

**AMENDED BYLAWS OF THE COMMITTEE FOR THE DEFENSE
OF DEMOCRACY - KOD POLONIA USA**

Article 1 - Definitions

Section 1.01 Name. The “Corporation” shall mean The Committee for the Defense of Democracy - KOD Polonia USA, its successors and assigns.

Section 1.02 Board. The “Board” shall mean the Board of Directors of the Corporation.

Section 1.03 Membership. The “Membership” shall mean those individuals who are members in good standing of the Corporation.

Article 2 - Purposes, Objectives and Governing Instruments

Section 2.01 Charitable, Educational, and Scientific Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable, educational, or religious, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to support the continued development, understanding and appreciation of democracy and the rule of law in the Republic of Poland and in the Polish-American community through education, public outreach and advocacy in the United States.

Section 2.02 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and its Bylaws.

Section 2.03 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.04 Limitations on Activities. No part of the activities of the Corporation shall consist of participating in, or intervening in, any political campaign on behalf any candidate for public office, nor shall the Corporation operate a social club or carry on business with the general public in a manner similar to an organization operated for profit. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future federal tax law.

Article 3 - Membership

Section 3.01 Eligibility for Membership. Application for voting membership shall be open to any person resident in the United States of America who wishes to support the goals of the

Corporation and who submits a completed Membership Application along with the annual membership fee of \$50.

Section 3.02 Procedure for Admission of Members. The Corporation has sole discretion whether to accept an applicant's Membership Application and grant membership in the Corporation. Admission of new members will be by majority vote of the Board of Directors. At its discretion, the Board of Directors may delegate the review and approval of membership applications to a sub-committee of the Board or an existing member or committee of existing members.

Section 3.03 Membership Fee. The annual fee for membership in the Corporation shall be set at \$50. The Board may increase or decrease the annual fee amount by majority vote. Subsequent annual fees will be due within thirty days of the anniversary of membership (defined as the date on which the member's application for membership was accepted). The Board or any committee duly appointed by the Board pursuant to Section 3.02 to oversee membership admission may waive or reduce the membership fee for a particular member or applicant for good cause (such as financial hardship or other extenuating circumstances) in individual cases.

Section 3.04 Rights of Members. Each member in good standing shall be entitled to vote in elections for the Board of Directors, to stand for election to a Board position or officership, and to vote on any other matters that the Board designates for a membership vote. A member may designate in writing a proxy to vote on his or her behalf. The Board may prescribe such methods for voting as it deems appropriate.

Section 3.05 Loss of Voting Rights for Non-Payment of Dues. A member who is more than thirty (30) days delinquent in the payment of membership dues shall not be entitled to vote until such time as their dues are paid, unless the Board agrees to excuse the delinquency by a majority vote.

Section 3.06 Termination of Membership. Any member may terminate their membership at any time by written notice to the Corporate Secretary. The Board of Directors may, at its sole discretion and by majority vote of the Directors, suspend or terminate the membership of any member by written notice to that member, which termination shall be effective immediately upon issuance of written notice. No full or partial refunds of already-paid membership dues shall be due to any member upon termination of membership for any reason.

Section 3.07 Non-voting Membership. The Board shall have the authority to establish and define non-voting categories of membership.

Article 4 - Meetings of Members

Section 4.01 Regular Meetings of Members. Regular meetings of members shall be held on a quarterly basis at a time and place selected by the Board of Directors. The Board shall make an effort to ensure that meetings are held in locations that allow participation by members in various geographic locations and to facilitate remote participation by those who are not able to attend in person.

Section 4.02 Annual Meeting. An annual meeting of the Membership shall take place in October of every year, at a time and place selected by the Board of Directors. In connection with the Annual Meeting the Membership shall elect Directors to open Board positions and vote on any other matters submitted for a membership vote by the Board. At the Annual Meeting, the Board shall also deliver a report on the activities of the Corporation during the previous year and shall discuss with the Membership the Corporation's plans for the coming year.

