

REVISED AND RESTATED – 2010



Kashmiri Overseas Association (KOA), Inc.

Bylaws

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REVISED AND RESTATED SEPTEMBER 2008

Kashmiri Overseas Association Bylaws

PREAMBLE

We the members of Kashmiri Pandit community in the United States of America (USA) having solemnly resolved to maintain and promote Kashmiri Pandit ethnic and socio-cultural heritage, based on the religious, spiritual and cultural needs of the community through our elected members of the Kashmiri Overseas Association, Inc. (KOA) do hereby adopt and give to ourselves these Bylaws as originally approved in the General Body meeting held in Maryland, USA on May 1st. 1983 and subsequently amended through the prescribed amendment process.

Mission

Our mission is to promote Kashmir Pandit ethnic and socio cultural heritage (language, history, art, etc), celebrate religious festivals of importance to Kashmiri Pandits and provide financial assistance to the needy and deserving individuals, educational institutions, places of worship and shrines, both in the US and in India, preserve historical monuments and sites of religious and cultural significance in Kashmir, India, and provide assistance to the displaced Kashmiri Pandits.

Vision

The KOA shall serve as the premier Kashmiri Pandit (KP) institution with a fundamental purpose that lies in promoting Kashmiri Pandit heritage and its way of living, Kashmiri Brahmanism and its philosophies, and in being a center of social learning that caters to the spiritual, cultural, physical, humanitarian and educational needs of the Kashmiri Pandit community.

ARTICLE I: FORMATION

Section 1.1 Name:

The name of the organization shall henceforth be the Kashmiri Overseas Association Inc. (KOA) herein referred to as the Corporation.

Section 1.2 Objectives:

The Objectives of the Corporation are to:

- Promote Kashmiri Pandit ethnic and socio-cultural heritage,
- Promote and celebrate Kashmiri Pandit religious festivals and
- Provide financial assistance to needy and deserving individuals, educational institutions, places of worship, and shrines both in US and India.

Section 1.3 Location(s):

The principal and registered office of the Corporation is located at 8310 Nightingale Drive, Lanham, Maryland 20706. The Corporation may also have offices, at such places both within and outside the state of Maryland as the Board of Directors may from time to time determine or the business of the Corporation may require. Latest location/address information of principal and registered office and other offices of the organization will be maintained by the Secretary of the Corporation.

Section 1.4 Legal Formation

The Corporation is incorporated under the laws of Maryland as a non-profit organization (NPO) and is tax-exempt under section 501(c)(3) of the Internal Revenue Code. The date of incorporation of the Corporation is May 1st, 1983.

ARTICLE II: MEMBERSHIP

Section 2.1 Membership Qualification:

Any adult age eighteen (18) years and above and resident of the USA and who believes in supporting and sharing the objectives of the Corporation as described above in Article I Section 1.2, and has never been disqualified/expelled by the Corporation as a qualifying member shall be eligible for one of the types of memberships as described in the following sections.

Section 2.2 Types of Membership:

There shall be three types of membership:

Section 2.2.1 Active Membership:

Any individual or family who meets all of the membership qualifications of Section 2.1 can apply for one of the three following appropriate membership categories and may be admitted as such a member unless otherwise disqualified to be such a member.

Section 2.2.1.1 Single Active Membership:

Any person can apply for Single Active Membership and may be admitted as such a member unless otherwise disqualified to be such a member.

Section 2.2.1.2 Family Active Membership:

Any family, i.e., wife and husband together may apply for a Family Active Membership in the Corporation and may be admitted as such a member unless otherwise disqualified individually or jointly to be such a member.

Section 2.2.1.3 Senior Active Membership:

Any family, i.e., wife and husband where one of them is over age 65 years can apply for a Senior Active Membership and may be admitted as such a member unless otherwise disqualified individually or jointly to be such a member. The membership dues shall be at a reduced rate.

Section 2.2.2 Associate Membership:

Any individual or family who does not qualify for active membership or are residents of countries other than the USA may be accepted as associate members. Associate members will be required to pay membership dues and shall not have any rights or interest in the property and assets of the Corporation.

Section 2.2.3 Honorary Membership:

Any individual or family can be granted a limited time Honorary Membership by the President after the approval of the Board by a three-fourths (3/4th) majority vote. Honorary members will not be required to pay membership dues nor shall have any rights or interest in the property and assets of the Corporation.

Section 2.3 Membership Dues:

The membership dues for each membership category shall be determined by the Board of Directors and revised from time to time. Any member who remains in default in payment of dues for a period of thirty (30) days after receipt of a notice of default shall be suspended from all voting privileges until such default is cured. Minimum amount of membership dues to be paid shall be for one full year. Member, who pays life membership dues as established by the Board of Directors for a qualifying membership category, shall be a life member of that membership category. Single Active Member who has paid life membership and gets married then shall be automatically changed to Family Active Member if the life membership dues are same for both categories; otherwise, member needs to pay the difference between the life membership dues of Single Active Member and Family Active Member in order to qualify for Life Membership. Once the membership to the Corporation is accepted, the membership dues are non-refundable.

Section 2.4 Member in Good Standing:

Member in Good Standing shall be an individual or a family who has fulfilled all the requirements for the membership in the Corporation, and who neither has voluntarily withdrawn from membership nor has been disqualified or removed or suspended from membership, and has paid membership dues to the Corporation for a qualifying membership category. Henceforth Member in Good Standing here in is referred as a 'Member'.

Section 2.5 Removal or Suspension of a Member:

Any Member can submit a request to the President of the Corporation for removal or disqualification or temporarily suspension for a pre-determined time period of a Member from membership on the ground that the conduct of such member is prejudicial to this Corporation. The President then : a) shall subject this request through the evaluation process as setup by the Board of Directors, b) shall serve accused member and the Board of Directors with the written notice of the accusations with all the evidence, c) shall give an opportunity to the accused member to explain his/her position and answer the accusations and to produce his/her defense and/or witnesses at all the meetings in which such a vote is taken, d) shall present the request with all the evidence and findings to the Board of Directors for their vote, e) shall seek Board of Directors vote and shall recommend the General Body vote only if two third of Board members approve the request, and f) shall send the request with all the relevant information/evidence at least thirty (30) days in advance of voting date to General Body for voting only if recommended for General Body vote by the Board of Directors. This request shall be implemented only after the approval by a majority vote of the members present at any General Body meeting or a special meeting of the members called for this purpose. The suspended/disqualified member can apply for membership again after the given suspension period is over or the disqualification condition has been resolved. The Board of Directors shall deliberate on the membership application of such member and decide on the approval or disapproval by a majority vote.

