

BY-LAWS
OF
THE CENTRAL EUROPE CENTER FOR
RESEARCH & DOCUMENTATION, INC.

These By-Laws of The Central Europe Center for Research & Documentation, Inc. are promulgated for the purpose of governing The Central Europe Center for Research & Documentation, Inc., a non-profit Georgia Corporation (the "Corporation").

ARTICLE I

NON-PROFIT CORPORATION

The Corporation, hereinafter referred to as the Corporation, is a non-profit Corporation organized pursuant to the provisions of the Georgia Non-Profit Corporation Code, O.C.G.A. §14-3-1 et. seq. This Corporation is not organized and shall not operate for profit or pecuniary gain; and no part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer, or any private individual. No part of the activities of the Corporation shall be for carrying on of propaganda, influencing legislation or participating in any political campaign.

ARTICLE II

PURPOSE OF CORPORATION

The general purpose for which the Corporation is organized shall be to research and document specific sociological problems regarding ethnic minorities in Central Europe and in other parts of the World. The Center will seek out, photograph, interview and compile its findings into books, essays, pamphlets and similar publications. such material shall be made available to schools, libraries, universities and religious institutions. The Corporation shall take all action consistent with and in furtherance of the above purposes and goals.

ARTICLE III

BOARD OF DIRECTORS

The initial Board of Directors shall consist of five (5) members, but may be increased from time to time by majority vote of all Directors present. During such time, the Board of Directors shall hold annual meetings during the month of AUGUST of each year and the annual meeting shall be held at a time and place selected by the President. During such time, the Board of Directors shall also have such other special meetings as may be called by the President or by any Member of the Board. Notice of all such Board meetings shall be given to each Board Member at least three (3) days prior to the meeting unless the Directors waive notice of such meeting.

(a) Authorities and Duties

The Board of Directors shall manage the entire business and affairs of the Corporation in order to carry out the purpose of the Corporation as set forth under Article II hereof.

(b) Election and Term of Office

The Board of Directors shall consist of at least three (3) Members who shall each be elected for a one (1) year term. Each Director shall hold office until his successor shall have been elected and qualified; or until his earlier resignation, removal from office or death. In electing the slate of Directors at each annual membership meeting, all positions on the Board of Directors shall be voted for at one time. The nominees receiving the highest number of votes shall serve as the Members of the Board of Directors.

(c) Removal

A Director who is not qualified to serve under the provisions of these By-Laws shall be removed from office.

(d) Vacancies

Vacancies in the Board of Directors shall be filled at a Special Directors Meeting held for such purpose and the nominee receiving the highest number of votes shall fill such vacancy.

(e) Voting

Each Director shall have one (1) vote on all matters acted upon by the Board of Directors. The vote of a Director shall be cast only by such Director personally at a meeting of the Board of Directors convened in accordance with these By-Laws. Proxies shall not be permitted in any vote of the Board of Directors. The affirmative vote of a simple majority of the Directors present at the time of a vote, if a quorum is present at such time, shall be sufficient for any action unless such action is otherwise prohibited in these By-Laws or in the Charter of the Corporation.

(f) Quorum

A majority of the Directors shall constitute a quorum for the transaction of business.

(g) Annual Meetings

An annual meeting of the Board of Directors shall be held during each fiscal year. The time, date and place of the annual meeting of the Board of Directors shall be fixed by mutual agreement of a majority of the Directors or on call by the President.

(h) Regular meetings

Regular meetings of the Board of Directors shall be held at such time, dates and places as the Board of Directors may determine from time to time, but at least one (1) regular meeting, including the annual meeting, shall be held each year. Any business which is appropriate for action of the Board of Directors may be transacted at a regular meeting.

(i) Special Meetings

Special meetings of the Board of Directors may be called from time to time by the President and shall be also called upon the written request of any two Directors. Only such business as is stated in the notice of meeting shall be transacted at a special meeting unless all Directors waive notice of any additional business.

(j) Notice of Meetings

Written notice of annual meeting and every regular or special meeting of the Board of Directors stating the time, date and place of the meeting and, in the case of a special meeting, the business proposed to be transacted shall be given to every Director, not fewer than three (3), nor more than fifteen (15) days in advance of the meeting. Failure to give proper notice of a meeting of the Board of Directors shall not invalidate any action taken at such meeting unless a Director who was not given proper notice objects in writing to the lack of proper notice within five (5) days following such meeting, in which case the action to which such Director objects shall be void.

