

7-21-2011



CONSTITUTION AND BYLAWS

AS AMENDED THROUGH THE 42nd CONVENTION IN
THE YEAR 2011

OF THE

PANCRETAN ASSOCIATION OF AMERICA

ESTABLISHED OCTOBER 14, 1929
IN CHICAGO, ILLINOIS

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CONSTITUTION

ARTICLE 1

NAME

The Cretan Chapters in the United States and Canada unite in a confederation, which will be hereafter known as the **Pancretan Association of America** (The Association or PAA)

ARTICLE 2

PURPOSE

The purpose of the Association shall be:

1. To promote and develop social ethnic and cultural relationships and mutuality among all Cretans and their descendants residing in the United States and Canada.
2. To promote and develop education through scholarships and otherwise; to raise voluntary contribution and funds and to distribute such funds to legally recognized philanthropic institutions and educational, charitable, or cultural purposes.
3. To inspire and encourage loyalty and devotion to each member to his adopted country and its flag, obedience of its constitution and laws and to instruct and encourage non citizen members to become citizens of their respective countries.
4. To give such moral encouragement and assistance as necessary to the members and Chapters of the Association.
5. To promote throughout the world, and especially in the United States of America, a better and more comprehensive understanding of Crete and its history and culture.

ARTICLE 3

BOARD OF DIRECTORS

The Board of Directors shall consist of no less than five (5) nor more than thirty (30) members.

ARTICLE 4

OPERATIONS

The operations of the Association shall principally be conducted in the State of New York or any other State or territory in the United States or Canada where descendants of the Island of Crete, Greece, may reside. The official headquarters of the Association shall be New York City, New York. The administrative headquarters shall be in the city where the President resides.

ARTICLE 5

LIFE OF THE ASSOCIATION

The life of the Association shall be perpetual and shall continue as long as there remains more than one Chapter. In the event of dissolution, its property and funds will be distributed among philanthropic institutions by a Special Convention called for that purpose.

ARTICLE 6

FISCAL YEAR

The fiscal year of the Association shall begin on June 1 and end on the 31st day of May.

ARTICLE 7

HOLIDAYS OF THE ASSOCIATION

Each Chapter of the Association shall on the 8th day of November of each year commemorate, with a solemn memorial, the Holocaust of Arcadi and the Cretan Heroes who on that day sacrificed their lives for their Faith and Country. On the 13th day of March of each year, each Chapter shall commemorate, with a solemn memorial, the death of the great son of Crete, Eleftherios K. Venizelos, the sole Honorary President of the Association. The office holidays for the Association shall be celebrated on the 14th day of October, the anniversary date of its organization and on May 20, the anniversary date of the Battle of Crete.

ARTICLE 8

REGALIA OF THE ASSOCIATION

The Seal of the Association shall bear in the center a facsimile of the Island of Crete with the Monastery of Arcadi, two Cretan Hatchets crossed, and a laurel wreath centered by the Orthodox Cross. In the border shall be the words "PANCRETAN ASSOCIATION

OF AMERICA." A field of blue with a white centered cross--and upper left corner of red with white star.

ARTICLE 9

CONVENTION POWER AND AUTHORITY

1. The Biennial Conventions of the Association are vested with the highest legislative executive power in the Association. The Biennial Convention of the Chapters shall entertain and resolve any and all questions presented concerning the Association. The convention shall have the power to call upon the officers of the Executive Council for an accounting. It shall have the power to authorize the expenditures of monies and to designate the objects, purposes and manner for which the same shall be expended. It shall have the power to prepare the budget for the following two years and to determine the source of its revenue. Each Convention shall be the judge of the election and qualification of its members shall elect its officers, shall arbitrate any differences between Chapters, and shall have the exclusive right to amend the Constitution and Bylaws.

2. The resolutions adopted by the Conventions of the Association are binding upon the chapters regardless of whether they have been represented by Convention delegates.

3. The determination of all issues or matters which concern the Association in general and those concerning each Chapter, member or person in relation to the Association and not provided for by the Constitution and Bylaws, shall be left to the discretion of the Executive Council.

ARTICLE 10

AMENDMENTS TO CONSTITUTION & BYLAWS

All Constitution and Bylaw Amendments must be presented at the National Convention. Constitutional changes shall require an affirmative vote of three-fourths (3/4) of the registered voting strength at the convention. Bylaw changes shall require an affirmative vote of two-thirds (2/3) of the registered voting strength of the convention. If there were not enough delegates on the floor to vote on a change, the Chair shall have the authority to add the amendment to the ballot. Voting may be done by secret ballot. Issues determined to be operational in nature shall only require a majority vote of the delegates present.

ARTICLE 11

CONVENTION VOTING RIGHTS

1. Each member of the Board of Directors, Past President of the PAA, and Past Women's Executive Director shall have one vote.
2. Each Chapter shall have the following number of votes based upon its membership as follows:

| <u>MEMBERS</u> | <u>VOTES</u> |
|-----------------------|---------------------|
| 15 - 25 | 1 |
| 26 - 50 | 2 |
| 51 - 75 | 3 |
| 76 - 100 | 4 |
| 101 - 125 | 5 |
| 126 - 150 | 6 |
| 151 - 175 | 7 |
| etc. | etc. |

3. The following conditions and restrictions apply to convention voting rights:
 - (a) A Past President or Past Women's Executive Director must be a member in good standing of his/her Chapter.
 - (b) Any Officer, Past President or Past Women's Executive Director who votes as a Chapter delegate shall forfeit his/her vote as Officer, Past President or Past Women's Executive Director.
 - (c) An Officer, who is also a Past President or Past Women's Executive Director, may cast only one vote.
 - (d) If the Chairman of the Investments and Fund Raising Board is absent, the member who has served the longest term thereon may vote in his place.
 - (e) A Chapter with a minimum of fifteen members in good standing shall have the right of at least one delegate in the convention. If the membership of a chapter drops to less than 15 members, it shall continue to have the right of one vote provided it has been in existence for more than 5 years.
 - (f) Each Delegate must be a qualified member in good standing in their chapter and democratically elected by the chapter.

- (g) A Chapter shall not be represented in the Convention by a delegate or member of another Chapter.
- (h) Delegates who do not attend the Convention, may assign their vote to an alternate in the order listed on the delegate sheet. If alternate delegates are not present, the vote shall be assigned to a delegate present selected by a majority vote of the present delegates of that Chapter.
- (i) No delegate may cast more than three votes.
- (j) Any delegate or alternate who does not register by 10:00 a.m. of the second business day of the Convention shall not be eligible to vote.
- (k) In order for delegates of a Chapter to be properly seated in a Convention with the right to vote, the Chapter must fulfill the following obligations to the Association:
 - (i) Submit to the General Secretary the membership list and all dues as stated in Article 24, paragraph 1.
 - (ii) Submit Chapter delegate credentials signed by the President and Secretary of the Chapter to the President of the Association no later than May 31 of the convention year.
 - (iii) Make full payment of all financial obligations to the PAA.
 - (iv) A Chapter failing to comply with the above requirements by the due date shall be assessed a penalty equivalent to twenty percent (20%) of that Chapter's dues, initiation fees, scholarship fee and Bulletin KPTH subscription fee. The penalty payment must be made before any delegate of the Chapter is seated at the Convention. The penalty payment shall be applied to the Venizelion Scholarship Fund.
 - (v) Any chapter or member not in good standing for any reason shall be silent and have no vote or voice at the National Convention.

ARTICLE 12

CONVENTION ELECTION RULES

1. Any person who desires to be a candidate for office is encouraged to announce his candidacy and circulate material to the Chapters and its members three months prior to the Convention.

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2. In the case of unopposed candidates, election by secret ballot is not required.
3. All officers to be elected must receive the absolute majority of votes cast.
4. Candidates for president must have served on the board of directors for two terms or four years at any time prior to being nominated.
5. Candidates for the offices of President and Vice President and Treasurer shall be a member in good standing of the PAA for the past five years and present to accept the nomination.
6. Candidates for offices other than President and Vice President and Treasurer shall be members in good standing of the PAA and present to accept the nomination.
7. Candidates for the office of President and Vice Presidents must be of Cretan descent.
8. It is not necessary for an individual to be a delegate or to attend the Convention in order to be elected to the Board for Investments and Fund Raising, providing acceptance of the office is assured.
9. Except for just cause, the individual elected as the District Governor at each District's Biennial Conference shall be the only person whose name is placed in nomination for that office.
10. Except for just cause, the individual(s) nominated for Youth Supervisor shall be nominated by the PYA Chapters.
11. The Chairman of the Cretan Centers shall be the President of the Cretan Village Centers Development Corporation.
12. Any chapter bidding for a Convention will present to the Convention documentation of their ability to host the convention.
13. All motions presented to the floor must be explained in both English and Greek.
14. The Greek and American flags shall be displayed at Conventions.
15. Delegates from Chapters wishing to host a National Convention shall not be eligible to be members of the Convention Site Committee.

BYLAWS

ARTICLE 1

VALIDITY OF THE PRESENT BYLAWS

This Constitution and Bylaws is derived from the one authorized by the 10th Biennial Convention at Pittsburgh and as amended by the 11th (Denver), 12th (Detroit), 13th (New York), 14th (Salt Lake City), 15th (Cleveland), 16th (Boston), 17th (Modesto), 18th (Canton), 19th (Springfield), 20th (Chicago), 21st (Detroit), 22nd (Crete), 23rd (San Francisco), 24th (Pittsburgh), 25th (Salt Lake City), 26th (New York), 27th (Springfield), 28th (Clearwater), 29th (Denver), 30th (Boston), 31st (Anaheim), 32nd (Chicago), 33rd (Miami), 34th (Modesto) 35th (Washington, D.C.), 36th (Crete), 37th (New Jersey), 38th (Chicago), 39th (Las Vegas), 40th (Springfield) 41st (Crete), and 42nd (Florida) Biennial Conventions. Parliamentary questions not provided for in this Constitution and Bylaws shall be controlled by Robert's Rules of Order.

ARTICLE 2

MEMBERSHIP OF THE PANCRETAN ASSOCIATION OF AMERICA

1. Members of the Pancretan Association of America, hereinafter referred to as "Association or PAA", shall be the Cretan Adult Chapters and the Cretan Youth Chapters in the United States and Canada, hereinafter referred to as "Chapters".
2. Each Chapter in its entirety is considered as one member of the Association and is represented on the Board of Directors by the Governor of the District in which the Chapter is located.
3. Each Chapter shall remain independent with respect to its internal activities, its treasury, its beneficial purposes and functions, and its Constitution and Bylaws, provided that these do not contain articles, which are repugnant to and inconsistent with the purposes and directives of the Association or the Constitution and Bylaws herein.
4. In the event of conflict, the PAA Constitution shall supersede any and all chapter and district constitutions and resolutions of conflict shall be decided by the Executive Council of the PAA.

ARTICLE 3

CHAPTERS

1. Whenever a chapter of Cretans in the United States or Canada desires to become a member of the Association they shall submit to the President of the Association: (1) a written request for membership; (2) a membership list; (3) a resolution passed by the membership ratifying the Constitution and Bylaws of the Association. The President shall submit the application to the next Board of Directors meeting for approval by majority vote. Upon notification of acceptance, the chapter shall submit payment of the required fees and dues.

