

Bylaws

St. Stanislaus Corporation

As Amended

January 14, 2013

This is to certify that these Amended Bylaws, dated January 14, 2013, have been approved by the Circuit Court for the City of St. Louis, State of Missouri.

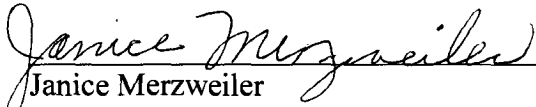

Janice Merzweiler
Secretary of St. Stanislaus Corporation

Table of Contents

Article I - Definitions	1
Article II - Members	2
Section 1. Powers and Duties	2
Section 2. Annual Meeting	2
Section 3. Special Meetings.....	2
Section 4. Notice of Meetings.....	2
Section 5. Chairperson of Members	2
Article III - Board of Directors	2
Section 1. Powers and Duties	2
Section 2. Election of Directors.....	2
Section 3. Term of Directors.....	2
Section 4. How Directors are Nominated and Elected	2
Section 5. Term Limit.....	3
Section 6. Qualification of Directors	3
Section 7. Director Emeritus.....	3
Section 8. Chairperson of the Board of Directors.....	3
Section 9. Removal of a Director.....	3
Section 10. Vacancy on Board.....	3
Section 11. Salary	3
Section 12. Act as a Group, Procedures.....	3
Section 13. Annual and Regular Meetings	3
Section 14. Special Meetings.....	4
Section 15. Notice.....	4
Section 16. Waiver of Notice and Action by Unanimous Consent.....	4
Section 17. Telephone Conference Meetings	4
Section 18. Quorum and Valid Directors' Action	4
Article IV - Officers	4
Section 1. Officers	4
Section 2. Election of Officers.....	4
Section 3. The Chairperson.....	4
Section 4. The President	5
Section 5. The Secretary	5
Section 6. The Treasurer.....	5
Section 7. Removal or Resignation.....	5
Article V - Pastor	5
Section 1. Powers and Duties	5
Section 2. Hiring of the Pastor and Other Pastoral Staff	6
Article VI - Committees of the Board of Directors	6
Section 1. General.....	6
Section 2. Special Committees	6
Section 3. Committee Procedures.....	6
Article VII - Financial Matters	6
Section 1. Depository of Securities.....	6

Section 2.	Signatures Required on Negotiable Instruments.....	6
Section 3.	Contracts	6
Section 4.	Fiscal Year	7
Section 5.	Restoration and Repair Fund	7
Section 6.	Maintenance of Records	7
Section 7.	Annual Financial Review.....	7
Section 8.	Gifts	7
Article VIII - Other Powers of the Members.....		7
Section 1.	Amendment of the Bylaws and the Articles of Agreement	7
Section 2.	Merger and Dissolution	8
Section 3.	Powers.....	8
Article IX - Indemnification of Officers and Directors Against Liabilities and Expenses in Action.....		8
Section 1.	Indemnification With Respect to Third Party Actions.....	8
Section 2.	Indemnification With Respect to Actions by or in the Right of the Corporation	8
Section 3.	Payment of Expenses in Advance of Disposition of Action.....	9
Section 4.	Indemnification Provided in This Article Non-Exclusive	9
Article X - Miscellaneous Provisions		9
Section 1.	Number of Votes.....	9
Section 2.	Minutes of Board Meeting.....	9
Section 3.	Personal Liability.....	9
Section 4.	Conflicts of Interest	10
Section 5.	Tax Statute	10
Section 6.	Saving Clause	10

BYLAWS
OF
ST. STANISLAUS CORPORATION
a General Not For Profit Corporation
as amended

January 14, 2013

St. Stanislaus Corporation is a general not for profit corporation originally incorporated by a Pro Forma Decree of Incorporation and Articles Agreement by order of the Circuit Court of the City of St. Louis, State of Missouri on April 30, 1891. This corporation was incorporated as and is presently a religious, educational, and charitable non-profit corporation organized to perform any act legally allowed by a Missouri non-profit corporation.

These Bylaws amend and restate in their entirety all of the previously existing Bylaws and Charter, and any amendments thereto of the Corporation.

Article I - Definitions

For the purpose of these Bylaws, the terms used shall have the following meanings:

“Board” or **“Board of Directors”** means the Board of Directors of the Parish.

“Corporation” means The St. Stanislaus Corporation, a general not for profit corporation.

“Director” means an individual member of the Board.