Section 2.6 Notice:

Notice of any action proposed to be taken by the Board of Directors with respect to any additional assessments other than membership dues shall be sent to members promptly by registered postal or electronic mail and shall not become effective until fifteen (15) days after such mailing. No member who resigns from The Corporation prior to the effective date of such action shall be bound thereby.

Section 2.7 Membership Rights and Duties

The membership rights and duties shall be as follows:

- i. All Active members shall be eligible to vote if the membership dues have been paid by the Closing Date for Voting as specified in this Bylaws and
 - a. Family Active Member shall have two votes - one for wife and other for husband,
 - b. Single Active Member shall have one vote, and
 - c. Senior Active Member shall have two votes - one for wife and one husband.
- ii. Associate and Honorary members shall not be eligible to vote.
- iii. The rights of each active member in the property and assets of the Corporation shall be equal. Honorary and Associate members shall not have this right.
- iv. Membership shall be non-transferable.
- v. New members shall have the same rights and duties as all other members in the respective categories.
- vi. Whenever any person ceases to be a member, his/her rights as a member shall automatically be suspended and shall release the Corporation and other members from any claim to any of the property or assets of the Corporation.
- vii. Members can request their membership information from the Secretary of the Corporation for correctness of the information
- viii. Members shall provide updates to the membership information to the Secretary of the Corporation as soon as possible to maintain the latest information.
- ix. All members shall have the right and privilege of withdrawing at any time by giving notice in writing of resignation. Such resignation shall be effective from the date of its receipt and there shall be no refund of the membership dues.

Section 2.8 Voting Cutoff Date for membership:

Cut of Date for the Voting shall be that a member:

- a) shall be in good standing as of 31st December of the previous year for voting between 1st January and 31st July of the current year, or
- b) shall be in good standing as of 31st July of the current year for voting between 1st August to 31st December of the current year.

President can make change in these dates for a year with the simple majority vote of the Board of Directors and such change in the dates shall be applicable only for the approved year.

ARTICLE III ZONES AND CHAPTERS

Section 3.1 Zones:

The Corporation shall have ten (10) Zones and each Zone shall be represented by a Director in the Corporation Board. Each zone shall consist of a state and/or a portion of a state and/or more than one state based on the number of community people living in each state of USA. This grouping of the states within a zone shall be reviewed from time to time by the Board of Directors and changes in this grouping may be made with the approval of two-thirds (2/3rd) majority of the Board vote at the recommendation of the President, but the number of zones shall always be ten (10). Following are the current grouping for the ten (10) Zones:

ZONE 1: Delaware (DL), New York (NY).

ZONE 2: Connecticut (CT), Massachusetts (MA), Maine (ME), New Hampshire (NH), Rhode Island (RI), Vermont (VT)

ZONE 3: New Jersey (NJ) and Pennsylvania (PA).

ZONE 4: Washington DC, Maryland (MD), Virginia (VA), West Virginia (WV).

ZONE 5: Arkansas (AR), Colorado (CO), Kansas (KS), Louisiana (LA), Oklahoma (OK), Texas (TX), Utah (UT).

ZONE 6: Alabama (AL), Florida (FL), Georgia (GA), Missouri (MO), Mississippi (MS), North Carolina (NC), South Carolina (SC), Tennessee (TN).

ZONE 7: Alaska (AK), Iowa (IA), Illinois (IL), Minnesota (MN), North Dakota (ND), Nebraska (NE), South Dakota (SD), Wisconsin (WI), Wyoming (WY).

ZONE 8: Michigan, Indiana, Kentucky and Ohio.

ZONE 9: Northern California (CA), Idaho (ID), Montana (MT), Oregon (OR), Washington (WA)

ZONE 10: Arizona (AZ), Southern California (CA), Hawaii (HI), New Mexico (NM), Nevada (NV)

Section 3.2 Chapters:

Chapters shall be formed within a Zone consisting of members of the local community within a Zone or across Zones depending upon the proximity of the Zones for that Chapter and each Chapter shall have a Chapter President.

Section 3.2.1 Purpose of Chapters:

Purpose of the Chapter shall be to:

- i. promote, encourage, and facilitate an atmosphere where all the community members are welcome to join and become part of the community and the Corporation,
- ii. promote, encourage, and foster to celebrate various social and religious functions, and
- iii. support and promote objectives and goals of the Corporation.

Section 3.2.2 Formation of a Chapter:

To establish a Corporation Chapter, an application describing location, name of the Chapter President and signatures of at least ten (10) members in good standing living within 100 miles of the Chapter shall be submitted to the Director of the Zone in which the chapter is to be established. Director shall officially establish the Chapter after verifying the information in the application and send the information to the President and Secretary. A Member shall belong to only one Chapter for Chapter voting purposes but can participate in as many Chapters as possible.

ARTICLE IV: NOMINATIONS, ELECTIONS, VOTING AND PROXIES

Section 4.1 General Information:

All the nomination, elections and voting processes of the Corporation excluding Board and General Body voting shall be conducted by the Nomination and Election Committee (NEC) in accordance with the Bylaws and the procedures established by the Board. Any contradictions/conflicts between Bylaws and the procedures established by the Board, Bylaws shall be used to complete the process. The Corporation Board and the General Body voting will be conducted by the President and Secretary of the Corporation. The president can delegate the special General Body voting's to NEC or committees approved by a simple majority of the Board of Directors.

Section 4.2 Entitlement to Vote:

Except where the Articles, and amendment(s), if any, otherwise provide, each eligible member of the Corporation shall, at every meeting of the members, be entitled to number of votes as per the member's membership category and shall vote in person or by proxy upon each subject properly submitted to vote.

Section 4.3 Proxies:

No proxy or proxies shall be deemed operative unless and until signed by the member(s) and filed with the Corporation. In the absence of limitations to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force for one (1) year from the date and no longer.

Section 4.4 Voting:

All voting shall be held by either a paper ballot or electronic or voice or any other applicable method as and when considered necessary by the NEC as per the approved procedure and guidelines set by the Board of Directors. President can recommend to the Board of Directors a specific method of voting for a subject if it is different than NEC's chosen method and shall require two-thirds (2/3rd) majority of the Board of Directors' vote for its approval. Once passed by the Board of Directors, it shall be binding on NEC to implement such method for the specific subject(s) only. However, voting on elections of the President, Board of Directors, and disciplinary actions, shall be determined by a secret ballot.