2. A chapter applying for membership in the PAA, shall not be recognized if a majority of its members reside within twenty-five (25) miles of the regular meeting place of an existing Chapter unless the Board of Directors receives the written consent of the existing Chapter. Upon receipt of the application, the Board of Directors shall give written notice to the existing Chapter which shall give a written response within 180 days whether or not it consents to the admission of the new Chapter. If the existing Chapter does not consent, the new chapter may be admitted to the PAA by a majority vote of the next National Convention, if presented to it.

3. The Pancretan Youth of America (the PYA) is the confederation of all the Youth Chapters of the Association. The Youth Chapters are full members of both the Association and the PYA. Members of the Pancretan Youth Association of America shall be at least 15 years old and no older than 30 years of age and shall meet the qualification requirements of the Pancretan Association of America. No person may apply for membership after 25 years of age.

4. In cities where there is no viability of forming a youth chapter, the adult chapter should endeavor to assimilate youth into their own chapter, giving them equal rights and privileges as regular members, with the right of holding office to be determined by the adult chapter. Only by being members of the adult chapter, can the youth then be members of the Pancretan Association of America.

5. An individual may be a member of more than one Chapter unless membership in another Chapter is prohibited by Chapter Bylaws. Individuals requesting multiple memberships must specify in writing at the time of registration, which Chapter shall be recognized as counting the member for purposes of delegate representation at all National and District conventions.

6. At large members shall be assigned to the nearest chapter of their choice.

7. By February 1st of each year, each Chapter will be mailed a computer list of its members' names and addresses. Each Chapter must return the list to the Secretary of the PAA adding the names and addresses and telephone numbers of all new members,

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deletions from the membership, change of addresses, and the names of the officers. The corrected computerized list shall be signed by the President and Secretary of each Chapter.

8. Every adult chapter shall select an advisor in the youth chapter to act as liaison between the adult and youth chapters. The advisor will be selected from nominations submitted from the local youth chapter.

9. The Chapters must copy all communications with the Association to their District Governor. The Chapters must advise their District Governor of all changes in each Chapter's status. All communications between the PAA and the Chapters shall be in both Greek and English.

10. Any Chapter, which voluntarily or otherwise secedes from the Association, shall have no equity in the property of the Association and its members shall be deprived of any of the benefits thereof.

ARTICLE 4

DISTRICTS

1. The sole purpose of the PAA Districts, as subsections of the PAA itself, is to facilitate the operation of the Association. PAA Districts are subsections of the PAA and not independent or autonomous entities. PAA Districts shall operate under a set of guidelines, "PAA District Guidelines" developed by the PAA Executive Council and approved by the PAA Board of Directors.

2. The Districts of the Pancretan Association of America shall be geographically comprised as follows:

DISTRICT I: Connecticut, Rhode Island, Massachusetts, Maine, Vermont, New Hampshire.

DISTRICT II: New York, New Jersey, Maryland, Delaware, Virginia, District of Columbia.

DISTRICT III: West Virginia, Pennsylvania, Ohio, Kentucky.

DISTRICT IV: Michigan, Illinois Wisconsin, Iowa, Indiana, Nebraska, Minnesota, North Dakota, South Dakota, Kansas, Missouri.

DISTRICT V: Colorado, Utah, New Mexico, Idaho, Oregon, Montana, Washington, Wyoming.

DISTRICT VI: California, Arizona, Nevada, Alaska, Hawaii.

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DISTRICT VII: Florida, Georgia, Alabama, Mississippi, Louisiana, North and South Carolina, Tennessee, Texas, Oklahoma, Puerto Rico, Bahamas, Arkansas.

3. Each District may modify the PAA District Guidelines according to its own special needs and circumstances subject to the approval of the PAA Executive Council and which shall not be inconsistent with any provisions of the PAA Constitution and Bylaws.

4. Prior to the National Convention each District shall hold a conference and elect nominees for District Governor and Lieutenant Governor for the forthcoming biennial term.

ARTICLE 5

BOARD OF DIRECTORS

1. The administration of the Association shall be entrusted to the Board of Directors consisting of the President, three Vice-Presidents, General Secretary, Treasurer, District Governors, Legal Advisor, General Supervisor, Strategic Planning Committee Chair, Women's Executive Director, PAA Foundation Inc. Chair, Scholarship Endowment Fund Chair, East Coast Youth Supervisor, West Coast Youth Supervisor, PYA President, Investments and Fund Raising Board Chair, Pancretan Endowment Fund Chair, Cultural and Educational Endowment Fund Chair, Philanthropic Endowment Fund Chair, Information Technology Committee Chair, the Auditor-General, and the Cretan Alumni Network Chair.

2. In the event of death, resignation, or inability of the President, the First Vice-President shall assume his office and duties, and in a like eventuality, the Second Vice-President, the Third Vice-President, the General Secretary, and thereafter the District Governor residing nearest to the executive seat, will assume the duties of the President until the next Convention of delegates.

3. In the event of death, resignation, or inability of one of the other members of the Board of Directors, the President, with the other members of the Executive Council, shall submit to the Board of Directors a list of qualified persons for the vacancy and the Board shall elect such officer by a majority vote from the list submitted.

4. The Board of Directors shall conduct a minimum of three (3) live meetings with the Directors being physically present, and where a quorum is present, between Biennial Conventions. The Board of Directors may conduct additional meetings as necessary by electronic means of communication whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Board action may be conducted at all such electronic meetings provided that a quorum is present, and a vote is conducted. A District's Lieutenant Governor may vote in the place of that District's Governor who is unable to be present at a meeting.

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5. A copy of the resolutions of the Board of Director's meetings shall be posted on the web site within 30 days of each meeting. A copy shall be mailed to any member upon specific request.

6. Resignation shall be deemed to have occurred when any officer misses two successive meetings or fails to prepare required reports or disclose records or deposit funds on two successive occasions as required by the Constitution and Bylaws. A two-thirds (2/3) vote of the Board of Directors may suspend this section.

7. Officers and members are permitted to initiate, maintain or handle funds designated for the PAA except as limited by the Bylaws.

8. All responsible persons handling funds will make all documents and records available to the Convention Audit Committee.

9. No officer shall be eligible to hold an office for a third consecutive term except Legal Advisor, Cultural and Educational Committee Chair, Convention Director, and Information Technology Committee Chair.

ARTICLE 6

EXECUTIVE COUNCIL

1. The Executive Council of the Association shall consist of the President, the three Vice-Presidents, the General Secretary, Treasurer, Women's Executive Director, General Supervisor and Legal Advisor.

2. The Executive Council, if it deems it necessary and advisable, may employ office personnel with pay who will perform the duties assigned to them.

3. The Executive Council may have public accountants to audit and qualify the books of the Association and to prepare an audited report annually.

ARTICLE 7

INVESTMENTS AND FUND RAISING BOARD

1. The Investments and Fund Raising Board shall consist of an elected Chair, four elected members, the President and the Treasurer. All decisions must have the consent of at least five or more of the seven members to be valid. The Board shall meet twice a year in conjunction with the Board of Directors meetings.

2. The criteria for selecting members shall be professional training, experience, education and demonstrated expertise in business investments, a benevolent

attitude and feeling towards the PAA, and a willingness to spend the time and effort conducive to a successful investment program.

3. The Chair, officers, and employees having access to funds shall be bonded.
4. In the event of a vacancy on the Board between Conventions, it shall be filled by a majority vote of the remaining members.
5. The duties of the Board are to:
 - (a) Manage and invest all capital in excess of \$50,000.00 which shall be known as the Investment Fund;
 - (b) Report on the status of the Investment Fund at all PAA Board of Directors meetings and publish the reports semi-annually in the magazine KPHTH;
 - (c) Advise and/or coordinate investment programs for PAA Chapters, if requested;
 - (d) Conduct such fund-raising drives as deemed appropriate to raise long range investment capital;
 - (e) Submit to the Convention a detailed statement showing transactions handled by the Board during the period between Conventions which report shall include for two periods: (1) beginning and ending capital and cost and fair market value, (2) income classified by source or project, both cost and capital appreciation or depreciation by project and, (3) expenses classified by project.
6. Investments are authorized only in CD's, government secured instruments, stocks, securities and Exchange Traded Funds (ETFs) of investment grade, and their derivatives. Accounts may be either cash or margin at the discretion of the Investment Board. The Investment Board may pursue "alternative investment strategies", i.e. those investment strategies that capitalize on expected advances, declines and non-directional moves in the market in addition to traditional "long only" investments.
7. No member of the Investment Board may benefit directly or indirectly from the purchase or sale of any security in any investment portfolio during the period of time of their membership on the Board or at any time thereafter.

ARTICLE 8

PRESIDENT

The President shall represent the Association before governmental authorities and all agencies. He is authorized to act as Trustee with power to hold trust funds and to delegate such authority. He shall supervise with the advice of the Legal Advisor the accurate enforcement of the provisions of the Constitution and Bylaws. He shall supervise the orderly function of the office of the Association and see that the books are in proper order. He shall ratify and sign with the Treasurer or the General Secretary all checks written to cover the expenses of the Association. He shall execute the decisions of the Board of Directors and of the Conventions and shall sign with the General Secretary all documents. He shall summon meetings of the Executive Council and the Board of Directors. He shall request each Chapter to send delegates to Conventions of the Association. He shall appoint one or more liaisons between the Association and Greece.

ARTICLE 9

VICE-PRESIDENTS

1. The First Vice-President shall perform special assignments as directed by the President and preside for the President in the event of absence and to approve the agenda and schedule of the business sessions of convention in concert with the President and Executive Council.

2. The second Vice-President shall perform special assignments as directed by the President and maintain and improve communications within the organization through the Bulletin KPHTH and other methods, including organizing active drives to obtain advertisements for the Bulletin KPHTH.

3. The Third Vice-President shall perform special assignments as directed by the President and coordinate the cultural and public relations activities of the Pancretan Association of America, chair the Membership and Development Committee which includes the District Governors to increase membership, conduct workshops in each district on increasing membership, instruct chapter on how to attract and maintain young professionals and submit in writing to each biennial National Convention a detailed report of the quarterly report submitted by each District Governor on membership activities.

ARTICLE 10

GENERAL SECRETARY

1. The duties of the General Secretary are to:
 - (a) Communicate with the Chapters and carry on the correspondence of the Association, signing with the President all of the outgoing official mail.
 - (b) Keep the seal of the Pancretan Association of America.

- (c) Manage and orderly execute all secretarial duties and keep the archives for the Association.
- (d) Prepare for the Convention Credentials Committee the records referred to in Articles 11 and 34.
- (e) Send to all Chapters two months prior to each Convention the agenda of all major issues and subjects which Chapters may discuss and instruct delegates who attend the Convention.
- (f) Bill each Chapter for their dues by March 1 of each year.
- (g) Sign PAA checks along with the President or Treasurer of the Association.
- (h) By February 1 of each year, send to each Chapter, the PAA computerized list of that chapter's existing members' names and addresses.
- (i) Send a copy of the annual membership list to the editor of KPTH magazine.