Section 4.03 Special Meetings. A special meeting may be called by the Chairman of the Board of Directors or by a simple majority of the Directors. A petition signed by 10% of the voting members may also call a special meeting.

Section 4.04 Notice of Meetings. Notice of the time and place of meetings shall be provided by posting on the Corporation's web page, Facebook and/or other social media page, and by electronic mail to the membership with at least 14 days' notice, except that notice of special meetings may be given fewer than 14 days in advance of the meeting if exigent circumstances so require.

Section 4.05 Quorum. The number of members present at any properly-announced meeting shall be a quorum and shall be sufficient for a binding election.

Section 4.06 Voting. All matters subject to Membership voting shall be decided by a simple majority of votes cast. Recognizing the national nature of the organization, which may make in-person attendance impracticable for members, the Board will endeavor to establish a system of voting by e-mail or other electronic means (e.g., online poll) and will work to facilitate virtual "attendance" and participation in regular and annual meetings via internet/videoconferencing where feasible. Members may also designate, in writing, a proxy to cast their vote.

Article 5 - Board of Directors

Section 5.01 Number of Directors. The the number of Directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3).

Section 5.02 Term of Board Membership. Except as provided below with respect to the transition from the Initial Board to the Full Board, Directors shall be elected to two (2)-year terms of office.

Section 5.03 Transitional Board. Effective as of the date of adoption of these Amended Bylaws, the number of Board Members shall be increased from five (5) to seven (7). The five existing Board Members shall retain their positions, and the two new positions shall be filled by one (1) Board Member to be nominated by the KOD Polonia West regional group, and one (1) Board Member to be nominated by the KOD Polonia USA East regional group. The West and East regional groups shall identify their nominees within fourteen (14) days of the adoption of these Amended Bylaws.

Section 5.04 Identification of Transitional Board Positions. The Transitional Board shall consist of the following members:

Board Seat #1: Peter Wlodarczyk

Board Seat #2: Jonathan Lahn

Board Seat #3: Tom Kokocinski

Board Seat #4: Andre Hryn

Board Seat #5: Kinga Kosmala

Board Seat # 6: West regional nominee

Board Seat # 7: East regional nominee

Section 5.05 Term of Transitional Board. The Transitional Board shall serve in the composition described above until the first Annual Meeting.

Section 5.06 Election of Board. At the first Annual Meeting after the adoption of these Amended Bylaws (to be held in October 2016) four Board Seats will be elected by a majority vote of the Membership: Board Seats #2 and #4 (occupied by Mr. Lahn and Mr. Hryn) and Board Seats #6 and #7 (filled by the transitional nominees from the East and West regions). The Directors elected to Board Seats # 2, 4, 6, and 7 at the October 2016 Annual Meeting shall then serve two-year terms and their seats will be subject to election by the Membership at the Annual Meeting in October 2018.

Section 5.07 Staggered Elections. In order to preserve continuity of leadership and institutional knowledge, the two-year terms of Directors shall be staggered so that no more than four (4) Board Seats are up for election in any given year. As discussed in Section 5.06 above, Board Seats #2, 4, 6, and 7 shall be filled by Membership vote in October 2016 and the Directors elected to those seats shall serve a two-year term. The directors in Board Seats # 1, 3, and 5 shall serve until October 2017, and those seats will be subject to Membership vote at the Annual Meeting in October 2017. Thereafter the terms of the Directors occupying Board Seats # 2, 4, 6, and 7 shall continue to expire in even-numbered years, while the terms of Board Seats # 1, 3, and 5 shall expire in odd-numbered years.

Section 5.08 Further Changes to Number of Directors. As set forth in Section 5.01 above, the Board of Directors may increase or decrease the number of Directors by majority vote, provided that the number of Directors shall not be fewer than three (3). In the event that the Board elects to increase the number of Directors, the Board may appoint, by a majority vote, an acting Director to any newly-created Board Seat. The newly-created seat will then be filled by Membership vote at the next annual meeting. In the event that the Board votes to decrease the size of the Board, the number of positions up for election at the next Annual Meeting will be decreased accordingly.

