

# Tėvynė

## The Homeland

Official organ of the Lithuanian Alliance of America

Rugpjūtis/ August 2012

Mieli broliai ir sesės,

Jau gavote laišką iš Kroatų Fraternalinės Unijos informuojant Jus, kad Susivienijimas Lietuvių Amerikoje šiai organizacijai perdavė visus savo išduotus draudimus. Prie šio pranešimo buvo pridėtas paaiškinimas nurodant kodėl šis pervedimas buvo reikalingas: JAV valstijų nauji apdraudos reikalavimai gerokai apsunkintų organizacijos veiklą, bei dabartinė ekonominė krizė.

**Saulius Kuprys, Esq.**  
Prezidentas

**George S. Sirusas**  
Vice Prezidentas

**Vida Penikas**  
Sekretorė

**Romas Kezys**  
Iždininkas

**Nicholas B. Boxter, CPA**  
Patikėtinis

Susivienijimas Lietuvių Amerikoje toliau veiks kaip nepelno siekianti organizacija, administruos savo pastatą pasaulio sostinėje Niujorke ir toliau tęs mūsų steigėjų užsibrėžtus tikslus puoselėti lietuvių paveldą ir kultūrą. Mūsų organizacija, tai seniausia nuolat veikianti lietuviška organizacija pasaulyje.

**Tuo tikslu šaukiamas Specialus Seimas 2012 m. rugsėjo 22 d., Susivienijimo Lietuvių Amerikoje būstinėje 307 West 30th Street, New York NY 10001. Pradžia 10:00 val. ryto.** Pagrindinis šio Specialaus Seimo tikslas patvirtinti naują SLA statutą ir SLA persiorganizavimą į ne-pelno siekiančią 501(c)(3) organizaciją. Bus diskutuojama Susivienijimo Lietuvių Amerikoje ateitis.

Dabar prašome Jūsų sukaupti savo narius ir įgalioti atstovus į šį paprastą svarbą Specialų Seimą. Galite įgalioti vieną atstovą nuo 10 narių. Jei kartais nebutų galinčių iš Jūsų kuopos vyksti į Specialų Seimą, Jūs galite įgalioti Vykdamosios Tarybos narį ar kitos kuopos atstovą, kuris dalyvaus seime.

Dėkojame Jums už daugelmetę paramą ir ištikimybę Susivienijimui Lietuvių Amerikoje ir už pagalbą organizuojant šį mūsų organizacijai istorinį Specialų Seimą.

Pagarbiai,

*Saulius V. Kuprys*

Saulius V. Kuprys  
Prezidentas

*Vida Penikienė*

Vida Penikienė  
Sekretorė

LITHUANIAN ALLIANCE OF AMERICA • SUSIVIENIJIMAS LIETUVIŲ AMERIKOJE

307 West 30th Street • New York NY 10001-2703

Telephone (212) 563-2210 • Fax (212) 331-0001 • e-mail [laasla@verizon.net](mailto:laasla@verizon.net)



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Dear Brothers and Sisters,

You have previously been informed that the Croatian Fraternal Union is assuming Lithuanian Alliance of America insurance policies and an explanation was provided as to the reasons why this action was necessary.

It was noted that due to present economic considerations and additional criteria impacting insurance fraternal as mandated by state insurance departments, and increasing administrative costs, we have taken needed steps to secure your insurance policies and to assure continuity in your fraternal insurance benefits.

The LAA will continue to function and own and operate its building in Manhattan, New York, to promote and advance our Lithuanian Heritage in accord with the intentions of our Founding Fathers since 1886.

**A Special Convention will be held in the LAA's Home Office at 307 West 30th Street, New York, NY 11732 on September 22, 2012 at 10:00 AM.** The main item on the agenda will be the adoption of new By-Laws. There will also be discussion on the LAA's reorganization as a 501(c)(3) tax deductible and exempt organization and the future of the Lithuanian Alliance of America

We ask you to canvas your members to elect your representatives to this very important Special Convention. You may send one representative for every ten members in your Lodge. Should no member of your Lodge be able to attend our convention your lodge may delegate either a member of the Board or another representative who will be attending the Convention.

We are providing you the proposed restated and amended By-Laws as well as proposed amendments to the LAA charter, which will be presented at the Convention.

We thank you for your continuing support, sincerely appreciate your help in this significant matter and hope to meet with you during the Special Convention.