2. A monthly salary and expense stipend shall be given to the Secretary and shall be set by the Board from time to time and adjusted as needed.

ARTICLE 11

TREASURER

1. The duties of the Treasurer are to:
 - (a) Maintain the treasury of the Association independent of those of the Chapters.
 - (b) Receive and deposit the funds of the Association in safe banking institutions determined with the consent and advice of the President.
 - (c) Request and collect all funds belonging to the Association in excess of \$50.00 from any chapter or member who retains funds of the Association, whether such funds are from fund raising projects, operational or investment activities or loans.
 - (d) Initiate and pay all obligations by check, which shall be co-signed by the President or the General Secretary, but not without first receiving a proper bill, voucher or convention mandate.

- (e) Receive all relevant receipts and not keep in his possession an amount of more than (\$50.00) Fifty Dollars.
- (f) Present the financial reports of the accountant to the Convention and keep them in the archives of the association.
- (g) Be bonded in an amount proportionate to the funds in the Treasury.

ARTICLE 12

DISTRICT GOVERNORS

1. The District Governors constitute the connecting link between the Chapters and the National Headquarters and act as the extension of the President upon his express authorization or that of the Executive Council.

2. The duties of the District Governors are to:

- (a) Exert their efforts for the formation of new Chapters.
- (b) Mediate the differences between Chapters and between members of a Chapter.
- (c) Transmit to the Chapters within their respective Districts all information received from the national Headquarters.
- (d) Conduct all transactions with the Executive Council in writing.
- (e) Cooperate to the fullest extent with the Executive Council with regard to the aims and activities of the Association.
- (f) Call District Conferences other than the regular Biennial Convention whenever such are warranted, with the approval of the Executive Council.
- (g) Render periodic reports concerning any problems of the Chapters in their respective Districts to the Executive Council with recommendations as to the solutions.
- (h) Submit in writing to the Third Vice-President quarterly reports of activities to increase membership.

3. District Governors shall be members of the Scholarship Committee in order to promote the programs and assist in the administration of and awarding of scholarships as directed by the Scholarship Chair.

4. The District Governor of the District in which the Bulletin KPTH is published and the Second Vice President shall conduct a semi-annual audit in January and July of each year of all receipts and expenditures of the Bulletin KPTH which audit report shall be submitted to the Executive Council together with any recommendations which they may have.

ARTICLE 13

LEGAL ADVISOR

1. The legal advisor must be an attorney at law whose duties are to:
 - (a) Advise the Executive Council on legal matters.
 - (b) Interpret the Constitution and Bylaws.
 - (c) Represent the Association before tribunals and commissions and with the consent of the Executive Council, may appoint additional assistant attorneys during legal proceedings.
 - (d) Receive through the Executive Council complaints of the Chapters and those of the administration concerning any omitted or superfluous language of the Constitution.
 - (e) Submit to the Convention the amendments for consideration by the Constitution Committee.
 - (f) Distribute the latest updates of the Constitution and Bylaws to all the Chapters no later than the end of Convention year.

ARTICLE 14

GENERAL SUPERVISOR

1. The duties of the General Supervisor are to supervise the general functions which tend to strengthen the prestige of the Association and shall be consulted on all major issues and grievances involving Chapters, Districts, performance of officers and employees, and disputes affecting the good of the order.

2. The General Supervisor shall be considered as Agent and Minister plenipotentiary of the Executive Council. Each Chapter shall accord him the proper

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respect and recognition and shall render him every possible assistance to expedite and fulfill the duties of his mission. He shall be seated by the Chair at the Conventions.

ARTICLE 15

WOMEN'S EXECUTIVE DIRECTOR

1. The duties of the Women's Executive Director are to encourage and direct the efficient and cooperative function of the Women's Chapters and supervise the establishment and organization of new Women's Chapters after consultation and cooperation with the Executive Council and the Board of the Men's Chapter in the locality in which the new Chapter is to be created.
2. The Director shall appoint two assistants in the areas farthest away from her home base.
3. The decisions of the Director in concert with the President and Legal Advisor on all matters pertaining to the Women's Chapters pending Board approval shall be final.
4. Director's travel expenses, if asked to visit a Chapter, may be paid by the chapter.
5. The Director shall encourage each mixed membership Chapter to appoint a Women's committee.

ARTICLE 16

SCHOLARSHIP CHAIR

The Scholarship Chair shall administer the Venizelion Scholarship Program set forth in Article 25.

ARTICLE 17

YOUTH SUPERVISOR

1. The PAA Board of Directors shall include two Youth Supervisors, one from the Eastern part of the US and one from the West. The Supervisors shall be nominated and elected at the PAA National Convention. The Supervisor must have been a member of the PAA for at least 5 years.
2. The duties of the Youth Supervisor are to:
 - (a) Encourage and direct the efficient and cooperative function of the Youth Chapters.

- (b) Supervise the establishment and organization of new Youth Chapters with consultation and cooperation with the Executive Council of the Association.
- (c) Sit in or be aware of plans of each Youth Chapter and advise them of their course of action.
- (d) Facilitate the orderly discharge of the duties of each Chapter.
- (e) Advise the PAA of any problems or needs of the Youth Chapters and assist along with the Association in solving differences.
- (f) Make recommendations to the PAA relative to the Youth Chapters and their needs.

ARTICLE 18

YOUTH PRESIDENT

1. The duties of the Youth President are to:
 - (a) Represent the PYA before all government authorities and agencies.
 - (b) Supervise and facilitate the orderly function of the Office of the President.
 - (c) Inspect and insure that all PYA books are in proper order.
 - (d) Execute the decisions of the PYA Conventions and sign all documents and checks.
 - (e) Request each Chapter to send delegates to the PYA Conventions.
 - (f) Call to order the PYA Convention and preside until the election of the Chair of the Convention.

2. The Youth President is authorized to act as trustee with power to hold trust funds and to delegate such authority.

ARTICLE 19

AUDITOR/GENERAL

1. The Auditor/General shall be elected at the convention from the Association membership. The auditor/general shall be a Certified Public Accountant, Public Accountant or be otherwise certified.
2. The duties of the auditor/general shall be to:
 - (a) Maintain the accounting system for the Association.
 - (b) Prepare financial statements for the Association Board Meetings and National Conventions, and vote on non-financial matters only.
 - (c) Prepare and file all necessary tax returns.
 - (d) Represent the Association to external auditors.
 - (e) Carry out any other directives of the Executive Council.
3. All reasonable out-of-pocket expenses of the auditor/general will be reimbursed by the Association.
4. The Board of Directors may replace the auditor/general.

ARTICLE 20

CULTURAL AND EDUCATIONAL COMMITTEE CHAIR

The Chair of the Cultural and Educational Committee shall administer the Committee set forth in Article 31.

ARTICLE 21

INFORMATION TECHNOLOGY COMMITTEE

The Information Technology Committee will consist of an elected chair and three members appointed by the newly elected chair and ratified by the Board. At least one of the appointed members shall be from the PYA. The Committee will be responsible for, and direct the operation of, all electronic information systems.

ARTICLE 22

CONVENTION DIRECTOR

The President shall nominate and the Board of Directors shall ratify the appointment of a Convention Director who shall not have a vote on the Board of Directors or National Convention. The Director must be experienced in the field of convention planning and business administration. The duties of the Convention Director shall be to advise and assist coordinating all planning aspects of the Biennial Convention as directed by the Board and report regularly to the Board of the PAA.

ARTICLE 23

HANC REPRESENTATIVE

The Association shall, in an effort to further the goals of the Association and its members, designate an official representative to the Hellenic American National Congress. Such representative shall be appointed by the President and ratified by the Board of Directors.

ARTICLE 24

REVENUE OF THE ASSOCIATION AND EXPENDITURES

1. The annual dues for each member are \$17.00, except that PYA members shall pay \$12.00. \$2.00 of the dues amount is earmarked for the Scholarship Fund for studies at the University of Crete. The initiation fee for each new member is \$1.00. The magazine KPHTH subscription fee for each family is \$20.00.

2. The Chapter hosting the National Convention shall submit to the PAA General Fund fifteen percent (15%) of the net profit of the convention.

3. Other revenue shall consist of endowments, gifts, bequests, contributions from drives, dances, banquets, Christmas seals, advertisements in the Bulletin and other activities and as may be decided by the Conventions.

4. Each Chapter shall submit to the Association its dues and fees no later than April 30 of each year.

5. Any disbursements from the funds and accounts shall be made only in accordance with the budget of the Association adopted by each Convention or as allocated by these Bylaws.

6. The dividends from current stock investments and all interest shall be

transferred to the general fund quarterly.

7. No funds or other assets may be donated unless previously approved by the Convention.

8. Grants of \$4,000.00 each will be awarded directly to the hosting PYA chapter(s) for the following three PYA Conferences upon submission of a written request and a proposed budget for said event to the PAA Board for approval, provided that no expenditure shall be required if doing so requires deficit spending:

a. The PYA summer Conference held in non-PAA Convention years;

b. To each of two PYA winter conferences;

c. The hosting PYA Chapter and PYA shall together submit a complete after-event financial report for each said event to the PAA Board within 30 days of said event.

9. The president and all other members of the Board of Directors shall be reimbursed for their transportation expenses in the performance of their official duties in accordance with the budget allocation for the purpose. The President shall be authorized to regulate and direct the payment of such transportation expenses.

10. The administrative expenses of the Association shall not exceed the per-capita dues collected.

ARTICLE 25

SCHOLARSHIPS

1. The mission of the Venizelion Scholarship fund is to aid worthy young men and women of Cretan descent in the pursuit of higher education and learning.

2. The Venizelion Scholarship fund shall be administered by a committee consisting of the Chair, who is an elected officer of the board of the PAA along with the District Governors.

3. The PAA shall maintain an account separate and apart from its administrative accounts under the title of Pancretan Association of America Venizelion Scholarship Endowment Fund. The Fund shall be governed according to the terms of the Declaration of Trust as set forth in these Bylaws as Appendix "A". Said funds shall be distributed pursuant to the terms of this Article 25, and in full conformance with the terms of said Declaration of Trust.

4. An applicant must be a member in good standing of a youth or adult chapter for the current and previous year, must have need for financial assistance and must have shown exceptional proficiency and progress in their scholastic pursuit. No student shall be

eligible for a scholarship that does not grade at least 80% or have “B” average. In rare cases, applicants with less than a “B” average may be considered for a scholarship based on other superior scholastic credentials or need.

5. The criteria used to evaluate prospective scholarship recipients are as follows in their order of importance.

- (a) Participation in PAA
- (b) Financial need
- (c) Academic performance (grade points average, class rank, extra-curricular activities, and academic honors)
- (d) Essay
- (e) Academic letter of recommendations by faculty

6. The selection of the applicants for scholarships shall be entrusted to the Scholarship Evaluation Committee which shall consist of three - four members appointed by the Venizelion Scholarship Chair.

7. A student may receive a maximum of two (2) scholarship awards as long as they are in good standing and fulfill the requirements of the scholarship program.

