Section 1. General Powers

The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications

The number of directors shall be nine. Prior to the year 2016, each director shall serve a two-year term expiring the 30th day of September two (2) years following the annual meeting at which they were elected, unless the term of office shall terminate prior to the normal expiration date due to being removed or resigning.

In the year 2016, the current directors' terms shall expire on the 30th day of October, and nine directors shall be elected as follows: Three directors shall be elected for a term ending on the 30th day of October of the first year next following their election date; three for a term ending on the 30th day of October of the following year; and three for a term ending on the 30th day of October of the second following year. In the 2016 election, the three candidates receiving the most votes shall be elected to the longest term, the three candidates receiving the next most votes shall be elected to the middle term, and the three candidates receiving the remaining next most votes shall be elected to the shortest term.

Beginning with the year 2017, an election shall be held each year to elect or reelect three directors, and those three directors shall serve a three-year term that shall commence at the expiration of that year's three expiring terms, and shall end on the 30th day of October three (3) years following the annual meeting at which they were elected or reelected, unless

their term of office shall terminate prior to the normal expiration date due to being removed or resigning. Thus, an election shall be held every year for one-third of the Board of Directors seats, and all directors shall serve staggered three-year terms.

The Board of Directors may elect a replacement to fill the vacancy till its normal expiration date. Members of the Board of Directors must be at least twenty-one years of age.

In the event that at the annual meeting of the General Membership, the number of willing and eligible candidates or the number of directors elected is less than the total number of open Board of Directors positions, the Board of Directors shall have the right to fill any open positions by appointing persons to serve on the Board of Directors for the term of the open Board of Directors position.

Section 3. Regular Meetings

A regular annual meeting of the General Membership general membership, called for the purpose of electing directors, shall be held the 2nd week of September beginning with the year 1983, and, beginning in 2016, shall be held any week in the month of October, in the principal office of the corporation or at such other time and place as the Board of Directors may determine, subject to written notice of change being given at least ten days prior to the date of said regular meeting. All general members shall be notified stating place, date, and hour of all regular and special meetings, either personally, or by electronic or other mail, or by posting on the School's internet site, not less than five days before the date of such meetings by direction of the President through the Secretary.

The Board of Directors will schedule regular meetings at least once every two-month period. Board of Director members will be notified at least 10 days before each meeting as to agenda, place, date and hour.

Section 4. Special Meetings

Special meetings of the Board of Directors or the General Membership may be called at the request of the President or any two Director Members. Consistent with the General Not For Profit Corporation Act, which is incorporated into these By-laws, special meetings of the General Membership may also be called by

General Members having one-twentieth of the votes entitled to be cast at such meeting.

Section 5. Election Procedure

The Nominating Committee shall consist of three members of the Board of Directors (excluding Board members running for re-election). This committee shall select no less than one but no more than two nominees for each of the vacancies that occur. The committee shall endeavor to select the best nominees. In selecting the best nominees, the committee shall rely on the criteria in this Section. The criteria are the following (and the potential nominee must include the first three in the official candidate's form and submit it to the committee by the deadline set by Board of Directors):

- (1) connection with the School;
- (2) brief biography;
- (3) statement why he/she decided to be a candidate for the Board of Directors;
- (4) possession of skills or abilities that the School currently needs, which is a criterion that may be given more weight than other criteria;
- (5) legal status in the United States;
- (6) professional and work experience;
- (7) involvement in professional, charitable, civic or community organizations;
- (8) involvement in Lithuanian organizations;
- (9) level of education;
- (10) volunteer work;
- (11) being active in the Lithuanian community;
- (12) past/present work for the School or other schools;
- (13) teaching experience;
- (14) Lithuanian language fluency;
- (15) past/present membership in the School's parent committee;
- (16) past/present enrollment of their children in the School;
- (17) optional: letters of recommendation; and
- (18) optional: relevant items in addition to their biography and statement.

Nominees must be at least twenty-one years of age. Potential nominees may be rejected based on their:

- (1) criminal background;
- (2) history of child abuse;

- (3) history of drug or alcohol abuse; and
- (4) inconsistencies or inaccuracies in their paperwork.

If there are current Maironis school employees who are willing and eligible to be candidates for the Board of Directors, the committee should strive to select nominees in a way that increases the likelihood that the election will result in having at least one, but no more than two, current employees on the Board of Directors. No more than two current employees may serve as Director Members on the Board of Directors at the same time.

The Nominating Committee shall give the General Membership at least fifteen (15) days to consider the nominees before the election. Each General Member will cast one vote for each vacancy. No nominee shall qualify unless he/she receives a plurality of the General Membership vote. Voting shall be done by secret ballot.

The procedure that this section prescribes is the sole and only procedure for selecting and nominating candidates for election to the Board of Directors. All other procedures, including but not limited to nominations from the floor, shall be null and void.

In the event that the General Membership elects an excess number of current employees, such that seating them on the Board of Directors would exceed the two-employee limit, the procedure in Article III, Section d shall be followed.

Section 6. Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. Manner of Acting

The act of a majority of voting members present, at a meeting at which a quorum is present, shall be the act of the Board of Directors.

Section 8. Proxies

At any meeting of the Board of Directors, a member entitled to vote may vote either in person or by proxy executed in

writing by the member. No proxy shall be voted for any meeting other than the one specified in the proxy.

Section 9. Compensation

Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VI

Committees

The chairman of each committee shall be a Director Member and shall hold a one year office until his successor is appointed by the President of the Board of Directors at the first meeting held after the regular annual meeting of the General Membership, unless the committee shall terminate sooner, or unless a member ceases to qualify as a member, or unless a member is removed from a committee. Vacancies shall be filled by appointment of the President of the Board of Directors.

- a. Finance Committee consisting of the Treasurer and such other members as the Board deems necessary, is responsible for fiscal operations, budget preparation, and future financial needs.
- b. Admissions Committee consisting of the Registrar, a teacher and one other member of the Board, is responsible for approving or rejecting applicants to the Lithuanian Maironis Community School.
- c. School Facility Committee is responsible for site selection, the classroom, and future needs of such.
- d. Operations Committee is responsible for the day to day operation of the school, including the school calendars, class hours, visitations, and parent-school activities.
- e. Materials, Furniture and Curriculum Committee is responsible for materials procurement, repair of materials and the curriculum.

- f. Public Relations Committee is responsible for publicity for the school and all its functions.
- g. Fund Raising Committee is responsible for all fund raising activities.
- h. Staff Committee is responsible for staff and faculty procurement and will act as liaison between the Board and staff.