Sincerely,

*Saulius V. Kuprys*

Saulius V. Kuprys, Esq.  
President

*Vida Penikas*

Vida Penikas  
Secretary

**Saulius Kuprys, Esq.**  
President

**George S. Sirusas**  
Vice President

**Vida Penikas**  
Secretary

**Romas Kezys**  
Treasurer

**Nicholas B. Boxter, CPA**  
Trustee

## BY-LAWS

### LITHUANIAN ALLIANCE OF AMERICA

#### I. GENERAL PROVISIONS

These By-Laws constitute the code of rules adopted by LITHUANIAN ALLIANCE OF AMERICA, a not for profit corporation incorporated under the laws of Pennsylvania, for the regulation and management of its affairs.

LITHUANIAN ALLIANCE OF AMERICA is organized and operated for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and shall not participate in any activity not allowed by that said law as said law may from time to time be amended. LITHUANIAN ALLIANCE OF AMERICA shall have the purposes or powers as may be stated in its Articles of Incorporation and such powers as are now or may be hereinafter granted by the State of its incorporation or any successor legislation which is not inconsistent with Section 501(c)(3) of the Internal Revenue Code.

#### II. OFFICES AND AGENCIES

A. The principal office of LITHUANIAN ALLIANCE OF AMERICA will be located at such place as the Board of Directors may from time to time designate by resolution. In addition, LITHUANIAN ALLIANCE OF AMERICA may maintain other offices as its activities require.

B. The registered office of LITHUANIAN ALLIANCE OF AMERICA may, but need not be, the same as the principal office. The address of the registered office will be identical with the office of the registered agent.

III. MEMBERSHIP. The members of the organization shall consist of such individuals and organizations who upon application are certified by the Board of Directors as supportive of the organization's purposes and thus approved for membership. The organization shall have different classes of membership. Voting members shall include individual members and organizational members. The Board may from time to time establish membership dues for each membership category as it deems necessary.

A. REGULAR Members shall be entitled to full membership rights upon Board approval of the member's application and payment of dues as determined by the Board. Each member will belong to or be assigned to a chartered lodge.

B. Organizational members are members that are admitted to the organization, and are certified by the Board as such. Each organizational member will be entitled to one vote on payment of dues established by the Board.

C. Associate members. Associate members will not have voting rights, but may participate in the activities sponsored by the organization.

D. Honorary members. Honorary members are individuals, who because of their service to the community and to the organization, may be designated by the Board as Honorary members in recognition of such service. They will be invited to organization functions, but will have no voting rights.

#### IV. MEMBERSHIP MEETINGS

A. Meeting. The Meeting of the Members shall be called by the Board of Directors for the purpose of electing Directors as the case may be, and for the transaction of such other matters as may properly come before the meeting. The Meeting will be convened as deemed necessary, but no less than once every three years.

B. Notice of Meeting. Notice of the time, place and purpose or purposes of the Meeting shall be served by e-mail, mail, fax or personally not less than 30 days before the meeting.

C. Special Meetings. Special meetings may be called at any time by the President or by three Directors and must be called by the President or Secretary on receipt of the written request of one quarter of the voting members.

D. Notice of Special Meetings. Notice of a special meeting stating the time, place, and purpose or purposes thereof shall be given in the same manner as notice of a regular meeting.

E. Quorum. Presence of one-third of the voting members of the organization either individually or by proxy shall constitute a quorum for the transaction of any business.

F. Voting. Each Organizational Member, Director, and Lodge Representative will be entitled to one vote in person or by proxy. Each lodge will be entitled to one representative vote for each 30 members and fraction thereof in excess of 15 members. All questions shall be decided by a majority vote of those persons present in person or by proxy.

#### V. BOARD OF DIRECTORS

A. The Board shall be composed of no less than five (5) and no more than seven (7) directors who will be elected for a three-year term. The Board of Directors shall manage all affairs of LITHUANIAN ALLIANCE OF AMERICA It shall:

1. Direct the affairs and activities of LITHUANIAN ALLIANCE OF AMERICA
2. Adopt and amend the bylaws and the Articles of Incorporation
3. Maintain and control all funds of LITHUANIAN ALLIANCE OF AMERICA
4. Issue Charters for newly established lodges, devise the proper methods of procedure for the control and government of the lodges and provide rules and regulations for their operation.
5. Certify new members upon presentation of applications for membership.
6. And to have all other powers not herein enumerated, which may be necessary for the accomplishment of its objects and for the benefit of its lodges and members.

B. Chairman of the Board shall be elected by the Board of Directors.

C. The Board of Directors shall keep complete and correct books and records of account, and will also keep minutes of the proceedings of its Board of Directors and committees. A new Board of Directors having been appointed, the previous Board shall present within thirty (30) days, all LITHUANIAN ALLIANCE OF AMERICA property, money, books, documents and records in its possession to the new Board of Directors.

