

**BYLAWS**  
**OF**  
**THE SOUL OF UKRAINE FOUNDATION, INC.**  
**A FLORIDA FOREIGN NONPROFIT CORPORATION**

**ARTICLE I. INTRODUCTION AND PURPOSE**

Section 1. Name and Adoption of Bylaws. The name of this corporation is The Soul of Ukraine Foundation, Inc. ("Foundation"). These Bylaws were officially adopted by the Board of Directors on the 20<sup>th</sup> day of March, 2015.

**ARTICLE II. PURPOSE**

Section 1. Nonprofit Purposes. This corporation is organized exclusively for charitable, religious, cultural purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2. Specific Purposes. The purpose of the Foundation is implementation of cultural, religious, informational and art events for popularization and promotion of Ukrainian culture and arts, rise of Ukrainian church reputation, creation of favorable information environment for relation of Ukraine with foreign countries, honoring and perpetuating memory of Ukrainian patriots – heroes of Maidan, creation of recognizable positive reputation of Ukraine. Development of special programs for the acquaintance of Ukrainians with the culture, historical heritage and environmental achievements of other countries.

The specific objectives and purpose of this organization shall be:

1. organization and implementation of art projects and other events;
2. implementation of programs aimed at the development of culture, art, contribute to the protection and preservation of cultural heritage;
3. cooperation with local authorities, executive authorities, Mass media, local and foreign non-governmental and charitable organizations;
4. promoting the revival of national culture, science and historical traditions of the people of Ukraine;
5. assistance in the organization and financing of programs and activities aimed at the revival of traditional crafts and trades;
6. promotion of programs and activities for environmental safety;
7. interaction with a view to the revival of spiritual traditions of the society with involved public associations and religious organizations;
8. promote the implementation of building programs and renovation of churches, monuments of architecture and culture, educational establishments;
9. assistance in organization and conducting of charitable actions;
10. creation of photo and video materials arising from the areas of the Foundation charitable activities;
11. any other activity not forbidden by law aimed for reaching the goal.

### **ARTICLE III. FOUNDERS**

Section 1. Founders. The founders of the Foundation are individuals and legal entities:

1. Mr. Sergey Melnikoff (a.k.a. MFF), address: 50/52, Tarasa Shevchenka Boulevard, Kyiv City, Ukraine 01032 or 3110 Oak Street, Suite 3, Jacksonville, FL 32205;
2. CHARITABLE ORGANIZATION "INTERNATIONAL CHARITABLE FOUNDATION FOR THE UKRAINIAN PEOPLE "SOUL OF UKRAINE", foreign corporation registered in Ukraine under Number: 39490790, legal address: 50/52, Tarasa Shevchenka boulevard, Kyiv City, Ukraine 01032.

Section 2. Voting rights of Founders. Founders of the Charitable Organization "International Charitable Foundation For The Ukrainian People "Soul Of Ukraine" (hereinafter "CO "Soul Of Ukraine") shall have one vote each on the Board of Directors.

### **ARTICLE IV. NOT FOR PROFIT**

Section 1. No Stock. The Foundation shall not issue shares of stock.

Section 2. Nonprofit Operations. The Foundation is a Florida not-for-profit corporation. No dividends will be paid, and no part of the income or assets of this Foundation will be distributed, to its Directors or Officers. However, the Foundation may contract in due course of business with its Officers or Directors for services rendered to the extent permissible under the Articles of Incorporation, under Florida and Federal law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter "Code").

Section 3. No Loans to Directors or Officers. This Foundation will loan no money to any of its Directors or Officers.

Section 4. No Vested Rights. No director or Officer of this Foundation has any vested right, interest, or privilege of, in, or to the rights, property, assets, functions, or affairs of the Foundation.

### **ARTICLE V. MEMBERSHIP**

Section 1. Eligibility for Membership. Application for voting membership shall be open to all legally capable individuals and legal entities (other than public authorities, local authorities and other legal entities of public law) that supports the purpose statement in Article II, Section 2. Membership is granted after completion and receipt of a membership application and annual dues. All memberships shall be granted upon a majority vote of the board.

Section 2. Rights of Members. Each member shall be eligible to appoint one voting representative to cast the member's vote in association elections.

Section 3. Resignation and Termination. Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section 4. Non-voting Membership. The board shall have the authority to establish and define non-voting categories of membership.

Section 5. Regular Meetings. Regular meetings of the members shall be held quarterly, at a time and place designated by the chair.

Section 6. Annual Meetings. An annual meeting of the members shall take place in the month, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

Section 7. Special Meetings. Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors.

Section 8. Notice of Meetings. Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

Section 9. Quorum. A quorum for a meeting of the members shall consist of at least twenty percent (20)% of the active membership.

Section 10. Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **ARTICLE VI. BOARD OF DIRECTORS**

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Foundation shall be controlled by the Board of Directors.

Section 2. Members. Members of the Board of Directors may be other persons who are not members of the Foundation, but were nominated by the participants of the Foundation and approved by the General Meeting of the Foundation.