8. Official scholarship application forms must be obtained from the PAA website, KPPTH Magazine or other authorized sources and must be submitted to the Scholarship Chair between January 1 and March 31. Completed applications must be submitted by the March 31st deadline. Scholarship awards shall be announced by the end of July.

9. The PAA shall support the Theological School of Hellenic College in Brookline, Massachusetts, by permitting at least three scholarships grants to be made available to properly qualified applicants who also meet PAA requirements.

10. The Scholarship Committee shall cause information on the scholarship program, procedural changes and awards to be published in the magazine KPPTH and on the PAA website.

11. An individual who donates ten thousand (\$10,000.00) dollars or more to the Scholarship Endowment Fund has the right to dedicate one scholarship in honor or in memory of a person of their choice.

ARTICLE 26

PAA FOUNDATION INC.

The PAA Foundation Inc. shall fund the scholarship, cultural and educational, and philanthropic programs for the Pancretan Association of America including, without limitation, the Venizelion Scholarship Endowment Fund, the Cultural and Educational

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Endowment Fund, and the Pancretan Philanthropic Endowment Fund, and any future similar PAA fund, provided that said funds are deemed qualified pursuant to the Internal Revenue Code and Regulations 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. The PAA Foundation Inc. shall be established and operate as an I.R.S. Section 501(c)(3) entity, with its members and directors as members of the Pancretan Association of America, Inc. pursuant to the Articles of Incorporation and Bylaws of said PAA Foundation Inc., set forth in Appendix "B" to these Bylaws.

ARTICLE 27

DONORS

Donors shall be proclaimed those who donate to the Treasury of the Association a sum over One Thousand (\$1,000.00) Dollars. Benefactors shall be proclaimed those who donate a sum over Four Thousand (\$4000.00) Dollars. Great Benefactors are those who contribute a sum greater than Ten Thousand (\$10,000.00) Dollars. Great Benefactors shall be awarded appropriate certificates by the President of the Association.

ARTICLE 28

MAGAZINE KPHTH

1. The monthly magazine KPHTH shall be published by the Editor under the direction of an Editorial Board, consisting of five members, appointed by the President of the PAA.
2. The Editor and the Editorial Board shall be appointed by the President at the beginning of each term with the consent of a majority of the Board of Directors and shall serve at the will of the President.
3. The Editor shall publish a portion of the magazine in English. He shall publish articles, pictures and letters from scholarship recipients to promote interest in the program among students and donors. He shall conduct all correspondence to the Chapters in both Greek and English.
4. The rates for the commercial ads will be reviewed and determined from time to time by the Editorial Board. Specific advertising costs per column inch shall be available on the pancretan.org site.
5. The Secretary of each Chapter shall submit items for the magazine, KPHTH, not later than the 10th day of each month.

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6. Each Chapter shall endeavor to obtain advertisements to be published in the magazine, KPHTH. All advertisements obtained and matter to be included in the magazine shall be transmitted through the Secretary of each Chapter.

7. A subscription to the magazine KPHTH shall be twenty (\$20.00) dollars effective January 1, 2006.

8. Every household must receive and pay for at least one magazine.

ARTICLE 29

PANCRETAN ENDOWMENT FUND

I. GENERAL

A. PURPOSE

The purpose of the Pancretan Endowment Fund, hereafter referred to as the "PEF" is as specified in the Trust Document of the PEF referenced in paragraph B below, and which has been approved by IRS. Only projects within the scope and also within the rules and regulations of the PEF Trust Agreement referenced in paragraph B below, shall be eligible for funding by the PEF.

B. LEGAL STATUS

The PEF is a 501-C (3) tax exempt organization recognized by the IRS in accordance with the Trust Agreement dated January 29, 1990 and amended on March 9th, 1990, and is organized under the laws of the State of Illinois. Nothing in these articles or the PAA's Bylaws shall be construed as contrary to the rules and regulations of the applicable IRS code or the above mentioned Trust Agreement. The purpose of the PEF and the beneficiaries are irrevocable.

II. ORGANIZATIONAL CHART

The fund shall be administered by a Board of Trustees and a Chairman in accordance with the following:

A. The Board of Trustees

The PEF shall be administered by a Board of Trustees consisting of not more than seven (7) persons, one of whom shall be the Board's Chairman. The President of the PAA shall serve on the PEF Board as one of the Trustees. The Board may elect/appoint a Secretary and Treasurer from among the Trustees.

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B. The Board of Trustees shall have the authority to recognize former trustees who demonstrate a continued interest in the mission of the PEF by appointing any such person to be an honorary member of the PEF. An honorary member shall be invited to attend and participate in each meeting but shall have no voting rights and shall not be counted in determining a quorum.

C. Advisory Local Committee and Appointed Representatives in Crete/Greece

In order to improve the efficiency of the PEF's program in Greece/Crete, and also in order for the PEF' Trustees to be adequately, effectively and equitably represented in both the University of Crete (UC) and the Polytechnic University of Crete (PUC), a local advisory committees may be established to assist and advise the PEF's Trustees in carrying out their responsibilities.

This advisory committee shall consist of seven (7) prominent individuals from Crete and/or other parts of Greece. This committee shall include among its members the respective presidents of the University and the Polytechnic Institute, or their appointed representatives. The members and chairman of this committee shall be appointed by the trustees of the PEF, and shall serve a term of four (4) years. This term limitation does not apply to the presidents of the two universities. Said members may be re-appointed by the Trustees.

D. Other Representatives

The Chairman of the PEF along with its Trustees may appoint additional representatives in Greece or Crete as they see fit, in order to assist them, and to facilitate the scope and goals of the PEF.

E. Friends of the Universities of Crete

Friends of the Universities of Crete consist of those individuals, chapters or Corporations, which contribute at least \$1000 to the PEF. Upon submission of substantiating documents any person, or chapter, who contributed at least \$1000 to the PEF in the past shall be considered as a *Friend of the Universities of Crete*, and shall be recognized in the magazine *KPHTH*.

III. STANDARD OPERATIONAL PROCEDURES

A. Qualifications of Trustees

The criteria for selecting the Fund's Trustees and the Chairman shall be: commensurate professional and educational training, demonstrated experience/expertise in business, management, investments and fund-raising, wiliness to serve the PEF and it's investment program, and a demonstrated benevolence towards the PEF and the Universities of Crete. *Friends of the Universities of Crete may be considered to satisfy the*

last of the above stated criteria. The Chairman of the PEF shall have served at least one full four (4) year term as a PEF Trustee.

B. Election of Trustees

1. Election of Trustees and Chairman

The Trustees and the Chairman shall be elected during the PAA national conventions and shall serve a four-year term. The election of the Trustees and the Chairman shall be staggered so that no more than 3 new trustees, excluding the PAA president shall be elected at any one PAA convention. There shall be a limit to two (2) consecutive 4-year terms for the Chairman. No term limits apply to the other PEF trustees.

2. Succession of the Chairman and Trustees

In the event of death, resignation or prolonged illness of any of the trustees, or the Chairman, the President of the PAA shall call within fifteen (15) days, the Executive Council and the remaining PEF Trustees to submit a list of qualified candidates to fill the vacancy. The Board of directors of the PAA and the remaining Trustees shall vote to select, by majority vote, a new trustee to serve the unexpired term. The election shall be held in the city where the PAA President resides. The Pancretan Endowment Fund Chairman may run for a second four-year term.

C. Duties and Responsibilities of the PEF Trustees, Chairman and Local Committee

1. The PEF Chairman

- (a) The Chairman shall call all meetings of the Trustees and shall preside over all meetings.
- (b) The Chairman shall represent the PEF in all official functions and the PAA Board at which he shall be an officer of the PAA with the right to a vote.
- (c) All official correspondence with Greece, the Universities and/or the local committees shall be conducted through the Chairman, in consultation with the Trustees, which shall be copied on all correspondence, if practical.
- (d) The Chairman shall oversee the Fund's investments and shall carry out the policy decisions taken by the Trustees regarding investments and other matters.
- (e) In order to effectively respond to the stock market's volatile behavior, the chairman shall be specifically authorized by the

majority of the trustees to take appropriate action regarding the investments as may be required during an "emergency".

- (f) The Chairman shall prepare, with the assistance of the Trustees, and deliver annual and by-annual reports to the Fund's Trustees, the PAA's Board of Directors and the PAA National Convention.
- (g) All checks issued by the Fund shall be signed by the Chairman, and the Treasurer or the Secretary of the Fund.

2. The Trustees

- (a) The Trustees shall attend all meetings called by the Chairman and shall decide by majority vote on policy matters and directions regarding the investments or other matters of the PEF.
- (b) Each of the Trustees has the obligation to follow/track the Fund's investments and provide appropriate advise to the Chairman regarding such investments.
- (c) The Trustees, by majority vote, shall appoint a Secretary and Treasurer, who shall perform various functions as requested by the Trustees, or the Chairman. i.e. The Secretary to take minutes of meetings, and the Treasurer shall hold the checkbooks and other financial records.
- (d) The resignation of a trustee who misses without good cause two successive meetings shall be deemed to have occurred upon acknowledgment and approval by the remaining trustees and the Chairman.

3. Duties and Responsibilities of the Advisory Local Committee in Greece

- (a) This committee shall represent the PEF trustees in Greece, and among other tasks, it shall be a conduit of communication and other business between the PEF and the University of Crete and/or the Polytechnic University.
- (b) Projects for funding shall be submitted to, or sought by this committee for their consideration from the local University PEF committees, and subsequent submitted to the PEF Trustees.
- (c) The local committee shall also be responsible for the overall organization and coordination of efforts, PEF activities, Friends of

the Universities of Crete activities, and any other projects as may be required by the PEF.

- (d) Furthermore, this committee shall, if possible, undertake and coordinate any fund-raising efforts on behalf of the Universities of Crete.
- (e) The Chairman of the committee shall call meetings as necessary. In addition, a minimum of once a year, the chairman shall convene a joint meeting between the committee and the local committees at the UP and the PUC. Preferably, at this meeting PEF Trustees should also be present. The major focus of this meeting will be the annual review of the progress and programs undertaken during the previous period.

IV. MANAGEMENT OF FUND'S ASSETS

The management and administration of the PEF's assets are also subject to the following articles:

- A. The Fund's assets shall be invested in "investment grade" stocks, bonds, mutual funds and other sound financial instruments in the United States. All investment decisions shall be taken by majority vote of the Trustees during a regularly convened meeting of the Board of Trustees.
- B. The Trustees shall distribute only the net income from the Fund semiannually. In extreme emergencies, and only by a three quarters majority vote of the trustees, an amount not exceeding 2% of the Funds actual balance can be distributed from the principal in any one year.
- C. The income and principal of the Fund shall not be distributed, hypothecated, pledged, loaned or in any other manner subjected to claims or requests by any other persons, groups or institutions, except in accordance with the provisions of the 501.c.3 of the IRS Tax Code Regulations, and the Fund's Approved Trust Agreement.
- D. If bonding of the Trustees is required, then the bonding expenses shall be paid by the Fund. Requirement for bonding shall be determined by the Trustees by majority vote.