Section 4.5 Nomination and Elections:

The Nomination and Elections process of the Corporation shall be conducted by the NEC, except the Chapter President's election which shall be conducted by the respective Zone Director. These processes shall be implemented in accordance with the Bylaws and procedures and guidelines approved by the Board of Directors. In case of any

contradictions between the board's established procedures and guidelines and Bylaws, the Bylaws shall supersede and shall be followed. NEC or any Director can propose changes to the established procedures and guidelines to the Secretary of the Corporation. Secretary of the Corporation shall send proposed changes to all the Board Members at least 7 days before the date of voting to be called by the Secretary and shall require a simple majority to pass the recommendations.

Section 4.6 Standard Operating Procedures (SOP) Documents

SOP Documents shall be first developed by special committees and later approved by the Board of Directors by a simple majority vote. These documents shall provided rules, regulations, guidelines, and procedures that are necessary for undertaking various Corporation activities, including but not limited to the Code of Conduct of the Board of Directors, and NEC aspects. These documents shall also address topics that may not be addressed by the Bylaws. These documents shall be routinely updated by the Executive Committee or by the person(s) designated by the President. Selection of the President's designated person(s) shall not require Board approval, but the updated documents shall require approval of the Board of Directors by simple majority.

ARTICLE V: GENERAL BODY and BOARDS

Section 5.1 General Body:

The General Body shall comprise of the members in good standing and shall be the supreme authority of the Corporation.

Section 5.2 Board of Directors (BOD):

The Corporation Board of Directors shall consist of eleven (11) Directors,, where one (1) Director shall be elected from the each designated zone, and the 11th Director shall be the President of the Corporation. Each director including the President shall have one (1) vote for the Board of Directors voting purposes.

Section 5.2.1 Qualifications, Nominations and Election of the Director:

- i. Qualification for a Director shall: a) be a member in good standing and resident of the designated Zone for the previous three consecutive years including the year in which nomination and elections shall be conducted and b) has volunteered for the Corporation in any capacity for at least one year. The Director shall not be restricted to serve only the board of the Corporation, but shall be required to disclose the board position(s) held in other organizations at the time of nomination process.
- ii. Nomination process shall be held by the NEC as per the Bylaws and the guidelines and procedures established by the Board of Directors and shall invite nominations for the Director's post from any member who shall be a Member in Good Standing and resident of the designated Zone for which Nomination and Elections are being conducted. Also, the nominated member and nominating member shall be the resident of the same designated Zone at the time of nomination process. In an event of having no nominations for the position of Zonal Director from any Zone, the NEC shall have the mandate to nominate at least one person from that particular zone to the Board of Directors for approval.
- iii. Election process shall be conducted by the NEC as per the Bylaws and the guidelines and procedures as established by the Board and shall elect director from the respective zone by a majority vote of the members living in that zone.

Section 5.2.2 Number and Term of the Director

A Director shall be elected for a term of two (2) years and can serve a maximum of two (2) terms. Any elected Director who assumes office shall be considered to have served one full-term irrespective of the time served during one (1) term. This term limit shall be waived by the NEC for the member who has already served maximum allowable term limits if there is no member nominated by the zonal membership for the Director position provided the member meets all the qualifications for a Director.

Section 5.2.3 Vacancies of the Director:

Any vacancy in the Board of Directors occurring during the year due to death, resignation, removal or other cause, shall be filled for the unexpired time period of a term. If the unexpired time period is nine (9) months or more, the NEC shall conduct the Nomination and Elections process within ninety (90) days from the date of vacancy. If the unexpired term is less than nine (9) months, the President shall seek written nominations for this position from the

respective zone members who are member in good standing and propose the candidacy to the Board of Directors. The selection of the proposed candidate shall be approved by the simple majority vote of the Board of Directors.

Section 5.2.4 Compensation of the Director:

The Directors shall not receive any kind of compensation for their services as directors.

Section 5.2.5 Role / Function of the Director:

A director of the Corporation shall perform his or her duties as a director, including his or her duties as a member of any committee of the board upon which he or she may serve, in good faith, in a manner which is in the best interests of the association. The responsibilities of a Board Member shall include, but are not limited to:

- i. Participate regularly in the scheduled and special Board meeting,
- ii. Ensure the proper implementation of the Corporation Bylaws,
- iii. Make policy decisions to ensure that the objectives of the Corporation are pursued,
- iv. Look after the interests of the Corporation, and promote relationships and understanding with the community at large,
- v. Solicit funds for the growth, development, and fulfillment of the Corporation programs,
- vi. Guide and support the Executive Committee to meet the objectives of the Corporation and Conceptualize and implement the long term plans, goals and projects for the development and growth of Corporation,
- vii. Bring up any issue to the Board of Directors for deliberation, conclusion, and action,
- viii. Actively participate at Zone and chapter level along with the chapter President(s) to foster local participation,
- ix. Encourage the membership enrollment of all Kashmiri Pandits residing in the zone, and
- x. Willing to serve on any committee or program as decided by the President and the Board of Directors.

Section 5.2.6 Power to Appoint Special Officers and Agents:

By a simple majority vote, the Board of Directors shall have the power to appoint such Special officers and agents, as the Board of Directors may deem necessary for transaction of business of the Corporation for a specified time period of not more than one (1) calendar year, that ends on 31st December of the appointment year. A proposal describing business and the role of the Special Officer or Agent shall be made by any Board member to the Board of Directors. In case of long term appointment of a officer for transaction of a specific business, a proposal justifying the need for such appointment shall be submitted to the Board of Directors by a board member seeking such appointment and shall require two-thirds ($2/3^{\text{rd}}$) majority Board of Directors vote to approve such long term appointment.

Section 5.2.7 Power to Release Special Officers and Agents of the Assigned Duty:

By a simple majority vote, the Board of Directors shall have the power to release the Special Officers and Agents of their responsibilities at the request of at least three (3) Board Members who feel that the assigned duties are not being accomplished as per the plan. The Special Officers and Agents shall be released of their assigned duty by their volunteer resignation with thirty (30) days notice and shall not require the Board of Directors' approval.

Section 5.2.8 Resignation of Directors:

Any Director of the Corporation may resign at any time by giving written notice of such resignation to the President of the Corporation. Any such resignation shall take effect from thirty (30) days from the time specified therein or, if no time be specified, upon receipt thereof by the President.

