

**The By-Laws
of the
Russian-American Science Association (RASA), Corp.**

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Article I. Name and Principal Place of Business

The name of the corporation is Russian-American Science Association (RASA), Corp.. The principal place of business of the Association is 20 Egmont Street, Apt. 5, Brookline, MA 02446, provided, however that meetings of the members or the Board of Directors can be held anywhere in the United States, subject to any restrictions herein.

Article II. Purposes

1) to advance the professional and educational qualifications of science, medical and engineering professionals and students in North America, who either were once residents of the Countries of the Former Soviet Union (CFSU) or whose parents or grandparents were residents of CFSU, and science professionals and students in the states of CFSU;

2) to conduct educational and professional seminars and conferences on scientific subjects worldwide;

3) to provide scholarships and other educational support to qualified science professionals and students, who are either residents of North America and formerly residents of CFSU, or whose parents or grandparents were formerly residents of CFSU, or who are current residents of CFSU;

4) to cooperate with and assist other non-profit organizations in North America and world-wide sharing goals similar with RASA, whether in whole or in part, including the dissemination of information on scientific topics through RASA's web site, and through other appropriate means, to science, medical and engineering professionals and students, both in North America, and worldwide;

5) to perform all necessary and proper actions to advance the forgoing objectives, including the raising of funds, the entering into contracts and the incurrence of obligations;

6) said association is organized exclusively for charitable, educational, and scientific purposes, including for such purposes the making of distributions of cash or goods to organizations that qualify as exempt organizations under

section 501(c)(3) of the internal revenue code of 1986 (or the corresponding provision of any future united states internal revenue law), or the making of distributions of goods to NGO's (non-government organizations) of CFSU that engage in activities customarily engaged in by 501(c)(3) organizations in the USA and to governmental organizations there, which perform the functions, which customarily are performed by such 501(c)(3) organizations in the USA, solely for the purpose of advancing the goals set forth in the immediately preceding paragraphs.

Article III. Membership

Section A. Any individual who is a lawful resident of the United States, Canada, Mexico, European Union, Great Britain, Israel, Switzerland, Norway, Japan, Singapore, Australia, New Zealand, or South Korea, who supports the purposes of the organization as set forth in Article II, hereinabove, and who pays their dues, shall be considered a member for one year or until failure, within two months, to renew membership when requested by the directors. Any other individual or association whom the directors approve upon the recommendation of a Membership Committee designated by the Board can be designated an associate member without voting rights.

Section B. The Board of Directors may designate for dues paying purposes only various classes of members, based on likely ability to pay, provided, however, that each member shall have one vote.

Section C. The annual meeting of the membership shall be held on a date and at a place designated by the Board of Directors or the President of the Association and in lieu thereof or in addition thereto a special meeting may be called by any person or persons authorized to call a special meeting as prescribed in ORC Section 1702.17 (currently, the President, or Vice president, if President is disabled, or the lesser of 10% of all of the members or 25 members), pursuant to notice to the members at least fifteen (15) days in advance of such meeting at a place designated in the notice of meeting.

Section D. Any proposal for consideration at the annual or special meeting, including any nomination for officer or director by any member, other than as set forth in the original notice of meeting, shall be submitted in writing to the President and Secretary of the Association at least seven (7) days before such meeting, and the Secretary shall endeavor promptly to notify the members of such proposal.

Section E. Members are authorized to vote at the annual or special meeting in writing, by letter or by e-mail, provided such vote is received by the beginning of such meeting. All actions by the members shall be effective, if approved at a duly noticed meeting by a majority of the members present or voting by proxy.

Article IV. Directors

Section A. The number of directors shall be five or such odd number as is recommended for approval of the members by the outgoing Board of Directors, or by resolution initiated by any of the members. Directors shall be members in good standing and shall be selected by the members, except as hereinafter provided. Directors shall include the officers, the designated President-elect. Ex officio directors shall have rights to notice and participate at Board meetings but shall not have the right to vote on actions submitted to the Board.

Section B. The directors shall be elected by a majority of the members present or voting by proxy at an annual or special meeting of the members duly convened in accordance with Article III. Any member may nominate a director.

Section C. Directors elected by the members and shall serve for a term of one year or until they resign or are replaced.