Section 3. Term. The term of each Director who is a Member of the Executive Committee of the Foundation shall be commensurate with that Director's term as a Member of the Foundation.

Section 4. Removal. A Director may be removed at any time by agreement of the President of Foundation and the affirmative vote of at least two-thirds (2/3) of all Directors, including that Director, whenever in the judgment of the Board of Directors the best interests of the Foundation will be served.

Director who represents Ukrainian founder "CO "Soul of Ukraine" can be removed only by formal agreement of Ukrainian side.

Section 5. Resignation; Vacancies. Resignation of a Director will become effective immediately or on the date specified therein and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, whether by resignation, removal, incapacity, death or otherwise of a Member who is a Member of the Executive Committee of The Soul of Ukraine Foundation, Inc. shall be filled by that Director's replacement on the Executive Committee of the Foundation. Any vacancy occurring in the Board of Directors, whether by resignation, removal, incapacity, death or otherwise of a Member who was elected by the Foundation shall not be replaced until the next duly called meeting of the Foundation.

Section 6. Place of Meetings of Directors. Meetings of the Board of Directors will be held at such place or places within or without the State of Florida. Meetings may be held via conference call. Florida's Government in the Sunshine Law, commonly referred to as the Sunshine Law, provides a right of access to governmental proceedings at both the state and local levels. The law is equally applicable to elected and appointed boards and has been applied to any gathering of two or more members of the same board to discuss some matter which will foreseeably come before that board for action. The Soul of Ukraine Foundation, Inc. will abide by the provisions and requirements of the Sunshine Law, s. 286.011, F.S.

Section 7. Regular Meetings of Directors. Regular meetings of the Board of Directors shall be held at such times and places as are specified by the Board of Directors or the President from time to time.

Section 8. Annual Meetings of Directors. Subject to the provisions of Section 6 above, one meeting each year shall be designated the annual meeting of the Board of Directors. Written notice stating the date, time and place of each annual meeting will be delivered to each Director not less than fifteen (15) days before the date of the meeting, either personally or by first class mail, by Federal Express, by Express Mail, by facsimile or by telegram, by or at the direction of the President or the Secretary. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of this Foundation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

Section 9. Call of Special Meetings of Directors. A special meeting of the Board of Directors may be called by any one of the following: the President or a majority of the Directors.

Section 10. Notice of Special Meetings of Directors. Subject to the provisions of Section 6 above, written notice stating the date, time and place of any special meeting of the Board of Directors shall be delivered to each Director not less than fifteen (15) days before the date of the meeting, either personally or by first class mail, by Federal Express, by Express Mail, by facsimile or by telegram, by or at the direction of the President, or the Secretary, or the persons calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his or her address as it appears on the records of this Foundation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting unless otherwise required by the Articles of Incorporation or these Bylaws.

Section 11. Waiver of Notice of Meeting of Directors. Subject to the provisions of Section 6 above, notice of the date, time, place and purposes of any meeting of Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

Section 12. Quorum of Directors. A majority of the Board of Directors then serving shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by law, by the provisions of the Articles of Incorporation or by these Bylaws.

Section 13. Directors' Meetings By Communications Equipment. Subject to the provisions of Section 6 above, meetings of the Directors may be held through any means of communications by which all Directors participating simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 14. Action by Directors Without a Meeting. Subject to the provisions of Section 6 above, action required or permitted to be taken at a Board of Directors' meeting may be taken without meeting if the action is taken by all of the Directors. The action must be evidenced by one or more written consents describing the action taken and signed by each Director. Any such written consent shall be filed with or entered upon the records of the Foundation. A consent signed under this section has the effect of a meeting vote and may be described as such in any document. Action taken under this section is effective when the last Director signed the consent, unless the consent specifies a different effective date.



Section 15. Ratification. Any Director not present at a meeting may ratify the validity and actions that took place in such meeting by signing a written document so indicating ratification. Such ratification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in the writing. Such ratification shall also be deemed to constitute personal presence at such meeting.

## **ARTICLE VII. OFFICERS**

Section 1. Officers. The officers of this Board shall be the President, Vice-President, Secretary and Treasurer. All officers must have the status of active members of the Board.

Section 2. President. The President shall preside at all meetings of the membership. The President shall have the following duties:

1. He/She shall preside at all meetings of the Executive Committee.
2. He/She shall have general and active management of the business of this Advisory Board.
3. He/She shall see that all orders and resolutions of the Advisory Board are brought to the Advisory Board.
4. He/She shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed.
5. He/She shall submit a report of the operations of the program for the fiscal year to the Advisory Board and members at their annual meetings, and from time to time, shall report to the Board all matters that may affect this program.
6. He/She shall be Ex-officio member of all standing committees and shall have the power and duties usually vested in the office of the President.