Section 5.2.9 Removal of a Director:

Any member of the Board of Directors can be removed if found to be:

- i. Negligent in executing his/her duties as a Board member, or
- ii. In non-compliance to the code of conduct / Corporation Bylaws, or
- iii. Engaging in disruptive behavior and usage of inappropriate language in open forums, or in public against any Corporation Officer or/and any member of the community, or
- iv. Indulging in un-parliamentary behavior in the board meetings.

The removal petition that shall include the name of the Board member to be removed, details of the reason for the removal with the evidence of such behavior, and shall be submitted to the Board of Directors by the President or thirty (30%) percent or more of Board members including the President. The Board member to be removed shall be given ten (10) days to respond to the petition and present his/her position in the special Board of Directors' meeting

called by the President for this purpose only. Final removal of the board member shall require two-thirds (2/3rd) majority vote of the Board of Directors.

Section 5.3 Board of Advisors (BOA):

The advisory body shall be called the Board of Advisors (BOA). The role of this body shall be advisory to provide input/guidance based on its vast collective experience, and not be involved in the day to day activity of the Corporation. There shall be a total of five (5) Advisors.

Section 5.3.1 Qualifications, Nominations and Selection of Advisor:

The Advisors shall be nominated based on their contributions through volunteering services and through charitable donations to the Corporation and

- i. Any member of Corporation with a good standing membership of five (5) cumulative years or more and prior service to the community.,
- ii. Advisors may be nominated by the elected office bearers of the Corporation (President, Board of Directors, and Chapter Presidents),
- iii. Selection of the Advisors shall be through the electronic mail conducted by the NEC of elected office bearers, such as Board of Directors and chapter Presidents of the Corporation,
- iv. Advisors shall elect one of them as a chairperson,
- v. The advisors shall not be restricted to serve only the Corporation, and
- vi. There shall be only one (1) member of Board of Advisors per zone at any given time, limited to a total of five (5) Advisors.

Section 5.3.2 Number and Term for Advisor:

The term of the Board of Advisors member shall be two (2) years, limited to two (2) terms.

Section 5.3.3 Compensation for Advisor:

The Board of Advisors shall not receive any stated salary for their services as Advisors. Nothing herein contained shall be construed to preclude any Advisor from serving the Corporation in any other capacity as an officer, agent or otherwise, and for receiving remuneration there for.

Section 5.3.4 Role / Function for Advisor:

The Board of Advisors shall be responsible for advising the board when requested by the President and/or majority of the board members, as follows:

- i. Advise the President when requested by the President.
- ii. Advise the Board of Directors when requested by a majority of the Board of Directors.
- iii. Advise the Board of Directors and the General Body in case of dysfunction of the board (dysfunction as defined by the majority board members). The Board of Advisors shall provide appropriate resolution within thirty (30) days of the reported dysfunction. The decision of Board of Advisors in this case shall be final and binding and enforced within sixty (60) days. This may include initiating fresh elections if Board of Advisors deems it necessary as a remedy for reported dysfunction.
- iv. Advisor shall have meetings as necessary, but no less than two (2) times during a fiscal year.

Note: Definition of dysfunction: Dysfunction shall be defined by the majority of the board; it shall include and not limited to the following elements:

- a) No board meetings held for six (6) months, or
- b) Request for intervention by the President, or
- c) Request for intervention by the majority of the Board of Directors.

Section 5.3.5 Removal for Advisor:

Any member of the Board of Advisors found negligent in executing his/her duties may be removed if a two-thirds (2/3rd) majority vote is cast by the Board of Directors and chapter Presidents of the Corporation. To submit a petition for removal of advisor at least two (2) of the advisors must sign the petition and submit it to the NEC via the secretary of the Corporation.

Section 5.3.6 Vacancies for Advisor:

Vacancy occurring in the Board of Advisors shall be filled by the Chairperson of Advisors, for the unexpired term, subject to ratification by the Board of Advisors in its next meeting. Vacancy of the chairperson in the board of advisors shall be filled by an existing member of board of advisors with 2/3rd majority vote of board of advisors.

ARTICLE VI OFFICERS OF THE CORPORATION

Section 6.1 Officers of the Corporation:

The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer and Chapter Presidents.

Section 6.2 Executive Committee (EC):

The Executive Committee (EC) of the Corporation shall be a President, Vice-President(s), Secretary and the Treasurer. The committee shall manage the day to day affairs of the Corporation under the bylaws and rules and regulations of the corporation. The Board of Directors may, from time to time, prescribe qualifications for officers of the Corporation.

Section 6.2.1 President:

The President shall serve as the Chief Executive Officer of the Corporation and also shall be the Chairman of the Board of directors. The responsibilities of this committee shall be to administer the operations of the Corporation, under the guidance of the President and in accordance with the Bylaws of this Corporation.

Section 6.2.1.1 Qualifications, Nominations and Election of the President

- i. The nominated member at the time of election shall be an Active Member of the Corporation in good standing for at least three (3) previous consecutive years. The nominated member shall also have served the Corporation at chapter level as a Chapter President or/and as an officer of the Corporation for at least one (1) term.
- ii. The President's election and nomination process shall be conducted by the NEC according to the Board approved nomination and election procedure and guidelines. Any Active Member in good standing can nominate any member who meets the qualifications for the President. President shall be elected by a majority vote of all the eligible members from all the Zones of the Corporation. Election and nominations shall be sought by postal or electronic mail or as decided by the NEC with a simple majority approval of the Board.
- iii. The President shall not be restricted to serve only for the Corporation. However, he or she shall not serve concurrently on any other cultural, religious, or political organization as an officer.

Section 6.2.2.2 Number and Term for the President:

A President shall be elected for a term of two years and can serve a maximum two (2) terms. Once The elected President assumes office it shall be considered a full one term irrespective of actual time served in that term.

Section 6.2.1.3 Role / Function of President:

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors. The responsibilities of the President shall include but are not limited to the following:

- i. Look after the interests of the Corporation, and promote relationships and understanding with the community at large.
- ii. Provide policy, moral and thought leadership to the Board of Directors.
- iii. Foster cooperation and shared understanding amongst the Board of Directors.
- iv. Proactively help shape the agenda of the board meetings for successful policy outcomes.
- v. Preside over all board meetings, unless specifically delegated to the Vice-President for reason/s shared in writing with the board.
- vi. Nominate and select Program Directors for various programs as needed, per majority approval by the Board of Directors.
- vii. Delegate / assign a board member to each of the Corporation programs in hand.
- viii. Remove Program Director/s for lack of performance (as judged by the President based on the Key Performance Indicator (KPI) non-attainment, or the violation of the code of conduct).
- ix. Ensure the proper implementation of the Corporation Bylaws.
- x. Develop and maintain the assets of the Corporation, look after its legal affairs, and maintain proper insurance.