Section 5.09 Method of Electing Directors. As discussed above, open Director positions (aside from the Transitional Board) shall be filled by majority vote of the eligible voting Membership. Any member who wishes to seek a Board of Directors seat shall notify the Corporate Secretary by September 1 of their intention to run for the Board. At the time that notice is given to the Membership of the Annual Meeting, the Corporation shall include in its notification a listing of those Directors whose terms are expiring and an alphabetized list of those (including incumbents) who are seeking election to the Board. Each member shall be entitled to cast one vote per candidate, with a total number of votes not to exceed the number of open seats (*e.g.*, if four seats are up for election, the member may vote for up to four individuals from the list, if three seats are open, they may select three individuals from the list). Once all votes are received and tabulated, the individuals who received the highest total number of votes shall be deemed elected to the open seats (*e.g.*, if there are four open seats, the four individuals with the highest number of individual votes shall be deemed elected, if there are three open seats, the top three recipients will be deemed elected). A majority of the Directors who are not up for election will certify the results of the voting and announce to the Membership the newly-elected Directors promptly following the Annual Meeting.

Section 5.10 Board Meetings. The Board of Directors shall meet at least quarterly, on such date and at such time as may be fixed by the Board. Regular meetings of the Board may be held at such times as the Board may from time to time determine. The Board's Annual Meeting shall be held in November of each year at a time and place fixed by the board. Special meetings of the Board may also be called at any time by the President or by a majority of the Directors then in office.

Section 5.11 Notice of Board Meetings. The Corporate Secretary shall ensure that notice is provided to all Directors via electronic mail specifying the place, date and hour of the meeting at least seven (7) days in advance of any annual or regular meeting of the Board. Notice of a special meeting of the Board shall be given by service upon each Director in person or electronic mail at least two business days (Saturdays, Sundays and legal holidays not being considered business days for the purpose of these Bylaws) specifying the place, date and hour of the meeting. Whenever all of the Directors shall have waived notice of any meeting either before or after such meeting, such meeting shall be valid for all purposes. A Director who shall be present at any meeting and who shall not have protested, prior to the meeting or at its commencement, the lack of notice to him, shall be deemed to have waived notice of such meeting. In any case, any acts or proceedings taken at a Directors' meeting not validly called or constituted may be made valid and fully effective by ratification at a subsequent Directors' meeting that is legally and validly called. Except as otherwise provided herein, notice of any Directors' meeting or any waiver thereof need not state the purpose of the meeting, and, at any Directors' meeting duly held as provided in these Bylaws, any business within the legal province and authority of the Board may be transacted.

Section 5.12 Quorum. At any meeting of the Board, a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a majority of the Directors present may adjourn the meeting from time to time to another time and place, without notice other than announcement at such meeting, until a quorum shall be present.

Section 5.13 Voting. At all meetings of the Board, each Director shall have one vote. In the event that there is a tie in any vote, the President shall have an additional vote to be the tie-breaker.

Section 5.14 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 5.15 Powers and Duties. Subject to the provisions of law, of the Articles of Incorporation and of these Bylaws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 5.16 Removal. Any Director may be removed for cause by vote of the Board and an acting Director nominated to their Board Seat for the unexpired term of their Board membership.

Section 5.17 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 5.18 Committees. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of three or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 5.18(a) Transitional Bylaws Committee. The Board shall have a Transitional Bylaws Committee composed of three Members—one Board Member from each of the East, Central, and West regions. The purpose of this Committee will be to study and discuss potential changes or additions to these Amended Bylaws. The Transitional Bylaws Committee shall make any findings or recommendations to the Membership in advance of the first Annual Meeting in October 2016, at which point the Membership will decide, by majority vote, whether to retain these Amended Bylaws or adopt an alternative recommended by the Transitional Bylaws Committee.