Section D. Vacancies on the Board of Directors shall be filled from the membership by a majority vote of the remaining directors and such person filling the vacancy shall hold office until the expiration of the term being filled as provided in Section C hereinabove.

Section E. Meetings of the directors shall be held not less than four times per year. Special meetings may be called by the President, Vice President, or any two members of the Board, provided notification of such meeting is given at least seven (7) days in advance and further provided the place of the meeting shall be within thirty miles of the work place or residence of the President. Participation at Directors' meetings may be by telephone or other electronic communication.

Section F. Except as otherwise provided herein, a majority of the Board of Directors shall constitute a quorum for the transaction of business, and except as otherwise provided by law, any action taken by a majority of the quorum shall constitute the action of the Board. For the purposes of this section the majority of the Board shall constitute no less than 50% of the Board of Directors.

Article V. Powers and Duties of the Board of Directors

Section A. The Directors shall have the power to conduct, manage and control the affairs and business of the Association. The Directors shall maintain a record of their business transactions and proceedings of their meetings, and the meetings of the members, and financial records of all transactions, and shall present a report of activities and financial condition of the organization at the annual meeting of the members.

Section B. The Directors shall have the authority to create a position of paid Executive Director, to appoint someone to that position, and to set his or her compensation. The Executive Director shall attend, where possible, all meetings of the Board of Directors and shall carry out its directives. The Directors shall have

the authority to terminate the contract of the Executive Director at any time upon vote of a majority (no less than 50%) of all of the Directors.

Section C. The Directors have the right to remove any member, director, or officer for nonpayment of dues unless the dues have been previously waived by the Directors or a committee thereof. The Directors shall have the power to remove any member, director or officer, if the two thirds of the Board at a meeting duly called determines that such member, director, or officer does not support the purposes of the organization as set forth in Article II hereinabove or determines that such member, officer, or director has appropriated funds of the Association for their own use, or committed any criminal offense.

Article VI. Committees of the Board of Directors

Section A. The Directors may establish committees comprising one or more directors or one or more members, as needed, to advance the goals of the Association, including a Membership Committee to review the membership applications of persons or associations who are not lawful residents of the United States, Canada or Mexico or to waive the dues obligation of any member.

Article VII. Officers

Section A. The officers of the Association shall be the President, the Vice President, Secretary and Treasurer. In the case of the Association the President and the Vice president shall be elected by the members and their terms shall be limited to two (2) consecutive one-year terms in any one three-year period. The remaining officers of the Association shall be selected by the Board of Directors from among their number.

Section B. The President, and in his or her absence the Vice president, shall preside at the meetings of the Board of Directors and members, and shall sign all contracts and other instruments, where two signatures may be required, to carry out the activities of the corporation. The President, or in his or her absence the Vice president, where practicable in consultation with the directors of the corporation, shall be responsible for appointing members to committees authorized by the directors.

Section C. The Secretary of the Association shall keep the records and minutes of the meetings of the Board of Directors and the members, maintain or supervise the maintenance of a membership book, a book designating the officers, and members thereof, sign all certifications of proceedings or actions by the directors that are required by third parties, and all contracts and instruments other than checks, requiring two signatures. The Secretary of the Association, as the case may be, shall also send out, or maintain supervision over the sending of, notices to all directors or to the members of the Association, of meetings of the Association called pursuant to these By-Laws.

Section D. The Treasurer shall be the custodian of all funds of the corporation, as the case may be, depositing such funds in a bank or brokerage account, or both, that the Treasurer shall designate after consultation with the President and the Board of Directors of the Association. The Treasurer, or in his or her absence another officer recommended by the Treasurer and approved by the Board of Directors of the Association shall disburse funds only as prescribed by the President or the directors. Where two signatures are required for any bank draft by law, by resolution of the directors, one of the signatories shall be the Treasurer.

Article VIII. Fundraising

Section A. Unless otherwise authorized by the Board of Directors, there shall be one annual appeal for funds to support the projects sponsored by the Board of

Directors of the Association. While the directors may raise funds from private companies, at least 34 percent of the total funds the Association raises each year, including membership dues, shall come from the members or from the general public.

Article IX. Amendments

This Code of Regulations may be amended by a majority of the members present or voting by proxy at an annual or special meeting called for that purpose, provided the members are given notice of revisions at least fifteen (15) days prior the meeting.

Article X. Dissolution

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.