Section 3. Vice-President. The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-Presidents duties are:

1. He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Advisory Board.

Section 4. Secretary. The Secretary shall attend all meetings of the Advisory Board and of the Executive Committee, and all meetings of members, and assisted by a staff member, will act as a clerk thereof. The Secretary's duties shall consist of:

1. He/She shall record all votes and minutes of all proceedings in a book to be kept for that purpose. He/She in concert with the President shall make the arrangements for all meetings of the Advisory Board, including the annual meeting of the organization.
2. Assisted by a staff member, he/she shall send notices of all meetings to the members of the Advisory Board and shall take reservations for the meetings.
3. He/She shall perform all official correspondence from the Advisory Board as may be prescribed by the Advisory Board or the President.

Section 5. Treasurer. The Treasures duties shall be:

1. He/She shall submit for the Finance and Fund Development Committee approval of all expenditures of funds raised by the Advisory Board, proposed capital expenditures (equipment and furniture), by the staff of the agency.
2. He/She shall present a complete and accurate report of the finances raised by this Advisory Board at each meeting of the members, or at any other time upon request to the Advisory Board.

3. He/She shall have the right of inspection of the funds, including budgets and subsequent audit reports.
4. It shall be the duty of the Treasurer to assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
5. He/She shall perform such other duties as may be prescribed by the Advisory Board or the President under whose supervision he/she shall be.

Section 6. Election of Officers. The Nominating Committee shall submit at the meeting prior to the annual meeting the names of those persons for the respective offices of the Advisory Board. Nominations shall also be received from the floor after the report of the Nominating Committee.

The election shall be held at the annual meeting of the Advisory Board. Those officers elected shall serve a term of one (1) year, commencing at the next meeting following the annual meeting.

Section 7. Removal of Officer. The Advisory Board with the concurrence of 3/4 of the members voting at the meeting may remove any officer of the Board of Directors and elect a successor for the unexpired term. No officer of the Board of Directors shall be expelled without an opportunity to be heard and notice of such motion of expulsion shall be given to the member in writing twenty (20) days prior to the meeting at which motion shall be presented, setting forth the reasons of the Board for such expulsion.

Section 8. Removal of President. President of the Foundation may be removed only 100% voting members of the Board of Directors and on the consent of all the Founders of the Foundation.

Section 8. Vacancies. The Nominating Committee shall also be responsible for nominating persons to fill vacancies which occur between annual meetings, including those of officers. Nominations shall be sent in writing to members of the Advisory Board at least two (2) weeks prior to the next meeting at which the election will be held. The persons so elected shall hold membership or office for the unexpired term in respect of which such vacancy occurred.

## **ARTICLE VIII. COMMITTEE**

Section 1. Committee Formation. The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2. Executive Committee. The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3. Finance Committee. The treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

## ARTICLE IX. CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect the Foundation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Foundation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Section 2. Definition.

1. **Interested Person.** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - i. An ownership or investment interest in any entity with which the Foundation has a transaction or arrangement,
  - ii. A compensation arrangement with the Foundation or with any entity or individual with which the Foundation has a transaction or arrangement, or
  - iii. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Foundation is negotiating a transaction or arrangement.

### Section 3. Procedures.

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
3. **Procedures for Addressing the Conflict of Interest.**
  - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
  - ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
  - iii. After exercising due diligence, the governing board or committee shall determine whether the Foundation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
  - iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Foundation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**4. Violations of the Conflicts of Interest Policy.**

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**ARTICLE X. INDEMNIFICATION**

Section 1. Officers and Directors. The Foundation shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that he, or his estate, is or was a Director or Officer of the Foundation in the manner and to the maximum extent permitted by the Florida Business Corporation Act, as amended from time to time.

Section 2. Other Personnel. In the discretion of the Board of Directors, the Foundation may indemnify all other corporate personnel to the extent permitted by law.

**ARTICLE XI. BOOKS AND RECORDS, FUNDS  
AND CORPORATE PROPERTY**

Section 1. Books and Records. The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and all committees having and exercising any of the authority of the Board of Directors. All such materials may be inspected by any Board Member for any proper purpose upon appointment or during regular business hours, upon reasonable notice.

Section 2. Funds. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, or other depositories as may be selected by the Board of Directors. Funds may be withdrawn by those Officers designated and authorized by the Board.

Section 3. Corporate Property. All property owned by the Foundation shall be held in the corporate name.

**ARTICLE XII. DISSOLUTION**

Section 1. Dissolution. Upon dissolution, all of the remaining assets and property of the Foundation 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, or to another organization to be used in such manner as in the judgment of a Judge of the Circuit Court of the County in which the principal office of the Foundation is located or pursuant to any other method authorized by Statute or substantive law of the State of Florida which will best accomplish the general purposes for which this Foundation was formed.

### ARTICLE XIII. AMENDMENTS

Section 1. Amendments. The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Foundation by a majority vote of the entire Board of Directors at any meeting.

### ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 9 preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 20<sup>th</sup> day of March, 2015.

**Anastassia S Melnikov**  
**President**  
**The Soul of Ukraine Foundation, Inc.**



**CHARITABLE ORGANIZATION**  
**"INTERNATIONAL CHARITABLE**  
**FOUNDATION FOR THE UKRAINIAN PEOPLE**  
**"SOUL OF UKRAINE"**  
**in the name of the Executive Director**  
**Gennadii Korolov**