“Member” means an individual over the age of eighteen who was formally registered as a member of the Parish on January 14, 2013, or who hereafter registers as a member of the Corporation by completing registration forms provided by the Corporation, provided that such individual continues in good faith to attend, participate in, and support the services and programs of the Corporation and the church it maintains. The Board may, at its sole discretion, establish minimum requirements, including requirements of financial support, that an individual must complete in order to demonstrate participation and support for the Corporation. Spouses, when each is registered, are considered to be separate Members. The Board shall maintain a registry of the Members of the Corporation and shall have the discretion to remove Members based on a failure to meet the requirements set forth herein. The Board shall annually review the registry of the Members to ensure that individuals who, in the sole discretion of the Board, do not meet these requirements are removed from the registry. Upon removal from the registry, an individual’s membership shall immediately cease and they shall no longer have any rights as a member of the Corporation. Any decisions about whether an individual meets any membership requirements shall be in the sole discretion of the Board.

“Parish” or “Church” means the religious institution that the Corporation may, at its sole discretion, maintain.

Article II - Members

Section 1. Powers and Duties. The Members shall exercise the power to vote at any annual or special meeting of the Members of the Corporation.

Section 2. Annual Meeting. The Members shall meet at least once a year on the second Sunday of August at the Polish Heritage Center or at such time and place as shall be determined by the Board of Directors. At the annual meeting, the Treasurer of the Corporation shall report to the Members concerning the Corporation’s finances during the past year, and the Members shall consider such other matters as shall properly come before the meeting.

Section 3. Special Meetings. Additional meetings of the Members may be held from time to time as determined by the Board or as called by a written petition for a meeting signed by at least twenty-five percent of the Members.

Section 4. Notice of Meetings. Notice of both the annual meetings and special meetings shall be given to the Members by the publication of said notice in the bulletin and by posting said notice on the bulletin board in the lobby of the church building or by such other means as are effective. The notice shall be published and posted not less than two weeks before the meeting. The notice shall set out the time and place of the meeting and, if it is a special meeting, the purpose of the meeting.

Section 5. Chairperson of Members. Unless another Director is otherwise designated by the Board, the Chairperson of the Board shall preside as the Chairperson at all meetings of the Members and the Secretary of the Board shall keep the minutes of the Members’ meetings.

Article III - Board of Directors

Section 1. Powers and Duties. The duly elected Board of Directors shall fully manage and control the property, business, and affairs of the Corporation and exercise all the powers of the Corporation. It shall do all these things in a manner consistent with these Bylaws and the laws of the State of Missouri.

Section 2. Election of Directors. There shall be seven (7) Directors of the Corporation. Six (6) of the Directors shall be elected by the Members. The Pastor shall be the seventh Director.

Section 3. Term of Directors. Directors, other than the Pastor, will be elected for a term of three years on a staggered basis with two Directors being elected each year.

Section 4. How Directors are Nominated and Elected. On the second Sunday in June, before the annual Members meeting, each Member will be requested, by conspicuously posting in and around the property, to submit to the Board the names of those Members they believe will be good and effective Directors. The Directors shall likewise have the right to submit names of candidates. The Directors will place the name of each nominee on a list of

candidates and submit that list to the Members no later than thirty days before the annual meeting. Members will be instructed to vote for two of the candidates. The two candidates receiving the most votes will be the new Board members.

Section 5. Term Limit. No Director may serve more than two consecutive full terms. However, any Director who is prevented from being reelected by this term limit will be eligible for election after one year of not being an elected Director.

Section 6. Qualification of Directors. In order to qualify as a Director an individual must be a duly registered Member over the age of eighteen who on a regular basis attends religious services at the church and who, to the best of their ability, provides financial and other support to the Corporation. Any Director who serves as Chairperson and/or the head of a finance committee must have a demonstrated capacity or experience in understanding and handling investment and financial matters.

Section 7. Director Emeritus. A former Director may become an honorary emeritus member of the Board, at the sole discretion of the Board, with the privilege to attend Board meetings and participate in Board discussions but said honorary emeritus member shall not have a right to vote in Board meetings as a Director.

Section 8. Chairperson of the Board of Directors. The Chairperson of the Board of Directors shall be elected by a majority of the Board. The Chairperson shall preside at regular and special meetings of the Board and of the Members, and shall do and perform all acts incident to the position of Chairperson or which are authorized or required by law.

Section 9. Removal of a Director. The Board may remove a Director other than the Pastor from office any time during his or her term only by a majority vote, taken at a duly scheduled and properly noticed meeting of the Board, in favor of removal by all the members of the Board except the Board member who is the subject of the vote.

Section 10. Vacancy on Board. Whenever any vacancy other than the Pastor shall occur on the Board of Directors by reason of death, resignation, or otherwise, the vacancy shall be filled by appointment of a Member by a majority vote of the Directors. Any Director so appointed shall serve the remainder of the vacated term.