- xi. Shall organize the accounts auditing of the Corporation every fiscal year and the same shared with community within first ninety (90) days of the fiscal year
- xiii. Recognize the efforts of every office bearer personally or through respective zonal directors.

Section 6.2.1.4 Vacancy of President:

A vacancy in President's role occurring during the year/term due to death, resignation, removal or other cause, shall be filled depending upon the unexpired time period of a term. If the unexpired time period of the term is twelve (12) months or more, the NEC shall conduct the Nomination and Elections process within ninety (90) days from the date of vacancy for a term of two (2) years. If the unexpired term is less than twelve (12) months the vacancy shall be filled by the Vice-President for the unexpired portion of the term.

Section 6.2.1.5 Compensation of President:

The President shall not receive any kind of compensation for his/her services rendered to the Corporation.

Section 6.2.1.6 Removal of President:

The President can be removed from the office by submitting a petition by at least three (3) Directors to the Board on any of the following specified grounds.

- i. Allegations of fraud.
- ii. Documented non compliance to the code of conduct / Corporation Bylaws.
- iii. Disruptive behavior and usage of inappropriate language in open forums and or in public against any member of the community member.
- iv. Unparliamentarily behavior in the board meetings.
- v. Non-attendance of the two (2) consecutive board meetings without prior delegation to the Vice-President.

Such petition shall have complete supporting evidence and the information and shall be delivered to the President at the same time when it is submitted to the Board of Directors. A special meeting of the Board of Directors for this removal petition shall be called and presided by the Vice-President. President shall be given an opportunity to defend the allegations and be allowed to answers all questions or clarifications from the Board. The removal motion shall require approval of three-fourths (3/4th) majority vote of the Board of Directors including the vote of the President.

Section 6.2.2 Vice-President:

The Vice President shall assist the President in the operation of the Corporation and serve as a member of the Executive Committee.

Section 6.2.2.1 Qualifications and Selection of the Vice-President:

The Vice-President shall be nominated by the President and approved by a simple majority vote of the Board of Directors. The Vice-President must be a Director and the same person may not be President and Vice-President.

Section 6.2.2.2 Number and Term for the Vice-President:

There shall be no term limit.

Section 6.2.2.3 Role / Function of Vice-President:

The responsibilities of the Vice-President shall be the same as of other Board of Directors, including the following:

- i. Assume the responsibilities as delegated by the President from time to time,
- ii. Assume the office of the President upon (1) written delegation by the President, and (2) in the absence of the President, or in the event of his death, resignation, inability or refusal to act determined by two-thirds (2/3rd) majority of the Board of Directors. The Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.
- iii. Call a Board meeting if majority of the Board of Directors want to, but the President/Secretary cannot or do not respond to such request.

Section 6.2.2.4 Vacancy of Vice-President:

A vacancy in Vice-President's role occurring during the year/term due to death, resignation, removal or other cause, shall be filled by the recommendation of the President and approved by a simple majority vote of the Board of Directors.

Section 6.2.2.5 Compensation of Vice-President:

The Vice-President shall not receive any kind of compensation for his/her services rendered to the Corporation.

Section 6.2.2.6 Removal of Vice-President:

The Vice-President can be removed by the President's proposal with the approval by a simple majority vote of the Board of Directors. The Vice-President can also be removed from the office on the following specified grounds by two third (2/3) majority vote of the Board of Directors. Three board members can submit a petition to the board for removal of the Vice-President for the following reasons:

- i. Allegations of fraud.
- ii. Documented non compliance to the code of conduct / Corporation Bylaws.
- iii. Disruptive behavior and usage of foul language in open forums and or in public against any member of the community member.
- iv. Unparliamentarily behavior in board meetings.
- v. Non-attendance of the two (2) consecutive board meetings without specific reason.

Such petition shall have complete supporting evidence and the information and shall be delivered to the Vice-President at the same time when it is submitted to the Board of Directors. A special meeting of the Board of Directors for this removal petition shall be called by the President. Vice-President shall be given an opportunity to defend the allegations and be allowed to answers all questions/clarifications from the Board. The removal motion shall require approval of two-thirds (2/3rd) majority vote of the Board of Directors including the vote of the Vice-President.

Section 6.2.3 Secretary:

The Secretary shall assist the President in the operation of the Corporation and serve as a member of the Executive Committee.

Section 6.2.3.1 Qualifications and Selection of the Secretary:

The Secretary shall be nominated by the President and approved by a simple majority vote of the Board of Directors. The Secretary shall be a paid member in good standing for at least one (1) year and shall not be a Director.

Section 6.2.3.2 Number and Term for the Secretary:

There shall be no term limit.

Section 6.2.3.3 Role / Functions of Secretary:

The Secretary shall be responsible to following:

- i. Keep the minutes of the proceedings of the meetings of the Board of Directors in one or more books provided for that purpose.
- ii. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- iii. Be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized.
- iv. Keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director.
- v. In general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 6.2.3.4 Vacancy of Secretary:

A vacancy in Secretary's role occurring during the year/term due to death, resignation, removal or other cause, shall be filled by the recommendation of the President and approved by a simple majority vote of the Board of Directors.

Section 6.2.3.5 Compensation of Secretary:

The Secretary shall not receive any kind of compensation for his/her services rendered to the Corporation.

Section 6.2.3.6 Removal of Secretary:

The Secretary can be removed by the President's proposal with the approval by a simple majority vote of the Board. The Secretary can also be removed from the office on the following specified grounds by two-thirds (2/3rd) majority vote of the Board of Directors. Three board members can submit a petition to the board for removal of:

- i. Allegations of fraud.
- ii. Documented non compliance to the code of conduct / Corporation Bylaws.
- iii. Disruptive behavior and usage of foul language in open forums and or in public against any member of the community member.
- iv. Unparliamentarily behavior in board meetings.
- v. Non-attendance of the two (2) consecutive board meetings without specific reason.

Such petition shall have complete supporting evidence and the information and shall be delivered to the Secretary at the same time when it is submitted to the Board of Directors. A special meeting of the Board of Directors for this removal petition shall be called by the President. Secretary shall be given an opportunity to defend the allegations and be allowed to answers all questions/clarifications from the Board. The removal motion shall require approval of two-thirds (2/3rd) majority vote of the Board of Directors.

Section 6.2.4 Treasurer:

The Treasurer shall assist the President in the operation of the Corporation and serve as a member of the Executive Committee.

