

BY-LAWS

ARTICLE I

Name

The name of the corporation shall be the Rotalia Foundation.

ARTICLE II

Purpose

The purposes for which this corporation is organized are as follows:

- A. To provide scholarships in the pursuit of higher learning.
- B. To make and publish research and studies; to preserve and enhance the Estonian cultural heritage; and using this material for displays, demonstrations, and instruction in Estonian heritage traditions; to enrich the cultural lives of the people of the Estonian heritage and descent.
- C. To purchase, lease, receive by gift, legacy, bequest, or otherwise, real or personal property wheresoever situate, and to sell, lease, mortgage, or otherwise dispose of the same in any lawful manner that may be useful or calculated to further the purposes and efforts for which this corporation is organized and established.
- D. To govern itself by such by-laws, rules and regulations as the Directors by majority vote may deem proper and best for the welfare and good order of the corporation and its members, provided that the same may be amended by a two-thirds vote of the members present at an annual meeting.
- E. To borrow money and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds, whether secured by a mortgage, pledge, or otherwise, without limit as to amount, except as may be prohibited by statute, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes, or any part or parts thereof; provided, the same be not inconsistent with the laws under which this corporation is organized.

- G. To engage in any lawful act or activity for which corporations may be organized under the Non-Profit Laws RCW-24.03 of the State of Washington and under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The corporation is organized exclusively for educational purposes including, for the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

### ARTICLE III

#### Members

Section 1. General: The membership of the corporation shall consist of individuals, partnerships, corporations and persons.

Section 2. Conditions of Membership: The conditions and regulations of membership and the rights and other privileges of membership shall be determined and fixed by the Board of Directors in their sole and absolute discretion.

Section 3. Certificate of Membership: The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation, which certificates shall be signed by the chairman and by the secretary. All certificates evidencing membership shall be consecutively numbered.

The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

Section 4. Membership Dues: Membership dues of the corporation are a minimum of ten dollars (\$10.00) per year. The Board of Directors, by a majority vote, is empowered to raise the membership dues.

Section 5. Honorary Members: The Board of Directors may, from time to time, name Honorary Members of the corporation. All Honorary Members are exempt from payment of membership dues.

Section 6. Annual Meetings: The annual meeting of the corporation shall be held on a day between January and June, in an even numbered year. The specific date, time and place to be established by the Board of Directors. The annual meeting shall be for the purpose of electing a Board of Directors, amending by-laws, receiving reports of officers and for any other purpose that may arise.

#### ARTICLE IV

##### Board of Directors

Section 1. General Powers: The affairs of the corporation shall be managed by its Board of Directors.

Section 2. Number, Tenure, and Qualifications: The number of Directors shall be not less than eight, nor more than ten. Directors shall hold office until their successors have been elected and have qualified. Directors shall be elected at the annual meeting of members and shall hold office for a term of two years.

Section 3. Regular Meetings: Regular meetings of the Board of Directors shall be held no less than twice a year. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution.

Section 4. Special Meetings: Special meetings of the Board of Directors may be called by, or at the request of the chairman, or any two directors.

Section 5. Notice: Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the corporation. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is now lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 6. Quorum: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors is present at any meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Board Decisions: The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

Section 8. Vacancies: Any vacancy occurring in the Board of Directors

4

and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy, shall serve for the unexpired term of his/her predecessor in office.

## ARTICLE V

### Officers

Section 1. Officers: The officers of the corporation shall be a Chairman, one or more vice-chairmen (the number thereof to be determined by the Board of Directors), a secretary, a treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable. Such officers, to have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election and Term of Office: The officers of the corporation shall be elected annually by the Board of Directors. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor has been duly elected and qualifies.

Section 3. Removal: Any officers elected or appointed by the Board of Directors, may be removed by the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby.

Section 4. Vacancies: A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Powers and Duties: The several officers shall have such powers and shall perform such duties as may, from time to time, be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this corporation.

## ARTICLE VI

### Committees

Section 1. Committees of Directors: The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in such resolution, shall have, and exercise, the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any individual Director,

of any responsibility imposed on it by him, by law.

Section 2. Size of Committees: No committee of this corporation shall consist of more than five members.