Section 11. Salary. No Director shall be paid for his or her service as a Director.

Section 12. Act as a Group, Procedures. The Board of Directors shall, in all cases, act as a group, and may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper and not inconsistent with these Bylaws and the Laws of the State of Missouri.

Section 13. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting once each year at such time and place as set forth in Article II, Sections 2, 3, and 4 above.

Section 14. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or President or upon receipt of a written request for a special meeting signed by any two Directors.

Section 15. Notice. Notice of all Board meetings shall be communicated to each Director in such manner either oral or written as the Board shall determine from time to time, which notice shall in the case of special meetings state generally the nature of the business to be taken up at the meeting.

Section 16. Waiver of Notice and Action by Unanimous Consent. Waiver of notice of any Board meeting shall be valid if signed by each Director as required by law. Any action which is required to be or may be taken at a meeting of the Board, or any committee established by the Board, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

Section 17. Telephone Conference Meetings. A Director may participate in a meeting of the Board and members of the committees of the Board may participate in a meeting of any committee of the Board by means of telephone conference call or other communications equipment by which all persons participating in the meeting may hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 18. Quorum and Valid Directors' Action. For all meetings of the Board of Directors (other than for action taken by unanimous written consent), a quorum shall be four voting Directors then-serving. The resolution or action of a simple majority of the Directors present at a meeting at which a quorum is present shall be the valid resolution or action of the Directors unless otherwise provided in these Bylaws.

Article IV - Officers

Section 1. Officers. The Officers of the Corporation shall be the Chairperson, the President, the Secretary, the Treasurer, and such other officers as may be appointed by the Board of Directors. Only a person who is serving as a Director may be appointed as an Officer of the Corporation; in the event that a person who is serving as an Officer is removed, resigns, or is otherwise no longer serving on the Board of Directors, that person shall no longer serve as an Officer.

Section 2. Election of Officers. Each Officer of the Board of Directors shall be elected by a simple majority vote of the Board, except the President who shall be selected in accordance with provisions of Article V. In accord with the provisions of these Bylaws, the Board shall annually elect and appoint the officers of the Corporation, other than the Pastor, at the annual meeting of the Board.

Section 3. The Chairperson. The Chairperson shall serve as the chief executive officer of the Corporation. The Chairperson shall sign, along with proper officers of the

Corporation, all contracts, securities, and other obligations of the Corporation. The Corporation may delegate this responsibility to sign documents to other officers of the Corporation.

Section 4. The President. The President of the Corporation shall be the Pastor. As provided in Article III, Section 2, the Pastor is a Director.

Section 5. The Secretary. The Secretary shall present, when called upon to do so at a Board Meeting, a report on the condition of the business of the Corporation. The Secretary shall also see that the books, reports, statements, and certificates required by statutes under which the Corporation is organized are properly kept, made, and filed according to the law, and act as custodian of the records. The Secretary shall keep the official registry of the names and addresses of all Members and a keep full and true record of proceedings of the Board.

Section 6. The Treasurer. Pursuant to the instructions of the Chairperson and the Board, the Treasurer shall have the care and custody of and be responsible for all the funds and securities of the Corporation; invest and reinvest all money of the Corporation and deposit all funds in the name of the Corporation; endorse all checks, drafts, and orders for the payment of money, and pay out and dispose of the same; exhibit at all reasonable times the books and accounts of the Corporation to any Director of the Corporation; render a statement of the condition of the finances of the Corporation at each meeting of the Board if called upon to do so; present a full financial report at the annual meeting of the Directors; and submit an annual financial report to the Members at the annual meeting of the Members following the end of each fiscal year. For purposes of clarity, this Section 6 applies to but is not limited to any and all money, funds, securities, accounts, and financial books of any committee or sub-committee of the Board or any division or subdivision of the Corporation.

Section 7. Removal or Resignation. Any officer may be removed, with or without cause, by the affirmative vote of at least two-thirds of the entire Board at any meeting of the Board. Any officer may resign at any time by giving written notice to the Chairperson, the President, or the Secretary. Any such resignation or removal shall take effect at the time specified therein.

Article V – Pastor

Section 1. Powers and Duties. The Pastor shall act as the spiritual leader of the Church. The Pastor shall (a) oversee and guide the activities of all pastoral leaders, such as Assistant or Associate Pastors, in their responsibilities; (b) oversee and approve the liturgical programs; (c) serve as a voting member of the Board and as the President of the Board; (d) assist in the budgeting and business planning; and (e) develop and maintain relationships with the Members. The Pastor shall have the right to appoint the sacristan, the organist, and others required for performance of religious duties, and the Pastor shall have the right to remove any person so appointed by the Pastor for such cause as the Pastor shall deem proper. The Pastor shall have custody of all articles used by him in and about the performance of his religious duties. The Pastor shall also perform such other duties in the Corporation's administration, operation, and finances, as delegated by the Board; however, the Pastor's duties regarding administration, operation, and finances are only those delegated by the Board and the Pastor must consult with the Chairperson on all such matters.