(k) Waiver of Notice

Waive of Notice of a meeting of the Board of Directors shall be deemed the equivalent of proper notice. Any Director may, in writing, waive notice of any meeting of the Board of Directors either before or after such meeting. Attendance at a meeting by a Director shall be deemed waiver by such Director of notice of the time, date and place thereof unless such Director specifically objects to lack of proper notice at the time the meeting is called to order. Attendance at a special meeting shall also be deemed waiver of notice of all business transacted thereat unless objection to lack of notice is raised before the business of which proper notice was not given is put to a vote.

(l) Place of Meeting

All meetings of the Board of Directors shall be held in Atlanta, Georgia, or at a place determined by any three Members of the Board.

(m) Recess

Any meeting of the Board of Directors may be recessed from time to time for periods not exceeding twenty-four (24) hours by a vote of the majority of the Directors present, regardless of whether a quorum is present. Any business which could properly be transacted at the original session of a meeting may be transacted at a subsequent session following a recess of such meeting, and no additional notice of such subsequent sessions shall be required.

(n) Minutes of Meetings

The Secretary shall prepare, or cause to be prepared, and keep accurate Minutes of every meeting of the Board of Directors. All such minutes shall be made available for examination and copying by any member at any reasonable time. The Minutes shall be the property of the Corporation and the Secretary shall surrender the same to a successor in office.

(o) Compensation

The Directors shall serve without compensation, but shall be entitled to reimbursement by the Corporation for expenses incurred in the conduct of their duties.

ARTICLE IV

OFFICERS

The Corporation shall have a President, a Vice-President, a Secretary and a Treasurer. The Corporation may also elect such other Officers as may be authorized by an amendment to the By-Laws adopted in the manner hereinafter provided for. The offices of the Secretary and the Treasurer may be filled by the same individual.

Officers of the Corporation shall be elected by the majority vote of the Directors at each annual meeting of the Board of Directors and at such other times as may be required to fill vacancies in any office. All Officers shall serve until their successors have been elected and assumed office unless sooner removed as hereinafter provided. An Officer may be re-elected to any number of terms. Any Officer may be removed from office at any time with or without cause by a majority vote of the Board of Directors. The Officers shall be entitled to reimbursement for expenses incurred in the conduct of their duties and shall receive such compensation as may be approved by the Board of Directors.

(a) President

The President, who must be a Member of the Board of Directors, shall be the Chief Executive Officer of the Corporation. He shall preside at all meetings of the Board of Directors at which he is present. He shall have all of the general powers and duties which are usually vested in the office of President of a non-profit Corporation, including but not limited to the power to appoint committees to assist in the conduct of the affairs of the Corporation.

(b) Vice President

There shall be a Vice President. The Vice President shall take the place and perform the duties of the President whenever the President shall be absent or unable to act. If neither the President, nor the Vice President is able to act, the Secretary shall take the place and perform the duties of the President on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

(c) Secretary

The Secretary shall keep the Minutes of all Board of Directors meetings. The Secretary shall have charge of such books and papers as the Board of Directors may direct and shall in general, perform all the duties incident to the Office of Secretary of a non-profit Corporation.

(d) Treasurer

The Treasurer shall have custody of and responsibility for the Corporation's funds and securities and shall keep the financial records and books of accounts.

ARTICLE V

FINANCIAL MATTERS

A budget shall be adopted by the Corporation each year in the following manner.

Prior to the annual Director's meeting each year, the outgoing Board of Directors shall prepare a proposed budget for the forthcoming year and said budget shall be presented at the annual Directors meeting.

The annual operation of the Corporation shall then be administered by the Officers and Board of Directors in keeping with said budget and the following provisions.

(a) Fiscal Year

The fiscal year of the Corporation shall be July 31st.

(b) Accounts

The Treasurer shall maintain on behalf of the Corporation such bank accounts as may be necessary. All funds of the Corporation shall be promptly deposited in said accounts. The books and records relating to any account of the Corporation shall be made available for examination by any Director at any reasonable time.