Section 5.18(b) Audit Committee. The Board shall have an Audit Committee composed of three Board Members who are not Officers of the Corporation to be selected by majority vote of the Board. The Audit Committee shall exercise supervision over the Corporation's books and records and shall ensure that the Board and Officers are executing their duties in accordance with these Amended Bylaws. The Audit Committee shall present a report on its activities and findings at each Annual Meeting. The Audit Committee may also call a special meeting of the Membership if necessary. Finally, any Member who has concerns about the functioning of the Corporation or its Board

Members or Officers may report those concerns to the Audit Committee, which will take them under consideration and respond appropriately, including, where appropriate, by recommending corrective action to the Board.

Section 5.19 Participation by Telephone/Internet. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Article 6 - Officers

Section 6.01 Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and a Vice-President. The Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for a term of one year and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 8 and 9 of this Article. The Board may appoint such other Officers as may be deemed desirable, including one or more Vice-Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Such Officers shall serve for such period as the Board may designate.

Section 6.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 6.03 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation and Chairman of the Board. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 6.04 Powers and Duties of the Vice-Presidents. Each of the Vice-Presidents, if any, shall have such powers and shall perform such duties as may from time to time be assigned to such Vice President by the Board.

Section 6.05 Powers and Duties of the Secretary. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 6.06 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The

Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 6.07 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 6.08 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 6.09 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Section 6.10 Non-Officer Positions. The Board may, at its discretion, create and fill administrative positions to further the organization of the Corporation's members and to pursue its Corporate objectives. Such positions may include, but are not limited, to regional or local coordinators in particular geographical locations, webmasters, editors, social media coordinators, etc. Individuals selected to those positions serve at the discretion of the Board and may be removed by a majority vote of the Board or any sub-committee of the Board tasked with oversight of such positions. For the avoidance of confusion: individuals holding those positions are not Officers of the Corporation and have no legal power to bind or otherwise act in a legal capacity on behalf of the Corporation unless specifically authorized by the Board to do so pursuant to Section 7.02 of these Bylaws.

Article 7 - Bank Accounts, Checks, Contracts and Investments

Section 7.01 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Section 7.02 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 7.03 Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board may deem desirable.

Article 8 - Indemnification

Section 8.01 Indemnity Under Law. The Corporation may, but shall not be obligated to, indemnify and advance the expenses of a Board Member in connection with any liability, claim, or other proceeding against such Board Member arising in connection with their actions on behalf of, or association with, the Corporation, to the full extent permitted by law.

Section 8.02 Limitations of Indemnification. Notwithstanding the provisions of Section 8.01 above, the Corporation shall not indemnify a Board Member in connection with a claim asserted on behalf of the Corporation or to enforce a right belonging to the Corporation, nor shall the Corporation provide or agree to provide indemnification where such indemnification, if paid, would cause the Corporation to be insolvent. No indemnification shall be provided unless the party to be indemnified executes an undertaking providing that any funds advanced or paid on the indemnified party's behalf shall be reimbursed to the Corporation in the event that the indemnified Board Member is found to have acted in bad faith or in breach of any duty owed to the Corporation.

Article 9 - Dissolution

Section 9.01 Dissolution. The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Articles of Incorporation and with State law. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 10 - Amendments

Section 10.01 Amendment of Bylaws. These Bylaws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

Article 11 - Construction

Section 11.01 Controlling Authority. In the case of any conflict between the Articles of Incorporation of the Corporation and these Bylaws, the Articles of Incorporation of the Corporation shall control.

Section 11.02 Interpretation. In the event of any ambiguity the provisions of these Bylaws shall be construed to be consistent with the laws of the State of Illinois.

These Amended Bylaws were adopted at a meeting of the Board of Directors of The Committee for the Defense of Democracy - KOD Polonia USA on May 3rd, 2016.

Signed by Board of Directors KOD Polonia USA