Section 2. Hiring of the Pastor and Other Pastoral Staff. The Board of Directors has the authority, in its sole discretion, to employ a Pastor or other pastoral staff by majority vote. The Pastor and pastoral staff shall serve at the pleasure of the Board, or as may be set forth in any employment agreement the Pastor or pastoral staff may enter with the Corporation.

Article VI- Committees of the Board of Directors

Section 1. General. The Board of Directors by resolution may provide for such committees as it deems necessary to serve at its pleasure and to have such powers and perform such functions as may be assigned to them. The chair of each committee must be a Director and shall be appointed annually by the Chairperson of the Board. Any Member, including persons who are not on the Board, may be appointed to a committee by the Board. The Chairperson and President shall be ex-officio members of all committees and may participate in and vote at committee meetings.

Section 2. Special Committees. A special committee shall limit its activities to the accomplishment of the tasks for which it is appointed and shall have no power to act except as specifically conferred by action of the Board. Upon the completion of the tasks for which created, a special committee shall stand discharged.

Section 3. Committee Procedures. Each committee shall record minutes of its deliberations, recommendations, and conclusions, and shall promptly deliver a copy of such minutes to the Secretary of the Corporation. Reasonable notice of the meetings of any committee shall be given to the Members thereof and to the Chairperson, each of whom shall have the right to attend and participate in the deliberations of the committee. The Chairperson or the committee chair may invite to any committee meeting any individual whose advice may be helpful to the deliberations of the committee. A majority of the members of each committee shall constitute a quorum for the transaction of business and the act of a majority of the members of any committee present at a meeting at which a quorum is present shall be the action of the committee.

Article VII - Financial Matters

Section 1. Depository of Securities. All securities owned by the Corporation shall be kept in such depositories as may be designated from time to time by resolution of the Board of Directors.

Section 2. Signatures Required on Negotiable Instruments. All checks, notes, or other negotiable instruments of the Corporation shall be made in the name of the Corporation and shall be signed by the Treasurer of the Corporation. Instruments of \$5,000 or more must be signed by one other Director or by such other directors or officers as designated from time to time by resolution of the Board of Directors.

Section 3. Contracts. By resolution of the Board, persons designated by the Board, may in the name of the Corporation, make, sign, and deliver all contracts and agreements of any kind for any corporate purpose and see that they are properly carried out; execute, acknowledge, and deliver all deeds, mortgages, leases, and other instruments affecting real estate or in any way necessary for the purposes of the Corporation.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

Section 5. Restoration and Repair Fund. The Restoration and Repair Fund is the general endowment fund for the Corporation. In order to ensure adequate capital will be available to protect and preserve the Corporation and its property, the Corporation shall maintain a minimum balance of at least two hundred thousand dollars (\$200,000.00) in the Restoration and Repair Fund. To the extent possible, this Fund should be invested in government insured funds. The interest and or dividends from this fund should remain in the Restoration and Repair Fund. A unanimous vote of the Board shall be necessary to authorize the expenditure of funds below the minimum balance. If the amount in this Fund is reduced below the minimum balance by said expenditure, the Fund will be replenished and returned to the minimum balance as soon as possible.

Section 6. Maintenance of Records. The Corporation shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board and committees having any of the authority of the Board and shall keep at a place designated by the Board, a record listing the names and addresses of the Members of the foregoing groups entitled to vote. All books and records of the Corporation may be inspected by any Director for any proper purpose at any reasonable time. Members may review such records as are required by law. All determinations about whether an individual is permitted to inspect the books and records of the Corporation or to inspect the minutes of the proceedings of the Board shall be at the Board's sole discretion, to the extent permitted by law.

Section 7. Annual Financial Review. Each year the Board shall cause a licensed Public Accountant to review the financial records of the Corporation and report any findings to the Board. The Board may, at its discretion, present the findings of the Accountant to the Members either at the annual meeting or by posting the results in a conspicuous place. An annual review of financial records is utilized as opposed to a full financial audit because of the high cost of an annual audit. However, should the Members at the annual Members meeting by a two-thirds vote demand a full financial audit, the Board will cause such an audit to be performed.

Section 8. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for general purposes or for any special purpose of the Corporation.