D. A majority of the whole Board of Directors shall constitute a quorum.

E. Any action of the majority of the Directors will be considered an act of the Board of Directors unless a greater number is required under the provisions of the applicable statute or any provisions of the bylaws. In the event that the votes are equally split, the Chairman shall make the final decision.

F. Meetings of the Board of Directors will be held at such place or places and at such time as the Board of Directors designates by duly adopted resolution, but no less than once a year. It shall be the responsibility of the Secretary to notify all the Directors within thirty (30) days, but no less than fifteen (15) days, of the meeting.

G. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any three (3) Directors. The person and persons authorized to call special meetings of the Board may fix the place for holding any special meeting of the Board called by them. Notice of such special meeting shall be given within thirty (30) days, but not less than fifteen (15) days previous thereto by written notice delivered personally or sent by mail to each Director at his address as shown on the records of the Corporation.

H. The Board of Directors shall have the right to appoint committees, as it shall deem necessary, by duly adopted resolution. No committee shall have the authority of the Board in reference to:

1. Amending, altering or repealing the bylaws;
2. Electing, appointing or removing any member of such committee or any Director or officer the Corporation;

3. Amending the Articles of Incorporation;
4. Adopting a plan of merger or adopting a plan of consolidation with another Corporation;
5. Authorizing the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation;
6. Authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore;
7. Adopting a plan for the distribution of such assets of the Corporation; or
8. Amending, altering or repealing any resolution by the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee.

I. The Board of Directors may terminate, by duly adopted resolution, any committee so appointed.

J. Any vacancy occurring on the Board may be filled by the Board for the unexpired term of the predecessor.

## VI. OFFICERS

A. The officers of the LITHUANIAN ALLIANCE OF AMERICA shall consist of a President, a Secretary, a Treasurer and any other officers as the Board of Directors may deem necessary. Any two (2) or more offices may be held by the same person, except for the offices of President and Secretary.

B. The Officers of the Corporation shall be appointed by the Board of Directors for a term not to exceed the term of the Board of Directors at the first regular meeting of the Board of Directors. Officers may but need not be Directors of the Corporation. Vacancies may be filled at any meeting of the Board of Directors. Each officer shall hold his office until his successor shall be duly appointed and qualified.

C. Any officer may be removed by a vote of the majority of the Board of Directors whenever in their judgment the best interest of the Corporation will be served thereby. The removal of an Officer shall be without prejudice to the position held on the Board of Directors by the Officer so removed.

## VII. FINAL PROVISIONS

A. These By-Laws shall take effect upon approval of the Board of Directors.

B. These By-Laws and Articles of Incorporation may be amended, altered or repealed by a two-thirds vote of the Board of Directors, at a regular or special meeting of the Board of Directors at which at least three-quarters of the Directors are present.

C. The LITHUANIAN ALLIANCE OF AMERICA may dissolve and wind up its affairs upon duly adopting a resolution to that effect by the Board of Directors.

D. Upon adoption of such resolution, the Corporation shall cease to conduct its affairs except insofar as may be necessary for the proper winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of the Corporation, and shall proceed to collect its assets and apply and distribute them.

E. The assets of LITHUANIAN ALLIANCE OF AMERICA shall be applied and distributed as follows:

1. All liabilities and obligations of LITHUANIAN ALLIANCE OF AMERICA shall be paid, satisfied and discharged, or adequate provisions shall be made therefore;
2. Assets held by LITHUANIAN ALLIANCE OF AMERICA upon conditions requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;
3. Any remaining assets shall be transferred or conveyed to such Lithuanian- American organization or organizations operated exclusively for educational, charitable, scientific, religious, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corre-

sponding provision of any future United States Revenue Law) or the Federal Government or State or local government for public purposes, as determined by the Board of Directors. Any assets not so disposed of shall be disposed of by the Court having general jurisdiction in the county in which the principle office then located, exclusively for such purpose or purposes, or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

## PROPOSED CHANGES TO CORPORATE CHARTER

**The meeting will also review and adopt needed amendments to the corporate charter to qualify for an exemption from income taxation under the provisions of the Internal Revenue Code specifically under Section 501(c)(3) thereof, as follows:**

**The purposes for which the corporation is organized are as follows:**

This organization is organized and shall be operated exclusively for charitable and educational purposes within the scope of Section 501(c)(3) of the Internal Revenue Code.

**Adoption of 501(c)(3) limitations**

No part of the net earnings of the Organization will inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code) and the Organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law.)

**Dissolution provisions**

If the Organization should dissolve, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Organization exclusively for the above enumerated purposes of the Organization, or to such Lithuanian American organization or organizations organized and operated exclusively for charitable, educational, scientific and literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue Law) as the Board shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Organization is then located, exclusively for purposes of the Organization or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.