Section 6.2.4.1 Qualifications and Selection of the Treasurer:

The Treasurer shall be nominated by the President and approved by a simple majority vote of the Board of Directors. The Treasurer shall be a paid member in good standing for at least one (1) year and shall not be a Director.

Section 6.2.4.2 Number and Term for the Treasurer:

There shall be no term limit.

Section 6.2.4.3 Role/ Functions of Treasurer:

The responsibilities of the Treasurer shall be limited to the following:

- i. Have charge and custody of and be responsible for all funds of the Corporation.
- ii. Receive and give receipts for any money due and payable to the Corporation from any source.
- iii. If the donations received are for a specific Corporation program or for membership fees, the treasurer shall deposit all such money in the name of the Corporation in such banks, trust companies or their depositories that shall be maintained by the Corporation.
- iv. Disburse money on behalf of the Corporation as per rules and regulations of the Corporation.
- v. In general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors, including maintenance of the books of the Corporation.

Section 6.2.4.4 Vacancy of Treasurer:

A vacancy in Treasurer's role occurring during the year/term due to death, resignation, removal or other cause, shall be filled by the recommendation of the President and approved by a simple majority vote of the Board.

Section 6.2.4.5 Compensation of Treasurer:

The Treasurer shall not receive any kind of compensation for his/her services rendered to the Corporation.

Section 6.2.4.6 Removal of Treasurer:

The Treasurer can be removed by the President's proposal with the approval by a simple majority vote of the Board of Directors. The Treasurer can also be removed from the office on the following specified grounds by two-thirds (2/3rd) majority vote of the Board of Directors. Three board members can submit a petition to the board for removal of the Treasurer for the following reasons:

- i. Allegations of fraud.
- ii. Documented non compliance to the code of conduct / Corporation Bylaws.
- iii. Disruptive behavior and usage of foul language in open forums and or in public against any member of the community member.
- iv. Unparliamentarily behavior in board meetings.
- v. Non attendance of the two (2) consecutive board meetings without specific reason.

Such petition shall have complete supporting evidence and the information and shall be delivered to the Treasurer at the same time when it is submitted to the Board of Directors. A special meeting of the Board of Directors for this removal petition shall be called by the President. Treasurer shall be given an opportunity to defend the allegations and be allowed to answers all questions/clarifications from the Board. The removal motion shall require approval of two-thirds (2/3rd) majority vote of the Board of Directors.

Section 6.2.5 Chapter Presidents:

Each Zone shall have one or more Chapters and each Chapter shall have at least one Chapter President.

Section 6.2.5.1 Qualifications, Nominations and Selection of Chapter Presidents:

The Chapter President shall be nominated by the chapter community based on his/her contributions through volunteering services and through charitable donations to the Corporation. The nominated member for the Chapter President shall be a good standing membership of the Corporation for at least one (1) year or more and living in the Chapter area. In unlikely event of having no candidate for Chapter President, Director may nominate a qualifying member for this position. Selection of the Chapter President shall be through the following:

- i. Show of hands at any locally organized gathering/get-together.
- ii. Electronic ballot organized by the zone director or the zone appointed EC for the chapter.

The name of the Chapter President shall be put before the Board of Directors for information. If the Director is a candidate for the Chapter President, then the membership of the chapter shall designate a Chapter member to conduct Chapter elections.

Section 6.2.5.2 Number and Term for Chapter Presidents:

The term of the Chapter President shall be for at least one (1) year and there shall be no term limit.

Section 6.2.5.3 Compensation for Chapter Presidents:

The Chapter President shall not receive any stated salary for his/her services rendered to the Corporation.

Section 6.2.5.4 Vacancy of Chapter Presidents:

A vacancy in Chapter President's role occurring during the year/term due to death, resignation, removal or other cause, shall be filled by the recommendation of the Zone Director for the remaining time period of the term.

Section 6.2.5.5 Role / Function of Chapter Presidents:

The Chapter President shall be to execute and implement the approved programs and policies of the Corporation; and to provide leadership at the local level and;

- i. Encourage and achieve full participation of the Chapter members in such activities as membership drive, fund raising, organizational elections, etc.
- ii. Encourage and achieve full participation of the Chapter members in the local cultural/religious calibrations.
- iii. Communicate to the Corporation office any news of achievements or misfortunes of individual members of the Chapter with recommendations of action, if any.
- iv. Act as clearing house of information for the Corporation at national level as well as the members forming the Chapter.
- v. Build and maintain the chapter directory, for local use and providing input to update the national directory.
- vi. Any other activities as assigned by the President or the Board of Directors.

Section 6.2.5.6 Removal of Chapter Presidents:

Any Chapter President found negligent in executing his/her duties may be removed by a simple majority vote of member in good standing of the chapter community. The petition for the removal of the Chapter President shall be signed by at least ten (10) members in good standing of the Chapter membership and submitted to the corresponding

Zone Director and to the Corporation President. A special meeting for voting of the members in good standing of the Chapter membership shall be called by the corresponding Zone Director. Chapter President shall be provided with the copy of the petition at the same time when submitted to the Director and shall be give opportunity to present his/her case at the meeting. If the Chapter President and the Zone director is the same person, then the Corporation President shall designate a Chapter member to conduct the meeting and the voting for the removal process.

ARTICLE VII: SPECIAL COMMITTEES

Section 7.1 Nomination and Election Committee (NEC):

A Nomination and Election Committee (NEC) of three members with a designated chairperson shall be proposed by the President and approved by the Board of Directors by a simple majority. The secretary of the Corporation shall be an *ex-officio* member of the committee. The committee shall be appointed for a period of two (2) years and shall conduct all elections during that time period. The NEC shall ensure that the nominated candidates are eligible to seek positions on the Board / Advisors in accordance with the Bylaws and conduct the nomination and election process according to the board-approved guidelines and process. Elected members cannot be a member of the committee and any member of the committee who is a candidate for election shall automatically cease to be a member of the committee. The President may propose a replacement for such member for approval of the board. The replacement shall be appointed for the rest of the term. The NEC may conduct elections by US Postal mail or electronically feasible voting options available at the time. The results of all the elections shall be made available to the members of the board and the General Body within twenty-four (24) hours of completion of the election process. Committee can propose the changes or revise the guidelines and process to the President for the approval of the Board. These changes/revisions shall require a simple majority vote of the board members.