Article VIII - Other Powers of the Members

Section 1. Amendment of the Bylaws and the Articles of Agreement. The Bylaws or the Articles of Agreement may be altered, amended, or added to by a two-thirds vote of the Members present at any Members' meeting provided said amendment shall have first been submitted to the Board and shall have received written approval of two-thirds of all Directors at least one month prior to said Members' meeting. Written copies of the proposed changes shall be provided to each Member at least thirty days prior to any Members' meeting at which the changes are proposed to be acted upon.

Section 2. Merger and Dissolution. Any merger or dissolution shall be in accordance with Chapter 352, Missouri Revised Statutes, or such Missouri statute in effect at the time, governing Religious and Charitable Associations. Upon merger or dissolution and after payment of all debts any property remaining to be distributed shall be transferred to an organization with an orientation toward assisting people or organizations promoting the Polish language, traditions, and heritage chosen by the Board of Directors and approved by a majority of the Members before such merger or dissolution. The chosen organization shall qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

Section 3. Powers. All powers not specifically reserved to the Members pursuant to Article II or this Article VIII are delegated to the Board of Directors.

Article IX - Indemnification of Officers and Directors
Against Liabilities and Expenses in Action

Section 1. Indemnification With Respect to Third Party Actions. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of this Corporation), by reason of the fact that said person is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, partner, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, taxes, and amounts paid in settlement actually and reasonably incurred by said person in connection with such action, suit, or proceeding if said person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 2. Indemnification With Respect to Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that said person is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, partner, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney fees) actually and reasonably incurred by said person in connection with the defense or settlement of such action or suit if said person acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Corporation. However, no indemnification shall be made in respect of any claim, issue, or matter as to which said person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of said persons duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of

all the circumstances of the case, said person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. Any indemnification under this Section 2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, partner, trustee, or agent is proper in the circumstances because said person has met the applicable standard of conduct set forth in this Section 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 3. Payment of Expenses in Advance of Disposition of Action. Expenses incurred in defending any actual or threatened civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee, partner, trustee, or agent to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 4. Indemnification Provided in This Article Non-Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors, or otherwise, both as to action in the person's official capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, partner, trustee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article X- Miscellaneous Provisions

Section 1. Number of Votes. At every meeting of the Members or Directors, each Director and each Member shall be entitled to one vote on each matter set forth on the ballot. Except in cases in which it is in these Bylaws or by law otherwise provided, a majority of the votes cast shall be necessary and sufficient to pass any measure.

Section 2. Minutes of Board Meeting. The Secretary shall provide each Director with a copy of the minutes of each meeting of the Board or the Secretary may read the minutes for Board approval at the next Board meeting. At the Board's discretion, minutes of Board meetings may be posted in a conspicuous place.

Section 3. Personal Liability. The Members, Directors, and Officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them for the Corporation.

Section 4. Conflicts of Interest. No Member, Director, or Officer shall be disqualified from holding any office by reason of any interest, but any conflict of interest must be made known to the Corporation at the earliest practical time. A Member, Director, or Officer shall be considered to have a conflict of interest if such a person either: (a) has an existing or potential financial or other interest which impairs or might reasonably appear to impair such person's independent, unbiased judgment in the discharge of their responsibilities to the Corporation; or (b) is aware that a Member of their immediate family or any organization in which such person is an officer, director, employee, member, partner, trustee, or controlling stockholder, has such existing or potential financial or other interests.

No Member or Director shall vote on any matter under consideration by the Members or the Board or at a committee meeting in which such Member or Director has a conflict of interest. The minutes of such meeting shall reflect that a disclosure was made and that the Member or Director having the conflict of interest abstained from voting. Any Member or Director who is uncertain whether they have a conflict of interest must report such information to the Board and a majority of the members of the Board of Directors shall determine whether the Member or Director has a conflict of interest.

Section 5. Tax Statute. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) as a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, 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 and distributions in furtherance of the purposes and powers of the Corporation.

Upon dissolution of the Corporation, the Members, after making provision for the payment of all of the liabilities of the Corporation, shall arrange for the distribution of all of the assets of the Corporation to a Catholic religious organization with an orientation of assisting people or organizations in promoting the Polish language, traditions and heritage chosen by the Board of Directors before such dissolution and in accordance with Section 2, Article VIII, which shall qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, said assets shall be distributed exclusively for the tax-exempt purposes of the Corporation, either by direct distribution or by distribution to one or more organizations, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended, as they may determine, and in accordance with the laws of the State of Missouri.

Section 6. Saving Clause. In the event any provision of these Bylaws is held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of these Bylaws and any other provisions shall be construed as if such invalid provision had not been contained in these Bylaws.