

**BY-LAWS OF
POLISH FALCONS HERITAGE FOUNDATION**

**Article I
Name**

The name of this corporation is POLISH FALCONS HERITAGE FOUNDATION (the "Foundation").

**Article II
Principal Office**

The principal office of the Foundation is located at 381 Mansfield Avenue, Pittsburgh Pennsylvania, 15205. The Foundation may have such other offices, either within or without the Commonwealth of Pennsylvania, as the Board of Directors may designate from time to time.

**Article III
Purpose**

The Foundation is organized and shall be operated exclusively for charitable, educational, scientific or religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"). The Foundation shall serve as a resource for the Polish American Community to educate and promote the traditions, history and culture of Poland and Poles in the United States. In keeping with the tradition of the Polish Falcons of America (the "Society"), the focus of the programs and activities of the Foundation shall focus on the development of the physical, mental and spiritual well-being of young people. The Foundation shall promote education in the forms of scholarships, workshops, and cultural activities and shall emphasize physical fitness through healthy lifestyle choices. The Foundation shall strive to build leaders for the future who hold the core values that are important to their Polish Heritage, including ethnic tolerance and integration.

To the extent consistent with the above general purposes, the specific purposes of the Foundation shall be to:

1. Award scholarships. Provide financial support toward the continued education of qualified students, without discrimination on the basis of race, color, sex or religious preference.
2. Support the work of other organizations that share a similar purpose, including the Society, and make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code.
3. Exercise any, all and every power that a nonprofit corporation organized under the laws of the Commonwealth of Pennsylvania can be authorized, provided that such powers be limited to charitable, educational, religious and scientific purposes, all for the public welfare, and not any other purpose.

None of the activities, funds, property or income of the Foundation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the Foundation nor its officers or directors shall, in their capacity as officers or directors of the Foundation, contribute to or otherwise support or assist any political party or candidate for elective public office. Any gifts, grants, scholarships and other rewards made by the Foundation shall be given or awarded in such manner as does not violate the restrictions under Code section 501(c)(3).

Whenever the Foundation is a private foundation as defined in Code section 509(a), the income of the Foundation shall be distributed at such time and in such manner as not to subject it to tax under Code section 4942, and the Foundation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in Code Section 4941(d), 4943(c), and 4954(d), respectively, or make any investments in such manner as to subject it to tax under Code section 4944.

Article IV

Board of Directors

The business and affairs of the Foundation shall be managed by its Board of Directors. Members of the Board of Directors will be elected by resolution of the Society.

Section 1. Number of Directors. The Board of Directors will consist of nine (9) members comprised of the President, Vice President and Secretary/Treasurer, three (3) directors who are current members of the Board of Directors of the Society and three (3) at-large directors.

Section 2. Length of Term. Each term is for two years without restriction on reappointment. Each director shall hold office until the expiration of the term for which he or she was elected and until his or her successor has been elected and qualified, or his or her earlier death, resignation or removal.

Section 3. Removal. Any director may be removed by majority vote of the Board, excluding the director in question, whenever in the Board's judgment the best interests of the Foundation will be served thereby. A director may also be removed by resolution of the Society.

Section 4. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

Section 5. Vacancies. If a vacancy occurs in the Board, the remaining directors may fill such position for the remainder of the term by majority vote.

Section 6. Chair and Vice Chair. The directors shall annually select from their members both a Chair and a Vice Chair of the Board of Directors.

Section 7. Regular Meetings. The Board of Directors shall hold regular meetings quarterly at such time and place as designated by the Chair. One regular meeting shall be

designated as the annual meeting for the purpose of organization, the election of officers, and the transaction of other business.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called at the request of the Chair of the Board or by written request of a majority of the members of the Board of Directors. The time and place of such meeting shall be designated by the authorized person or persons calling such special meetings.

Section 10. Notice of Meetings. Notice of all Board of Directors meetings shall be given at least ten (10) days previously thereto by written notice delivered personally or mailed to each director at his or her business address or by electronic mail.

Section 11. Meetings by Electronic Communications. Subject to the provisions of applicable law and these By-Laws regarding notice of meetings, members of the Board of Directors or members of any committee designated by such Board of Directors may, unless otherwise restricted by statute, by the Articles of Incorporation or by these By-Laws, participate in and hold a meeting of such Board of Directors or committee by using conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, or view comments by each participant, and participate in a meeting.

Section 12. Any relevant business of the Foundation may be transacted at any meeting of the Board of Directors.

Section 13. Chair/Vice Chair. At all meetings of the Board of Directors, the Chair or Vice Chair, or in their absence, a Chair chosen by the directors present, shall preside.