Section 3. Committee Chairmen: Each committee, when formed, shall organize itself and shall elect from its members, a chairperson who shall assure that the committee performs the functions and discharges the duties given to the committee in these by-laws, or by the resolution creating the committee.

## ARTICLE VII

### Contracts, Checks, Deposits and Funds

Section 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, 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 may be confined to specific instances.

Section 2. Checks, Drafts, or Orders: All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agency or agents of the corporation, and in such manner as shall, from time to time, be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the chairman or a vice-chairman.

Section 3. Deposits: All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts: The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest or devise for any purpose of the corporation.

## ARTICLE VIII

### Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and shall keep, at the principal office, a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent, or attorney for any proper purpose at any reasonable time.

## ARTICLE IX

### Fiscal Year

The fiscal year of the corporation shall be the calendar year.

## ARTICLE X

### Appropriations

Appropriations, gifts or grants of money or any other property of the corporation, or the permission to use any such property, shall be made or given only for the purpose set forth in the Articles of Incorporation of the corporation, and only upon the express authorization in each instance of the Board of Directors or of the officers.

## ARTICLE XI

### Actions by Written Consent

Any corporation action reequiored or permitted by the Articles of Incorporation or these by-laws, or by the laws of the State of Washington, to be taken at a meeting of the members or Directors of the corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote, and may be described as such.

## ARTICLE XII

### Waiver of Notice

Whenever any notice is required to be given to any member or Director of the corporation by the Articles of Incorporation, or these by-laws or by the laws of the State of Washington, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

## ARTICLE XIII

### Indemnification of Directors and Officers

Each Director or officer now or hereafter serving the corporation and each person, who at the request of, or on behalf of the corporation is now serving or hereafter serves as a Director or officer, and his respective heirs, executors and personal representatives, shall be indemnified by the corporation against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director or officers, except in relation to matters as to which he

shall be adjudged in such action, suit or proceeding to be liable for misconduct in the performance of duties; but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any by-law, agreement, vote of the Board of Directors, or members.

#### ARTICLE XIV

##### Seal

The Board of Directors shall be required to provide a corporate seal.

#### ARTICLE XV

##### Amendment of By-Laws

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a two thirds majority of the members present at any annual meeting.

IN WITNESS WHEREOF, the undersigned, Directors of the corporation have hereunto set their hands and seals pursuant to the resolution of the incorporator and Directors of the corporation ratifying, approving, and adopting the same at the first meeting of the incorporator and Directors of the corporation held at the principal place of business on the \_\_\_\_\_ day of \_\_\_\_\_, 1983.

*Kenneth A. Johnson*  
*Vello Karuk*  
*Lamart Koskunen*  
*Ernest R. LaFollette*  
*W.C. J. Kops*  
*Geoffrey Thurber*  
*Walter Carl*

**Amendment No. 1**  
**Rotalia Foundation By-Laws**

**ARTICLE IV**  
**Board of Directors**

**Section 2. Number, Tenure, and Qualifications:** The number of Directors shall be not less than eight, nor more than ~~ten~~ twelve. Directors shall hold office until their successors have been elected and have qualified. Directors shall be elected at the annual meeting of members and shall hold office for a term of two years.

Adopted by two thirds majority of members present at the annual meeting held in Seattle, Washington on 3/8/05.

  
\_\_\_\_\_  
Uve Kapsi, Chairman



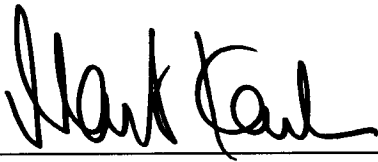
**Amendment 2**  
**Rotalia Foundation By-Laws**

**ARTICLE III**  
**Members**

**Section 4. Membership Dues:** ~~Membership dues of the corporation are a minimum of ten dollars (\$10.00) per year. The Board of Directors, by a majority vote, is empowered to raise the membership dues.~~

Section 5 is renumbered to become Section 4 and Section 6 is renumbered to become Section 5.

Adopted by two thirds majority of members present at the Rotalia Foundation annual meeting, held in Mercer Island, Washington on 27 March 2010



---

Mart Kask  
Chairman, Board of Directors