V. THE FUND TRUST PROVISIONS (*Approved by IRS on June 28, 1990*)

The Pancretan Endowment Fund is governed by the Pancretan Endowment Fund Trust dated January 29, 1990 as approved by the Internal Revenue Service by letter dated June 28, 1990. The text of the trust provisions is as follows:

FIRST: This trust shall be called "The Pancretan Endowment Fund."

SECOND: A. The trustees may receive and accept property whether real, personal, or mixed by way of gift, bequest or devise, from any person, firm, trust or corporation to be held, administered and disposed of in accordance with and pursuant to the provisions of this Declaration of Trust but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article Third of this Declaration of Trust, or as shall, in the opinion of the trustees, jeopardize the federal income tax exemption of this trust pursuant to section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

THIRD: The principal and income of al property received and accepted by the trustees to be administered under this Declaration of Trust shall be held in trust by them, and the trustees may make payments or distributions from income or principal, or both, to or for the use of such charitable organizations, within the meaning of that term as defined in paragraph C, in such amounts and for such charitable purposes of the trust as the trustees shall from time to time select and determine; and the trustees may make payment or distributions from income or principal, or both, directly for such charitable purposes, within the meaning of that term as defined in paragraph D in such amounts as the trustees shall from time to time select and determine without making use of any other charitable organization. The trustees may also make payments or distributions of all or any part of the income or principal to states, territories, or possessions of the United States, any political subdivision of any of the following, or to the United States or the District of Columbia but only for charitable purposes within the meaning of that term as defined in paragraph D. Income or principal derived from contributions by corporations shall be distributed by the trustees for use solely within the United States or its possessions. No part of the net earnings of this trust shall insure or be payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of this trust shall be the carrying on or propoganda, or otherwise attempting to influence legislation. No part of the activities of this trust shall be participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

B. The trust shall continue forever unless the trustees terminate it and distribute all of the principal and income, which action may be taken by the trustees in their discretion at any time. On such termination, 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. The donor authorizes and empowers the trustees to form and organize a nonprofit corporation limited to the uses and purposes provided for in this Declaration of Trust, such corporation to be organized under the laws

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of any state or under the laws of the United States as may be determined by this trustees; such corporation when organized to have power to administer and control the affairs and property and to carry out the uses, objects, and purposes of this trust. Upon the creation and organization of such corporation, the trustees are authorized and empowered to convey, transfer, and deliver to such corporation all the property and assets to which this trust may be or become entitled. The charter, bylaws and other provisions for the organization and management of such corporation and its affairs and property shall be such as the trustees shall determine, consistent with the provisions of this paragraph.

C. In this Declaration of Trust and in any amendments to it, references to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. It is intended that the organization described in this paragraph C shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

D. In this Declaration of trust, and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, but only such purposes as also constitute public charitable purposes under the law of trusts of the State of Illinois.

E. The charitable purposes for which the trust may make payment are hereby limited to further the advancement of education at the University of Crete and Polytechnic Institute of Crete and the study of the history and culture of the island of Crete through the endowment of such studies or the providing of scholarships for such studies.

FOURTH: This Declaration of Trust may be amended at any time or times by written instrument or instruments approved by a two-thirds majority of the members of the Pancretan Association of America in attendance at every third biennial convention beginning in 1990, and acknowledged by any two of the officers of the Association. The trustees shall have the right by a majority vote to make any amendment needed to qualify or retain the qualification of the trust under section 501(c)(3) of the Internal Revenue Code, or correspondence section of any future federal tax code. However, no amendment shall authorize the trustees to conduct the affairs of this trust in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. An amendment of the provisions of

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this Article Fourth (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the trustees' amending power. All instruments amending this Declaration of Trust shall be noted upon or kept attached to the executed original of this Declaration of Trust held by the trustees. Furthermore, paragraph E of ARTICLE THIRD is hereby declared irrevocable.

FIFTH: Any trustee under this declaration of trust may, by written instrument, signed and acknowledged, resign his office. The number of trustees shall be at all times not less than five, and whenever for any reason the number is reduced to four or less, there shall be, and at any other time there may be, appointed one or more additional trustees. Appointments shall be made by a committee consisting of the board of Directors of the Pancretan Association of America or its successor and the trustee or trustees then in office, by written instruments signed and acknowledged. Any succeeding or additional trustee shall, upon his acceptance of the office by written instrument signed and acknowledged, have the same powers, rights and duties, and the same title to the trust estate jointly with the surviving or remaining trustee or trustees as if originally appointed.

None of the trustees shall be required to furnish any bond or surety. None of them shall be responsible or liable for the acts or omissions of any other of the trustees or of any predecessor or of a custodian, agent, depository or counsel selected with reasonable care.

The one or more trustees, whether original or successor, for the time being in office, shall have full authority to act even though one or more vacancies may exist. A trustee may, by appropriate written instrument, delegate all or any part of his powers to another or others of the trustees for such periods and subject to such conditions as such delegating trustee may determine.

The trustees serving under this Declaration of Trust are authorized to pay to themselves amounts for reasonable administrative expenses incurred in the administration of this trust, and in no event shall any trustee ever receive any compensation for services rendered to the trust.

SIXTH: In extension and not in limitation of the common law and statutory powers of trustees and other powers granted in this Declaration of Trust, the trustees shall have the following discretionary powers:

- (a) to invest and reinvest the principal and income of the trust in such property, real, personal, or mixed, and in such manner as they shall deem proper, and from time to time to change investments as they shall deem advisable; to invest in or retain any preferred stocks, shares, bonds, notes, obligations of any corporation, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is a kind or size which but for this express authority would not be considered proper and although all of the trust funds are invested in the securities of one company. No principal or

income, however, shall be loaned, directly or indirectly, to any trustee or to anyone else, corporate or otherwise, who has at any time made a contribution to this trust, nor to anyone except on the basis of an adequate interest charge and with adequate security. No investment in any single company shall exceed the amount then insured by the Federal Deposit Insurance Corporation or its successor.

(b) To sell, lease, or exchange any personal, mixed or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the trust property, as they consider advisable, whether or not such leases or contracts may extend beyond the duration of the trust.

(c) To receive encumbered property provided that the amount of any such encumbrance does not extend the fair market value of the donated property.

(d) To execute and deliver deeds, assignments, transfers, pledges, leases, covenants, contracts, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.

(e) To vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depository, voting trustees, or otherwise, and in this connection to delegate authority to such committee, depository, or trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

(f) To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to hold trust property without indication of fiduciary capacity but only in the name of a registered nominee, provided the trust property is at all times identified as such on the books of the trust; to keep any or all of the trust property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services.

SEVENTH: The trustees' powers are exercisable solely in the fiduciary capacity consistent with a din furtherance of the charitable purposes of this trust as specified in Article Third and not otherwise.

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EIGHTH: In this Declaration of Trust and in any amendment to it, references to "trustees" mean the one or more trustees, whether original or successor, for the time being in office.

NINTH: Any person may rely on a copy, certified by a notary public, of the executed original of this Declaration of Trust held by the trustees, and of any of the notations on it and writings attached to it, as fully as he might rely on the original documents themselves. Any such person may rely fully on any statements of fact certified by anyone who appears from such original documents or from such certified copy to be a trustee under this Declaration of Trust. No one dealing with the trustees need inquire concerning the validity of anything the trustees purport to do. No one dealing with the trustees need see to the application of anything paid or transferred to or upon the order of the trustees of the trust.

TENTH: This Declaration of Trust is to be governed in all respects by the laws of the State of Illinois.

ARTICLE 30

FUNERAL EXPENSE FUND

1. The Funeral Expense Fund shall be a separate from the other funds of the Association and will be used to pay \$300.00 as funeral expenses upon the death of a member in good standing and participation in the fund as of August 20, 1966.

2. Upon the death of a qualified member, the Board of Directors of the Chapter of which the deceased was a member, shall hold a special meeting and shall transmit to the Secretary of the Association a certificate to the effect that the deceased was a member in good standing and participating in the fund and a request for the payment of the funeral expenses. The certificate shall be signed by the President, Secretary and Treasurer, and shall be accompanied by a certified death certificate.

3. Upon receipt of the request for payment and the certificate by the General Secretary, the Executive Council shall immediately issue, in favor of the Chapter of the deceased, a check in the amount of \$300.00 to be used for the expenses of the deceased member.

4. The Association shall be responsible for any deficiencies in the funeral expenses created as a result of its termination.

ARTICLE 31

CULTURAL AND EDUCATIONAL COMMITTEE

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1. The Cultural and Educational Committee shall include the Chairman, First Vice President, President of the Pancretan Youth Association, Youth Supervisors, Women's Executive Director, and all District Governors.

2. The Committee shall administer the Educational and Cultural Endowment Fund in accordance with the terms of the Declaration of Trust set forth in Appendix "A" to develop, encourage and sustain programs and activities that promote Hellenic culture, thought, language, and traditions.

3. Twenty-five percent (25%) of the Cultural and Educational Committee budget shall be allocated for programs at the national level.

4. Seventy-five percent (75%) of the Cultural and Educational Committee budget shall be allocated to the districts on a per-capita basis.

5. Each District Governor shall request all chapters within his/her District to make application for PAA Cultural and Educational Program Funds. Applications must be submitted within 120 days of the PAA National Convention. In the event a Chapter does not file an application within the 120 day period, their per-capita share of funds will be redistributed to the chapters who made application based on their own per-capita.

6. The District Governor, with an appointed Committee (the District Cultural and Educational Committee) will have the responsibility to provide the technical assistance and evaluation to each Chapter.

7. The funds may be used only for the approved education and cultural programs approved by the District Cultural and Educational Committee.

8. In the event the approved chapter plan is not implemented within the specified time span, the funds will be returned in full to the district for redistribution to those chapters who have approved plans on a per-capita basis.

9. The PAA National Board will provide technical assistance, materials, handbooks, program planning, development and implementation to each District Cultural and Educational Committee.

ARTICLE 32

CRETAN ALUMNI NETWORK

1. The mission of the Cretan Alumni Network of the Pancretan Association of America (PAA) is to carry out the initiative to bring back individuals into the PAA who were active PAA participants in their younger years, but may no longer be members or active members for various reasons., by providing an environment for Cretan American

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young professionals to share and exchange ideas in a social, cultural and educational setting in order to promote the values and heritage of their Cretan culture.

2. The Cretan Alumni Network shall have full representation on the Board of Directors.
3. The Society's guidelines and provisions are to be adopted by the board.

ARTICLE 33

CONVENTION AGENDA

1. The President shall call the Convention to order and set the Agenda, and preside until the election of the Chair of the Convention.
2. The Credentials Committee will be composed of the General Secretary and the seven District Governors or their alternates.
3. The Convention shall elect a Chair, one Vice-Chair, and one or more Secretaries who shall assume their respective seats and duties. The Chair may appoint individuals to fill any vacancies in committee chairs. The Chair shall appoint a PYA member as Co-Chair of each committee during the Convention.
4. The President of the Association shall submit a detailed report, oral and written, on his tenure in office and shall submit any suggestions as to the future policy of the Association. Each member of the Board of Directors shall submit a written report on his tenure in office prior to the Convention and copies shall be distributed to all delegates. Only the reports of the President, Treasurer, President of the PYA, Women's Executive Director, and Editor of the Bulletin KPHTH may be presented orally. Debate may follow on the reports of the officers and proper resolutions may be adopted.
5. The Committee Chair shall indicate on a roster sheet the time and place each committee will convene.
6. The first order of business on Wednesday of the Convention week shall be nominations for President of the Association. Each candidate shall give a brief oral statement of his platform made to the convention.
7. On Friday of the Convention week, the Convention shall conduct election of all officers by secret ballot.
8. Upon completion of all business of the Convention, the Chair shall declare the conclusion of the Convention.