Section 14. Quorum. At all meetings of the Board of Directors, a majority of the directors duly appointed, qualified, and acting shall be necessary and sufficient to constitute a quorum for the transaction of business; and the act of a majority of directors present at any meeting at which a quorum is present shall be the act of the entire Board of Directors, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting, there is less than a quorum present, a majority of those present may adjourn the meeting without further notice.

Section 15. Compensation. Directors shall receive no compensation for their services as directors. Subject to any policy adopted by the Board of Directors, directors may be reimbursed for reasonable expenses paid or incurred on behalf of the Foundation.

Section 16. Powers. All the Corporate power, except as otherwise provided for in these By-Laws and in the laws of the Commonwealth of Pennsylvania, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to committees of their own number or to officers of the Foundation, such powers as they may see fit.

Article V Officers

The Board of Directors shall appoint the officers of the Foundation. Unless otherwise designated by resolution of the Society, only officers of the Society shall be eligible to serve as officers of the Foundation.

Section 1. President. The President shall be the principal executive officer of the Foundation, and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Foundation. The President may sign, with the Secretary/Treasurer or any other proper officer of the Foundation authorized by the Board of Directors, any contracts, or other instruments which the Board of Directors has authorized to be executed and, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 2. Vice President. In the absence of the President or in the event of his/her death or disability, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers and be subject to all of the restrictions of the office of President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or the Board of Directors.

Section 3. Secretary/ Treasurer. The Secretary/ Treasurer shall keep the minutes of the Board of Directors meetings, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, be custodian of the corporate records and seal of the Foundation and, in general, perform all duties incident to the office of Secretary. The Secretary/Treasurer shall have custody of and be responsible for all funds and securities of the Foundation. He/she shall receive and give receipts for monies due and payable to the Foundation from any source and he/she shall deposit all such monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the Board of Directors. The Secretary/Treasurer shall be responsible for the keeping of accurate books of account of the affairs of the Foundation, and shall exhibit such books at all reasonable times to any director on application at the offices of the Foundation. He/she shall present to the Board of Directors annually a complete report of the financial condition of the Foundation for the preceding calendar year. The Secretary/ Treasurer shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 4. Agents and Representatives. The Board of Directors may appoint agents and representatives of the Foundation with the power to perform acts or duties on behalf of the Foundation as the Board of Directors sees fit and consistent with these By-Laws to the extent authorized or permitted by law.

Section 5. Contracts and Services. The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to a specific instance, as authorized by the Board of Directors, unless otherwise provided in these By-Laws.

Section 6. Compensation. Officers shall receive no compensation from the Foundation for their services as officers. Subject to any policy adopted by the Board of Directors, officers may be reimbursed for reasonable expenses paid or incurred on behalf of the Foundation.

Article VI Fiscal Year

All books and records of the Foundation shall be kept on a calendar year basis beginning on the first day of January of each year.

Article VII Gifts and Trusts

Section 1. Gifts. Gifts and donations to the Foundation may be received, held, either in trust or otherwise, and disbursed for the purposes for which the Foundation was formed.

Section 2. Trusts. The Foundation may place, or have placed for it, gifts of real or personal property in trusts, unitrusts, security trusts, annuity trusts and any other type of trust permitted by the laws of the Commonwealth of Pennsylvania so long as it will not threaten disqualification under section 501(c)(3) of the Code.

Section 3. Trustee. The property held in trust for the benefit of the Foundation may be administered by the Foundation as trustee or by a trustee unrelated to the Foundation and designated by the Board of Directors.

Section 4. Ownership. Neither any donation to the Foundation nor any fund or property arising therefrom in whatever form it may take shall ever become a part of any Society fund nor in such instance shall the Society or its Convention or Board of Directors have the power to change the purposes thereof or to divert such donation, fund or property from those designated purposes.

Article VIII Dissolution

If the Foundation proves unable to carry out the purpose for which it was created, the Foundation shall be dissolved in accordance with law. Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all of the assets of the Foundation to such organization or organizations, as the Board of Directors shall select, which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code. If the Board of Directors proves unable to agree upon the disposition of the Foundation's assets, all residual assets shall be surrendered to the Circuit Court located in the county in which the Foundation's principal office is located for disposition by the Court for the benefit of other organizations that are exempt under section 501(c)(3) of the Code.

Article IX

Amendments

The Board of Directors may amend the Articles of Incorporation these By-Laws by majority vote of directors present at a meeting where a quorum is present, provided that such amendment is approved by resolution of the Society.