Section 7.2 Bylaws Review Committee:

The Bylaws Review Committee (BLRC) of three (3) members with a designated chairperson shall be proposed by the President and approved by the Board of Directors of the corporation by a simple majority. This committee shall be appointed for a period of two (2) years and shall perform the review and evaluation of the proposed amendments to the Bylaws and make recommendations to the Board of Directors. Committee shall provide the current form of the Bylaws, proposed amendment, and justification of the proposed amendment for each proposed amendment.

ARTICLE VIII MEETINGS

Section 8.1 Place of Meeting:

Any or all meetings of members and/or Board of Directors of this Corporation may be held within or outside the State of Maryland. A meeting may be held at a place other than the registered office of the Corporation, if proposed by the President and approved by the Board of Directors.

Section 8.2 General Body Meeting:

An annual General Body meeting of the members shall be held in person at least once per calendar year. The notice of the time and place of the annual meeting of members shall be given to the members through the Corporations Newsletter or another form of mailing, mailed at least thirty (30) days prior to the date of meeting.

Section 8.3 Delayed Annual Meeting:

If, for any reason, the annual meeting of the members is not held on the day designated as per provisions hereinabove, such meeting may be called and held as a special meeting, and the same proceedings may be held there as at an annual meeting, provided the notice of such meeting shall be given in the same manner as provided in Section 8.5 of this Article.

Section 8.4 Special Meeting of Members:

A special meeting of the members may be called at any time by (i) agreement of two-thirds (2/3rd) of the members entitled to vote, or (ii) the President, and in the absence of the President, by a majority of the Board of Directors. The person or persons calling the special meeting shall select the meeting place.

Section 8.5 Notice of Special Meeting of Members:

At least thirty (30) days prior to the date fixed for special meeting of members, written notice of the time, place and purpose of such meeting shall be mailed to each member entitled to vote at such meeting. Any business not mentioned in the notice shall not be transacted at such meeting.

Section 8.6 Regular Board of Director's Meetings

The regular meetings of the Board of Directors shall be held at such places, within or without the State of Maryland, and on such days and at such times as shall be fixed from time to time by the Board of Directors. The meetings may also be held 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. A minimum of four (4) meetings shall be held per calendar year.

Section 8.7 Rules & Regulations

All the meetings of the corporation shall be held per these sets of bylaws and as per non-profit organizations laws and regulations of Maryland. The Robert's Rules of Order shall be the official rules of conducting the meetings 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. 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 Articles of Incorporation or these bylaws.

Section 8.8 Special Meetings of the Board:

Special meetings of the Board of Directors may be held via teleconference or at a place and time, within or outside the State of Maryland, upon the call by the President or by a majority of the Board of Directors. The person or persons calling the meeting shall select date, time, mode in person or tele-conference and or place of the meeting.

Section 8.9 Notice of Special Meetings:

Notice of any special meetings shall be given personally or by electronic mail, cable, cablegram, telex, telegraph or facsimile to each Director not less than seven (7) days prior to meeting and, if mailed, such notice shall be directed to Director at his/her residence or business address as it appears in the records of the Corporation. 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 8.10 Waiver of Meeting Notice in Writing:

Any Director may insofar as he/she is concerned waive notice of any meeting by execution of waiver through a written letter or an e-mail.

Section 8.11 Waiver of Meeting Notice by Attendance:

Attendance of a Director at any meeting shall constitute an acceptance of timely and proper 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.

Section 8.12 Action without Meeting:

Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if majority consent in writing, setting forth the actions to be taken, is signed either before or after such action by all the Directors.

Note: An e-mail from a registered account with Corporation shall be treated same as postal delivery of the letter.

Section 8.13 Action by Conference Call:

Any Director may participate in a Board of Directors' meeting by means of a Conference by telephone or similar communications equipment or any other acceptable means that constitute a communication tool and whereby all

persons participating in the meeting can hear each other. Participation by such means shall constitute presence in person at such meeting. When meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting.

Section 8.14 Quorum

Section 8.14.1 Quorum of Members:

Members present at a meeting, after due notice thereof has been given, shall constitute the quorum to conduct the business provided two (2) members of the Board of Directors still in office are present.

Section 8.14.2 Quorum of Directors:

Fifty percent (50%) of the Board members shall constitute a quorum for a Board of Directors' meeting.

Section 8.14.3 Quorum Requirement:

No business shall be conducted at any meeting of Board of Directors unless a quorum is present.

Section 8.14.4 Adjournment:

The Directors present at the time and place of any regular or special meeting which has been properly called on due notice, although less than a quorum, may adjourn the meeting from time to time without further notice until a quorum shall attend, and thereupon any business may be transacted which might have been transacted at the meeting as originally called had the same been then held.

ARTICLE IX: FINANCE

Section 9.1 Payments:

No part of the assets or earnings of the Corporation shall be used for the personal gain of its member(s). The Executive Committee shall be authorized to sanction payment of reasonable compensation for tangible services and costs. All expenses incurred shall be reported to the Executive Committee and summarized at least quarterly to the Membership. The financial statements shall be prepared in generally acceptable accounting practices.

Section 9.2 Asset:

Assets of the Corporation shall vest with the Corporation. Any member or members, working on behalf of the Corporation within the scope and frame work of these Bylaws, shall not be individually or collectively liable, in the event of any accidental damage or absence of fraudulent and gross negligent behavior.

Section 9.3 Liabilities:

The Corporation shall be held harmless and free of any liens from debt or other liabilities incurred by any member unless previously authorized by the General Body.

Section 9.4 Fiscal Year:

The fiscal year shall be from January 1 to December 31.

Section 9.5 Financial Records:

Updated financial records and registers of the Corporation shall be available with the Executive Committee at all times. These reports shall be available to any member of the Corporation within one (1) month after the request is submitted to the treasurer for the same. The financial status, (balance sheet, income and loss statement with reasonable details and assumptions) of the Corporation and list of members in good standing shall be maintained for at least seven (7) years for audit purposes. All previous records shall be handed over to the newly elected Executive Committee within three months after the election of new executive committee. The previous administration shall be responsible for all the unfinished transactions and or filling for the taxes of the Corporation for the period of their administration.

In case of default or special situation, the newly elected Executive Committee shall be entitled to take over all records and report the specific circumstances to the General Body within six (6) month after the new administration assumed the office. Financial status of each project (as defined in the Bylaws) shall be presented to the General Body by the Executive Committee in each of its scheduled business meetings. Financial records shall be audited by the complaisance and audit committee at the end of the financial year or as deemed necessary.