9. The new President shall call the first meeting of the new Board of Directors before they depart from the Convention.

ARTICLE 34

CONVENTION EVENTS

1. The Biennial Conventions of the Association are granted to local chapters to host on behalf of and at the guidance of the Association as required by the hosting chapter.

2. The Chapter hosting the convention will publish well in advance all functions and prices in the KPHTH magazine in the months of April, May, and June prior to the Convention.

3. A dance committee will be formed by the Cultural and Educational Chair to coordinate the dance exhibition at the conventions. All monies thrown or given to the dancers during the competition will be held by the Association to be used by the Dance Committee to further its program.

4. A President's Ball will be held Friday evening where out-going officers will be recognized and new officers will be given the oath of office.

5. The Association and the Board have the right and authority to move the site of the National Conventions in the event that the needs and directives of the Board, the Committee, or the Association are not followed.

ARTICLE 35

CONVENTION BUSINESS

1. The General Secretary shall prepare and bring to the Convention for presentation to the Credentials Committee of each Convention the following:

- (a) Alphabetical list of Chapters (by city).
- (b) The number of Convention votes to which each Chapter is entitled.
- (c) The names and addresses of the delegates and alternates of each Chapter.
- (d) The Ledger of receipts from each Chapter showing annual dues, initiation fee, scholarship duties, and bulletin subscriptions received by the General Secretary and the date each was received.

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- (e) Complete membership lists of each Chapter and membership at large with mailing addresses for each member as of June 1st of the convention year.
 - (f) Delegate credential forms submitted by each Chapter signed and dated by their President and Secretary.
2. A general agenda of Convention Business, including a list of committees, shall be mailed to each Chapter before each Convention.
 3. A copy of the Convention minutes shall be mailed to each Chapter by the General Secretary.
 4. The week of the Convention shall be decided by the President of the Association and the Chapter hosting the Convention.
 5. Each Convention shall select the site for the convention four years in advance. Any convention in Crete will be organized by the Board of Directors.
 6. Any Chapter bidding for a Convention will present to the Convention documentation of their ability to host the Convention.
 7. All motions must be explained in both Greek and English.
 8. The flags of the U.S.A. and Greece shall be displayed at all National Conventions.
 9. The Convention shall appoint official translators who have full knowledge of both Greek and English so that all delegates have a full understanding of all the activities taking place.
 10. Delegates from Chapters wishing to host a National Convention shall not be eligible to be members of the Convention Site Committee.

ARTICLE 36

CODE OF CONDUCT AND DISCIPLINARY PROCEDURE

1. Members of the Association are expected to conduct themselves in a manner not inconsistent with the Constitution of the United States of America, Constitution of the Pancretan Association of America, and all laws and regulations. Members are further expected to conduct themselves in a professional manner, both within and without the organization and any of its meetings and gatherings.
2. The Association exists for the development of cultural and ethnic ties of its Cretan members and therefore the Association shall remain nonpartisan in politics. The

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Association or its elected officials are not permitted to take positions regarding political or religious issues on behalf of the Association.

3. The President is responsible for maintaining the peace and tranquility of the Association and its members and is therefore charged with the responsibility of conducting disciplinary proceedings against those members or chapters or officers who have violated the Constitution, its Bylaws, or the principles for which the Association stands.

4. When a member of the Association has a grievance against another member, officer, or chapter, this grievance must be filed with the Secretary, copied to the President and the General Supervisor for investigation.

5. The President through the General Supervisor shall within 30 days conduct an investigation of the merits of the complaint. If the President determines that there is sufficient merit he may appoint a committee to investigate the matter more fully. If the matter warrants, the President may extend the time to render a preliminary opinion by notification to the charging party within the 30 day period.

6. At the next scheduled meeting of the Board or in the alternative at a special meeting called by the President, the matter will be placed before the Board by the Legal Advisor to render a preliminary opinion. If sufficient justification exists for proceeding with the complaint, the Board will direct that a formal charge be issued to the offending member.

7. The offending member shall have 30 days to respond in writing to the Board stating his or her position and requesting a trial. At such hearing, the parties will put forth the respective evidence regarding the complaint. The Board will then deliberate and reach a verdict. All decisions of the Board regarding disciplinary matters shall require a 2/3 vote.

8. If any member disagrees with the decision of the Board and chooses to appeal the decision, they may do so at the next scheduled meeting of the General Assembly through the grievance committee at each Biennial Convention.

9. Upon a vote of 2/3 of the General Assembly at the National Convention, the decision will be binding upon all parties.

ARTICLE 37

PAA STANDING COMMITTEES

1. The following are the standing committees of the PAA with the respective Chairs:

- a. Women's Executive Committee
- b. Budget Committee
- c. KPHTH Magazine
- d. Investment and Fundraising Board

Women's Executive Director
PAA Treasurer
PAA Second Vice President
Elected PAA Chair

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| | |
|--|--------------------------------|
| e. PAA Foundation Inc. | Elected PAA Chair |
| f. Pancretan Philanthropic Endowment Fund | Elected PAA Chair |
| g. Venzelion Scholarship Endowment Fund | Elected PAA Chair |
| h. Cultural and Educational Endowment Fund | Elected PAA Chair |
| i. Pancretan Endowment Fund | Elected PEF Chair |
| j. PAA Minoan Village | PAA-MVI Chair |
| k. Strategic Planning Committee | Elected PAA Chair |
| l. Information Technology Committee | Elected PAA Chair |
| m. Membership and Chapter Development | PAA Third Vice President |
| n. Cretan Alumni Network | Elected CAN Chair |
| o. Protocol Committee | PAA President to Appoint Chair |
| p. Constitution and Bylaws Committee | PAA Legal Advisor |
| q. Grievance Committee | PAA General Supervisor |

2. The Board of the PAA may establish additional Standing Committees as deemed necessary. Committee membership shall be open to all PAA members in good standing, except committees that have members that are elected by the PAA or are chosen or elected separately by an independent PAA affiliated entity. The PAA President shall have the authority to remove any non-elected Chair for just cause.

3. The list of the Standing Committees and respective Chairs shall be published in the KPHTH magazine and on the PAA Website.

4. The Standing Committees shall meet by electronic means on a regular basis to deliberate, discuss and prepare resolutions pertinent to their respective issues for debate at the National Convention.

5. Standing Committees shall have no authority to act for the PAA, except that nothing in this Article shall be construed to interfere with or limit the authority of any independent corporate entity affiliated with the PAA.

EPILOGUE

ORGANIZATION AND FIRST EXECUTIVE COUNCIL

The Pancretan Association of America was organized in Chicago on the 14th day of October 1929. The first Executive council consisted of;

Vladimiro Constantiniades, President;

Antonios Fiorakis, Vice President;

Spiros Kounalis, Secretary; and

Nicholas Spyridakis, Treasurer.

**PAST PRESIDENTS OF THE PANCRETAN ASSOCIATION OF
AMERICA**

- | | | | |
|------|---------------------------|--------------------|--------------|
| (1) | Vladimiros Constantinides | New York, NY | 10/29 - 7/30 |
| (2) | John N. Volikos | Chicago, IL | 7/30 - 7/36 |
| (3) | Nicholas G. Kalimerakis | Pittsburgh, PA | 7/36 - 7/40 |
| (4) | Spiros Kounalis | Salt Lake City, UT | 7/40 - 7/42 |
| (5) | George Constantoulakis | New York, NY | 7/42 - 7/46 |
| (6) | Louis Calliyannis | Washington, D.C. | 7/46 - 7/48 |
| (7) | Nicholas Kalimerakis | Pittsburgh, PA | 7/48 - 7/50 |
| (8) | Marcos Mamalakis | Chicago, IL | 7/50 - 7/52 |
| (9) | Costas Finokalos | Boston, MA | 7/52 - 7/54 |
| (10) | George Constantoulakis | New York, NY | 7/54 - 7/58 |
| (11) | Emanuel Pavlakis | Denver, CO | 7/58 - 8/62 |
| (12) | Nick Delis (Delakis) | San Francisco, CA | 8/62 - 7/66 |
| (13) | Costas Maliotis | Boston, MA | 8/66 - 7/70 |
| (14) | Costas Stamatakis | Chicago, IL | 7/70 - 7/74 |
| (15) | Emmanuel Tsourounis | Washington DC | 7/74 - 7/78 |
| (16) | Gus S. Pallios | Modesto, CA | 7/78 - 7/82 |
| (17) | Emanuel J. Elliott | Orlando, FL | 7/82 - 7/84 |
| (18) | Emanuel Kariotakis | Cleveland, OH | 7/84 - 7/86 |
| (19) | George Pologeorgis | New York, NY | 7/86 - 7/88 |
| (20) | George Vardakis | New Brunswick, NJ | 7/88 - 7/92 |
| (21) | George A. Tzitzikas | Sacramento, CA | 7/92 - 7/95 |
| (22) | George C. Chryssis | Weston, MA | 7/95 - 7/97 |
| (23) | Emmanuel Tsikoudakis | Denver, CO | 7/97 - 7/01 |
| (24) | Stavros N. Semanderes | Houston, PA | 7/01 - 7/05 |
| (25) | Emmanuel E. Velivasakis | Scarsdale, NY | 7/05 - 7/09 |
| (26) | Theodore M. Manousakis | Washington, D.C. | 7/09 - 7/11 |

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OATH OF OFFICE

I solemnly promise and swear that I will uphold the Constitution of my Country and the laws made under its authority; I will uphold the Constitution and Bylaws of the Pancretan Association of America, promote its objectives, and endeavor faithfully to execute the duties of my office to the best of my knowledge and ability. So help me God!

INVOCATION PRAYER

In the name of the Father and of the Son and of the Holy Spirit. Amen. Heavenly Father, almighty, most-righteous, most wise creator of heaven and earth and all creation, we pray and implore Thee in the name of our Jesus Christ, forgive our sins, free us from all wickedness and sufferings, and give us abundantly of Thy Grace and Thy Light.

Strengthen, O Lord, our faith, increase our love, make firm our hopes in Thee, the only true God, and in the One Thou best sent us, Jesus Christ and Savior.

Especially today we beseech Thee, O Lord, impart upon the offices and members of this organization Thy Light and guidance, so that they may study carefully the problems and subjects confronting them as genuine brothers and blessed children of the One True God.

Grant, O Lord, that the decisions of today's conference be indeed illuminating and Christian for the glory of your Holy Name, and Church.

Through the Intercessions of Thine All-Holy Mother and all of the Saints. Amen

BENEDICTION PRAYER

We thank Thee, Lord our God, for our life, our health, and for all the material and spiritual blessings, which Thou hast given us, and which, Thou continues to give in this present and temporal life.