(c) Payments

The Treasurer shall provide for payment of all debts of the Corporation from the funds of the Corporation. Expenditures specifically approved in the budget may be paid without further approval unless the Board of Directors shall otherwise determine. All checks and requests for withdrawals drawn upon any account of the Corporation shall be signed by any one of the President, Treasurer or Vice President.

(d) Accounting and Audits

All books and records of the Corporation shall be kept in accordance with good and accepted accounting practices.

ARTICLE VI

LIABILITIES AND INDEMNIFICATION

(a) Liability of Directors and Officers

No Director or Officer of the Corporation shall be liable for any decision, action or omission made or performed by such Director or Officer in the course of his duties unless such Director or Officer acted in bad faith or in reckless disregard for the rights of any person as provided for under the terms of these By-Laws.

(b) Indemnification of Directors and Officers

The Corporation shall indemnify, defend and hold harmless each Director and each Officer of the Corporation from and against any liability claimed or imposed against him by reason of his position or actions as a Director or an Officer of the Corporation if all of the following conditions are satisfied;

- (i) Such liability does not arise from the willful misconduct of such Director or Officer;

- (ii) Such Director or Officer is not required to bear such liability by the terms of the Corporate Charter or these By-Laws;
- (iii) Such Director or Officer gives the Corporation adequate notice of the claim or imposition of liability to permit the Corporation reasonable opportunity to defend against the same; and
- (iv) Such Director or Officer cooperates with the Corporation in defending against the liability.

The Board of Directors may obtain insurance indemnifying any Director or Officer of the Corporation for any liability claimed or imposed against him by reason of his position as a Director or Officer of the Corporation and the cost of such insurance shall be a corporate expense.

ARTICLE VII

SEAL AND SIGNATURES

(a) Seal

The Corporation shall have a seal inscribed with the name of the Corporation and such other information as the Board of Directors may determine. The Secretary of the Corporation shall have custody of the seal and shall affix and attest the same upon such documents as the Board of Directors may direct.

(b) Attestation of Documents

The presence of the Corporation seal, attested by the Secretary of the Corporation, on any contract, conveyance or any other document executed on behalf of the Corporation shall attest:

- (i) That the Corporation seal affixed to the document is in fact the seal of the Corporation;
- (ii) That any Officer of the Corporation executing the document does in fact occupy the official position indicated, that one in such position is duly authorized to execute such document on behalf of the Corporation and that the signature of such Officer subscribed to the document is genuine; and
- (iii) That the execution of the document on behalf of the Corporation has been duly authorized.

(c) Certification of Documents

When the seal of the Corporation is affixed to any document relating to the property or the Corporation and is signed by the President and the Vice President and is attested by the Secretary of the Corporation, a third party without knowledge or reason to know to the contrary may rely on such document as being what it purports to be.

(d) Certification of Actions and Facts

When a written statement setting forth actions taken by the Board of Directors or facts relating to the property or the Corporation as determined by the Board of Directors is executed by the Secretary of the Corporation and bears the seal of the Corporation, a third party without knowledge or reason to know to the contrary may rely on such statement as factually true and correct.

(e) Absence of Seal

The absence of the seal of the Corporation from any contract or other document executed on behalf of the Corporation shall not impair the validity of such contract or document or of any action taken pursuant thereto or in reliance thereon, but the person relying on the same shall bear the burden of establishing that the execution of the same was duly authorized and accomplished on behalf of the Corporation.

ARTICLE VIII

AMENDMENTS

These By-Laws may be amended from time to time by a Resolution adopted by the affirmative vote of a majority of the Directors. No such Amendment shall be effective if it relates to elimination of the rights and duties granted in the Corporate Charter or the By-Laws.

ARTICLE IX

MISCELLANEOUS

(a) Conflicts

In the event of any conflict between the Corporate Charter or these By-Laws, the Corporate Charter shall control.

(b) Severability

The provisions of these By-Laws are severable, and the invalidity of one or more provisions hereof shall not be deemed to impair or affect in any manner the enforceability or effect of the remainder hereof.

(c) Captions

The captions herein are inserted only as a matter of convenience and for reference and in no way define, limit or describe the scope of these By-Laws or the intent of any provision hereof.

(d) Gender and Number

All pronouns used herein shall be deemed to include the masculine, the feminine and the neuter and the singular and the plural, whenever the context requires or permits.