Section 9.6 New Programs/Projects

The Executive Committee shall be responsible for preparing a budget, outlining the required funds, source of funds, and schedule of expenditures for new programs/projects as developed by the Corporation. This budget shall be presented to the Presenting a plan to generate the required resources including ways and means for the funds, for handling the Project overruns, if any.

Section 9.7 Asset Management

The Executive committee and Board of Directors shall periodically review the soundness of asset management and endeavor to obtain the best return.

Section 9.8 Power of Board to Borrow Money

The Board of Directors shall have full power and authority to borrow money for the general interest of this Corporation, whenever in the Board's discretion it is required. Accordingly, the Board of Directors may authorize the proper officers of this Corporation to make, execute and deliver in the name and on behalf of this Corporation such notes, bonds, or other evidence of indebtedness the Board of Directors shall deem proper, and the Board of Directors shall have the full power to mortgage the property of this Corporation, or any part thereof, as security for such indebtedness. No action on the part of the membership of this Corporation shall be a requisite to the validity of any such note, bond evidence of indebtedness or mortgage.

ARTICLE X Contracts, Checks, Deposits and Funds

Section 10.1 Contracts

Subject to the Executive Committee's approval, the President may authorize any officer(s), or its agent(s), to enter into any contract or execute and deliver any instrument in the name of the Corporation. Such authority may be general or confined to specific instances.

Section 10.2 Checks, drafts, etc.

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by the President or Treasurer, or the designee, subject to the limitations imposed in the Bylaws.

Section 10.3 Deposits

All funds of the Corporation shall be deposited as quickly as possible to the credit of the Corporation.

Section 10.4 Bonds:

The Board of Directors may require any officer, agent or employee of the Corporation to give a bond to the Corporation, conditioned upon the faithful discharge of his/her duties, with one or more sureties and in such amount as may be satisfactory to the Board of Directors.

Section 10.5 Gifts

The Executive Committee may accept, on behalf of the Corporation, a contribution, gift, or bequest for any special purpose of the Corporation.

Section 10.6 Books and Records

The Executive Committee shall keep up to date records in the account books and of minutes of all the meetings of its General Body and its own. All books and records of the Corporation may be inspected by any member, for any proper purpose, at any reasonable time.

Section 10.7 Recognition

The Executive Committee, with the two-thirds (2/3rd) majority approval of the Board of Directors, may adopt special types and categories of members in recognition of the special services, contributions and other meaningful considerations.

ARTICLE XI KOA PROGRAMS

Section 11.1 Programs:

The mission of the Corporation shall be served via initiating / maintaining various programs as approved by the majority Board of Directors.

Section 11.2 Program Performance:

All programs shall be documented and shared transparently through the Board of Directors to the membership, including but not limited to the following aspects: (a) Program Objectives, Key Performance Indicators, and milestones, (b) Donations received, basic details of each beneficiary, benefits provided and the planned end date for each, (c) Selection criteria for beneficiaries, and (d) Quarterly updates on the above.

Section 11.3 Acceptance conditions for donations and fees:

The Corporation shall accept donations for approved programs, and as fees for membership. The donors shall be made aware of current programs at the time of soliciting and/or accepting donations.

ARTICLE XII AMENDMENTS OF BYLAWS

Section 12.1 Proposals for Amendments

Any amendments, modifications, or changes to these Bylaws shall be proposed by the Bylaws Review Committee (BLRC).

Section 12.2 Initiation:

Amendments to the Bylaws may be initiated by the Bylaws Review Committee or by written petition to the Bylaws Review Committee by at least fifty (50) eligible members, or by a majority of the Board of Directors.

Section 12.3 Review:

The BLRC shall review and evaluate the proposed amendment to the Bylaws and provide detailed information with recommendation to the Board.

Section 12.4 Vote by the Board:

The BLRC recommendations shall be provided to all board members by the Corporation Secretary at least seven (7) days before the meeting of the board for vote on the recommendations. If two-thirds (2/3rd) of the Board of Directors votes in favor of the amendments, the same shall be forwarded to the General Body for their vote.

Section 12.5 Notice:

Notice of proposed amendments shall be sent to the eligible members of the Corporation in writing at least thirty days before the amendments are to be voted upon at a Corporation meeting or at least thirty (30) days before the due date for return of a mail ballot on the amendments. The notice shall include text of each bylaw that is proposed to be amended, the text of proposed amendment, justification of the amendment, recommendation of the review committee, date and method of voting for proposed amendments.

Section 12.6 Voting, majority requirements, and effective date:

These Bylaws may be amended, altered, added to or repealed by the affirmative vote of a majority of the members entitled to vote at any regular or special meeting or postal ballot, electronic voting or voice vote of the members if notice of the proposed amendment, alteration, addition or repeal be contained in the notice of the meeting. General Body shall be provided with the Members shall be informed of the results of the ballot through the Corporation

News Letter. Proposed amendments shall become effective upon approval unless a later effective date is specified in the amendment notice.

Section 12.7 The Official Language:

The official language of the Corporation shall be English. All the proceedings and records shall be in English.

ARTICLE XIII MISCELLANEOUS PROVISIONS

Section 13.1 Seal:

The seal of the Corporation shall be in the form of a circle and, bear the name of the Corporation with the words Corporate Seal-1982-State of Maryland.

Section 13.2 Indemnification:

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she was a Director, officer, employee, or the agent of the Corporation, or is or was serving at the request of the Corporation and the Director, officer, or employee of the Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement by him/her in connection with such action, suit or proceeding to the full extent permitted by the laws of the State of Maryland. Expenses incurred in defending a suit, proceeding or civil or criminal action shall be paid by the Corporation in advance of the final disposition of such action, suit for proceeding to the extent, if any, authorized by the Board of Directors, in accordance with the provisions of the laws of the State of Maryland, upon receipt of an undertaking by and on behalf of the Director, Officer, or employee to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation.

Section 13.3 Repeal and Savings:

The Kashmiri Overseas Association (KOA), Inc. Bylaws, 1996 as amended to date are hereby repealed with effect from the date these Bylaws become effective as provided for in Article XIV, Section 14.6. Notwithstanding such repeal, anything done or any action taken or purported to have been done or taken (including any notification, inspection, order or notice made or issued, or any appointment, confirmation or declaration made or any permission, authorization or exemption granted or any document or instrument executed or any direction given or any proceeding taken or any account in any bank, trust companies or other depositories maintained) under the Bylaws hereby repealed shall, insofar as it is not inconsistent with provisions of these Bylaws, be deemed to have been done or taken under the corresponding provisions of these Bylaws.

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