We thank Thee also for today's conference, and for the opportunities of Christian action that is afforded. We beseech Thee, through the Grace of Thine All-Holy Spirit, to give us humility and obedience to Thy Holy Will, patience and strength in the struggle for virtue and the salvation of our souls. Give us at all times the unity and the peace in our hearts and in our souls, love and harmony among us and responsibility to transform our words into deeds.

Grant us strength and enlightenment in the accurate application of our decisions, for the spiritual progress of our Fraternal Organization of for each of us individually.

Make us worthy to continue in this temporal life according to Thy Law and Thy Commandments. Make us more worthy to seal our life with a Christian and Holy ending, and make us worthy to enter into Thy Heavenly Kingdom.

Through the intercessions of Thine All-Holy Mother and of all the Saints. Amen.

APPENDIX "A"

DECLARATION OF TRUST

VENIZELION SCHOLARSHIP ENDOWMENT FUND
CULTURAL AND EDUCATIONAL ENDOWMENT FUND
PANCRETAN PHILANTHROPIC ENDOWMENT FUND

The PANCRETAN ASSOCIATION OF AMERICA (PAA) believes that endowments should be established to promote education, preserve and perpetuate the cultural, history and heritage of the Island of Crete and its descendants, engage in philanthropy and charity, and to encourage support of these goals through tax-deductible contributions.

NOW THEREFORE, the PAA hereby establishes the VENIZELION SCHOLARSHIP ENDOWMENT FUND (Scholarship), the CULTURAL AND EDUCATIONAL ENDOWMENT FUND (Cultural), and the PANCRETAN PHILANTHROPIC ENDOWMENT FUND (Philanthropic).

PURPOSES

1. Scholarship shall aid worthy men and women in the pursuit of education, learning, and research through merit and need scholarships, grants and loans and as may be provided by Article 25.
2. Cultural shall develop, encourage and sustain programs and activities that promote Hellenic culture, thought, language and traditions, as provided by Article 31, and strive to promote, preserve and perpetuate the history and heritage of the Island of Crete and its descendants.
3. Philanthropic shall encourage participation in programs of philanthropy and charity.
4. The PAA Foundation, Inc. shall solicit contributions to the Scholarship, Cultural and Philanthropic Endowments pursuant to Article 26 of the PAA Bylaws, and apportion its receipts equally between Scholarship, Cultural and Philanthropic, unless donors specify a different allocation, and deposit funds in their respective endowments in accordance with the Bylaws of said PAA Foundation, Inc., as set forth in Appendix "B" to the PAA Bylaws.

TAX DEDUCTIBILITY AND EXEMPTION

5. These endowments shall not carry on any activity not permitted by a corporation exempt from tax under Section 501(c)(3) of the Internal Revenue Code (Code), nor shall they carry on any activity not permitted by a corporation, contribution to which are fully tax deductible under Section 170 (C) 4 of the Code. No substantial part of their activities shall be devoted to propaganda or influencing legislation. No part of their fund shall inure to the benefit of any trustee of PAA.

SEGREGATED FUNDS

6. Cultural, Scholarship and Philanthropic assets shall be held in their respective names, separate and apart from the operational and general administrative account of the PAA [IRS publication 557, page 11, Code Section 170 (C) 4].

7. Scholarships shall be reported in two sub-accounts: Sub-Account A - the corpus account for long-term growth and Sub-Account B - operational account for current scholarships.

The revenue for Sub-Account A (Corpus) shall consist of:

- (a) Income from investments.
- (b) Donations from the PAA Foundation, Inc.
- (c) Gifts and bequests from individuals, other organizations or chapters of the PAA
- (d) Funds which the PAA shall allocate from time to time for such purposes
- (e) Any account surplus so designated from Sub-Account B (Operational)

The revenue for Sub-account B (Operational) shall consist of:

- (a) Income from Chapter Dues
- (b) Gifts and bequests from individuals, other organizations or Chapters of the PAA
- (c) Interest from Sub-Account A (Corpus)
- (d) Penalties from late payment of dues per Article 24 paragraph 1
- (e) Interest from the Nick Kalimerakis Fund
- (f) Memorial donations
- (g) Yearly donations from current scholarships

8. Sub-Account A (Corpus) shall be reported on a cash basis only. Cultural shall also report on a cash basis, so that yearly income from each corpus can be identified and reinvested as provided herein.

9. Sub-Account B (Operational) shall be reported on an accrual basis including all receivables, e.g., Scholarship dues, late penalties and gifts.

PRESERVATION OF PRINCIPAL

10. At all times, endowment funds shall be fully and prudently invested under provision of this trust so as to retain or exceed their original purchasing power. One half (1/2) or more of the corpus shall be invested in equity mutual funds of established quality. Remaining balances may be invested in equities and fixed income securities. Money market, accounts may be used to receive and disburse funds. Fund investments should be no-load, with low management fees, and no commissions, 12(b) 1, exit or redemption fees. Load funds with superior track records may also be used such as Target 5 and 10 unit trust funds of high performance Dow stocks. Index funds must represent diversified equity markets such as the Standard & Poors 500 Index. Corpus investments shall be held for long-term growth and income, and should be selected on their ability to realize significant appreciation within 6 years. Bond mutual funds, fixed income securities

earning less than money markets funds, real estate, mortgages, loans and preferred stocks at any rate of return, are not considered suitable investments for these Endowments. However, such securities and property may be received through gifts and donations and held or sold in conformity with prudent investment standards.

11. All investments shall be executed through discount brokers or purchased directly from fund companies or corporations so as to maximize returns. No member of PAA shall earn anything of value or commission in conjunction with the investment of these endowments.

12. The assets of the endowments shall be managed and invested by the Investments and Fund Raising Board under Article 7 and only in accordance with the terms of this Trust.

EXPEDITURES

13. All donations to the Endowments and one quarter (1/4) or more of all yearly income from the corpus of each endowment shall be reinvested and become corpus.

14. Sub-Account B (Operational) may be invested in cash equivalents or money market funds.

15. The governing authority of each Endowment may, by majority vote, authorize the expenditures of five percent (5%) of the average of the ending balance of the last 3 fiscal years of each endowment fund within jurisdiction of the PAA Foundation, Inc. Operational account revenues and income not part of corpus may be used for endowment purposes or added to corpus. This provision shall not apply to special scholarship funds administered by the scholarship committee.

16. Endowment purposes and activities, including scholarship awards and cultural grants, may be funded in whole or part from general administrative funds of the PAA, thus conserving assets of the Endowments.

17. The usual and customary expenses of each Endowment Fund shall be paid by the respective Endowment.

TRUSTEES

18. Members of the governing authorities of each endowment shall serve without compensation or reimbursement of expenses.

19. Except for willful misconduct or malfeasance, no member or officer of the PAA or the governing authorities of each endowment shall be personally liable for act done or omitted.

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GOVERNING LAW

20. This declaration of trust shall be part of the PAA Constitution and shall be administered and construed according to the laws of the State of New York.

APPENDIX "B"

BYLAWS OF PAA FOUNDATION, INC.

A Nonprofit Corporation Formed Under the Laws of the State of New York

ARTICLE ONE

ORGANIZATION

Section 1.1. Registered Office. The registered office of the corporation shall initially be situated at the location stated within the Certificate of Incorporation and may, at a later date, be moved to such other location as the board of directors may from time to time designate.

Section 1.2. Other Offices. The corporation may maintain such other offices both within and without the State of New York as the board of directors may authorize.

Section 1.3. Purpose. The corporation has been organized for the purposes set forth in the Certificate of Incorporation, but in addition thereto, in no event shall any funds of the Pancretan Association of America, Inc. be transferred to the corporation, and this corporation shall be further limited to making any and all disbursements of all funds received from any source within sixty (60) days of the date of receipt, and only to the following funds maintained by the Pancretan Association of America, Inc. and to no other fund: the Venizelion Scholarship Endowment Fund, the Cultural and Educational Endowment Fund, the Pancretan Philanthropic Endowment Fund, or any other fund or project maintained or operated by the Pancretan Association of America, Inc., provided that the purposes and use of any said fund to which any funds of this corporation are disbursed are in furtherance of charitable, educational and scientific purposes within the meaning of Section 501 (C)(3) of the Internal Revenue Code.

Section 1.4. Corporate Seal. The seal of the corporation shall be of such design as shall be approved and adopted from time to time by the board of directors, and the seal or a facsimile thereof may be affixed by any person authorized by the Board of Directors or these Bylaws by impression, by printing, by rubber stamp, or otherwise. The foregoing notwithstanding, however, unless otherwise required by the laws of the State of New York, the board of directors may opt not to utilize a corporate seal.

ARTICLE TWO

MEMBERS

Section 2.1. Membership. Membership in the corporation shall be open to all persons who meet the following criterion: Member of the Pancretan Association of America, Inc.

Section 2.2. Admission of Members. The board of directors shall enact procedures for the admission of members together with setting any admission fee for membership.

Section 2.3. Termination Members. Membership may be terminated voluntarily by the member or involuntarily by the president of the corporation in accordance with rules of member conduct as enacted by the board of directors.

Section 2.4. Place of Meetings. Meetings of the members of the corporation shall be held at such place or places, within or without the State of New York, as shall be determined by the board of directors; and the chairman of the board shall preside at all such meetings.

Section 2.5. Meeting. The meetings of members shall take place every two years in odd numbered years, or more frequently if so determined by the board of directors. Said biennial meetings shall be held on a date during a period of June 1 through July 15, at a time and location determined by the board of directors. The dates, times, frequency, and locations of said meetings may be modified by a majority vote of the board of directors, but in no case shall be less frequent than required by law. Notice of each members meeting shall be sent by regular U.S. mail to each member in good standing, a minimum of six (6) months prior to each meeting.

Section 2.6. Special Meetings. Special meetings of the members may be called by the board of directors through a duly adopted resolution, by the chairman of the board, by the president of the corporation, or by written petition of not less than twenty-five (25) percent of all members in good standing. The day fixed for such meeting shall not be on a Saturday, Sunday or a legal holiday nor be convened at a time outside of standard business hours unless consented to in writing by all members. Business transacted at all special member meetings shall be confined to the subjects stated in the notice of said meeting. The individual or individuals who call for a special meeting of the members shall deliver a statement of the subject(s) to be addressed at the special meeting to the secretary of the corporation within 48 hours of calling for said meeting (or, if the office of secretary shall then be vacant, to the president of the corporation).

Section 2.7. Notice of Meetings — Waiver and Adjourned Meetings. Written notice stating the place, date and hour of the meeting, and the purpose or purposes for which the member meeting is called, shall be delivered to each member by the secretary of the corporation (or, if the office of secretary shall then be vacant, by the president of the corporation) not less than ten (10) nor more than forty-five (45) days before the date of the meeting. Any meeting of members may be adjourned by the chair of the meeting to reconvene at another time or place. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record entitled to vote.

Section 2.8. Quorum. A majority of the members, represented in person or by proxy, shall constitute a quorum at a meeting of members. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of members during said meeting leaving less than a quorum then in attendance.

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Section 2.9. Proxies. A member may vote either in person or through a proxy executed in writing or by email reduced to hard copy by the member or the holder of a lawful power of attorney of said member. No proxy shall be valid after one (1) year from the date of its execution, unless otherwise expressly provided in the proxy.

Section 2.10. Voting. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. The affirmative vote of a majority of the members represented at the meeting shall be the act of the members as a whole unless the vote of a greater number of member is required by law or otherwise in these Bylaws.

Section 2.11. Action by Consent. Any action which may be taken at any meeting of the members may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members entitled to vote with respect to the subject matter thereof. The written consent may be executed in several identical counterparts by the members with the effect as if the members had executed a single document, and may be executed by email provided that said email consent is printed on hard copy and preserved in the records of the corporation.

ARTICLE TIME

BOARD OF DIRECTORS

Section 3.1. Directors. All directors are required to be members. There shall be seven (7) directors of the corporation, unless such number is amended as provided herein. All directors shall be members of the Pancretan Association of America, Inc., and shall be members of the corporation. Five (5) of the directors shall serve two ;year terms and shall be as follows: The President of the Pancretan Association of America, Inc., the PAA Foundation Inc. Chairman (formerly known as the Century Club Chairman) who shall serve as the Chairman of the Board of this corporation, and the Chairpersons of the following Pancretan Association of America, Inc., funds: the Venezelion Scholarship Endowment Fund, the Cultural and Educational Endowment Fund, and the Pancretan Philanthropic Endowment Fund. The remaining two (2) directors shall be elected by the members of the corporation at the members' meeting as follows: Both shall be elected initially for two (2) year terms, and thereafter for faux (4) year terms.

Section 3.2. Number, Election and Term. The number of directors to serve on the board of directors may be amended by a resolution of the board of directors adopted by a 66% vote, however, this number shall not be less than seven (7) or the number required by New York law, whichever is greater. All directors shall be elected at the meeting of the members by majority vote of the members; however, in all, cases, current directors shall serve until their successors shall have been elected and qualified.

Section 3.3. Powers. The activities and assets of the corporation shall be managed and controlled by the board of directors which shall exercise all the powers of the corporation and do all acts and things as arc not, bylaw, the. Certificate of Incorporation or these Bylaws, directed or required to be done or exercised by the members.

Section 3.4. Meetings; Quorum. Regular meetings of the board of directors shall be held at

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such places, within or without the State of New York, and on such days and at such times as shall be fixed from time to time by the board of directors. Rules of procedure for the conduct of such meetings shall be adopted by resolution of the board of directors. Notice of such regular meetings need not be given.

A majority of members of the board shall constitute a quorum for the transaction of business, but a lesser number may adjourn to another day if a quorum is not present. The act of the 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 the Certificate of Incorporation or these Bylaws, Special meetings of the board may be held at any time and place, within or without the State of New York, upon the call of the chairman of the board, the president or secretary of the corporation by written or email notice delivered to each director not less than three (3) days before such meeting: provided, however, that any director may, at any time, in writing, waive notice of any meeting. Attendance of a director at any meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. For purposes of this section, "delivery" of notice of a board of director's meeting may be accomplished either by hand-delivery, through the U.S. Postal Service, through a private parcel carrier service, or electronically by email or facsimile transmission. "Delivery" is completed upon receipt by the director through any of the aforementioned means except when delivery of notice is by U.S. Postal Service or private parcel carrier service, in which case, delivery shall be completed upon delivery of the notice to the director's last known home address.

Section 3.5. Director meeting via telephone conference. Directors may appear at a meeting of the board by means of telephone conference or similar communication system whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Furthermore, a director appearing at board meeting via telephone conference shall also be allowed to vote by this medium. Furthermore, it is permissible for all directors to appear at a meeting of the board of directors via telephone conference or similar communication system.

Section 3.6. Action by Consent. Any action which is required to be or may be taken at a meeting of the directors may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all the directors. The written consent may be executed in several identical counterparts by the directors with the effect as if the directors had executed a single document, and may be executed by email provided that said email consents are printed on hard copy and placed in the records of the corporation.

Section 3.7. Resignation and Filling of Vacancies of Directors. Any director of the corporation may resign at any time by giving written notice of such resignation to the board of directors, the chairman of the board, or the corporation. Any such resignation shall take effect at the time specified. therein or, if no time be specified, upon receipt thereof by the board of directors or one of the above-named officers. Vacancies on the board and newly created directorships resulting from any increase in the number of directors to constitute the board of directors may be filled by a duly approved resolution of a majority of the directors then in office. If the directors remaining in office constitute fewer than a quorum of the board, they may fill the vacancy by the

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affirmative vote of a majority of all the directors remaining in office. Any director elected to fill a vacancy or a newly created directorship shall serve until the next election of directors by the members of the corporation. The death of any director shall be treated as a voluntary resignation by the corporation.

Section 3.8. Compensation of Directors. Directors, as such, may receive such compensation and be reimbursed for expenses of attendance at any meeting of the board as shall be determined by resolution of the board of directors. Nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 3.9. Committees. The board of directors, by resolution adopted by a majority of the whole board, may designate two or more directors to constitute a committee. Each such committee, to the extent provided in such resolution, shall have and may exercise the authority of the board of directors, as so delegated in the resolution, in the management of the corporation; but the designation of such committee and the delegation thereto of authority shall not operate to relieve the board of directors, or any member thereof, of any responsibility imposed upon it or such member by law.

Section 3.10. Power and duties of the board of directors. The property and business of the corporation shall be controlled and managed by a board of directors; however, the board may delegate duties to the officers of the corporation to the full extent allowed by law.

Section 3.11. Removal of directors. The board of directors may, by resolution adopted by the affirmative vote of 66% or more of the directors, remove a fellow board member. Sixty-six percent of all directors, not 66% of those directors in attendance at the meeting, must vote in favor of removal for the resolution to pass.

ARTICLE FOUR

OFFICERS

Section 4.1. Number, Election and Term. The officers of the corporation shall be a president, vice-president, treasurer, and secretary who shall be chosen by the board of directors at its first meeting, provided that the PAA Foundation Inc. Chairman shall also serve as President. The same individual may hold all three offices. The board of directors may elect such other officers with such titles and duties as it may determine are appropriate. Any two or more offices may be held by the same person. All officers, unless sooner removed, shall hold their respective offices until the first meeting of the board of directors after the next succeeding election of the board of directors and until their successors shall have been duly elected and qualified. The salaries of the officers of the corporation shall be fixed from time to time by the board of directors. No officer shall be prevented from receiving such salary by reason of the fact that such officer is also a director of the corporation.

Section 4.2. Removal. Any officer or agent 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 will be served thereby, but such removal shall not affect the contract rights, if any, of

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the officer or agent so removed.

Section 4.3. President/Chairman of the Board. The President/Chairman of the board shall preside at all meetings of the members and directors at which he is present and shall perform such other duties as the board of directors or these Bylaws may prescribe. The president/Chairman shall execute any and all documents requiring a seal, under the seal of the corporation, except where permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the board of directors to some other officer or agent of the corporation.

Section 4.4. Vice-President. In the absence of the President/Chairman of the board, the vice-president shall preside at all meetings of the members and directors at which he is present. He shall perform such duties as the board of directors may prescribe and shall see that all orders and resolutions of the board are carried into effect.

Section 4.5. Secretary and Assistant Secretaries. The secretary shall keep or cause to be kept a record of all meetings of the members and the board of directors and record all votes and the minutes of all proceedings in a book To be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or president, under whose supervision he shall be. He shall keep in safe custody the seal of the corporation and shall affix the same to any instrument requiring it. The assistant secretaries, if any, in order of their seniority shall, in the absence or disability of the secretary, perform the duties and exercise the powers of the secretary and shall perform such other duties as the board of directors may prescribe.

Section 4.6. Treasurer and Assistant Treasurers. The treasurer shall have the custody of the corporate funds and securities, shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors and these Bylaws and shall perform such other duties as the board of directors may prescribe, The treasurer shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors, at the regular meetings of the board, or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation. If required by the board of directors, the treasurer shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board for the faithful performance of the duties of his office and for the restoration to the corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation. The assistant treasurers, if any, in the order of their seniority shall, in the absence or disability of the treasurer, perform the duties and exercise the powers of the treasurer and shall perform such other duties as the board of directors may prescribe.

ARTICLE FIVE

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

Section 5.1. Indemnification of Directors and Officers. To the fullest extent permitted by the laws of State of New York, including future amendments of those laws, the corporation shall indemnify and hold harmless each director and officer of the corporation against any and all claims, liabilities, and expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred and arising from any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with any such position.

However, the foregoing shall not apply to:

any breach of such person's duty of loyalty to the corporation or its members;

any act or omission by such person not in good faith or which involves intentional misconduct - or where such person had reasonable cause to believe-his conduct was unlawful; or

any transaction from which such person derived any improper personal benefit.

Section 5.2. Determination of Entitlement of Directors and Officers to Indemnification. The decision concerning whether a director or officer seeking indemnification has satisfied the provisions of Section 5.1 shall be made by (i) the board of directors by a majority vote of a quorum consisting of directors who are not parties to the action, suit, or proceeding giving rise to the claim for indemnity ("Disinterested Directors"), whether or not such majority constitutes a quorum; (ii) if there are no Disinterested Directors, or if the Disinterested Directors so direct, by independent legal counsel in a written opinion; or (iii) a vote of the members.

Section 5.3. Indemnification of employees and agents. The board of directors may, in such cases as, in its complete discretion, it deems appropriate, indemnify and hold harmless employees and agents of the corporation, and persons who formerly held such positions against any or all claims and liabilities (including reasonable legal fees and other expenses incurred in connection with such claims or liabilities) to which any such person shall have become subject by reason of having held such a position or having allegedly taken or omitted to take any action in connection with such position.

ARTICLE SIX


MISCELLANEOUS

Section 6.1. Amendment of Bylaws. The Bylaws may be amended by a majority vote of the members present in person or by proxy at the annual meeting, at a special meeting called for that purpose, or by written consent. In those instances where the Bylaws explicitly grant the board of directors the authority to alter such designations as the registered office of the corporation, the corporate seal, or the total number of directors, action taken by the board within such grants of authority shall not be considered an "amendment" of these Bylaws.

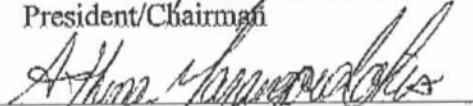
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Section 7.2. Fiscal year of the corporation. Unless the board of directors shall select another date through a duly adopt resolution, the fiscal year of the corporation shall begin on the first day of June of each year and end on the 31st day of May.

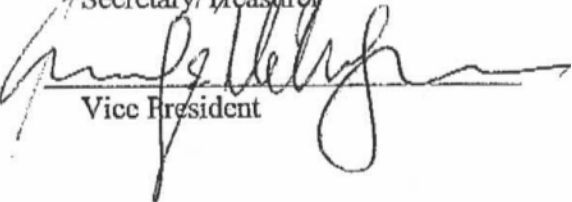
These Bylaws having been adopted by a unanimous vote of the board of directors of the corporation on the day of , 2001, and duly signed by the following officers of said corporation:



President/Chairman



Secretary/Treasurer



Vice President