



BY – LAWS
OF
NORTH AMERICAN SANKETHI ASSOCIATION INC.

ESTD: 1984
(AS OF JULY 18, 2002)

TAX ID: 112761179

Registered Address: 34 Longwood Drive, Clifton Park, NY 12065

Prepared by: K. Sundaresan
Verified by: Jayashree Sastry

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ARTICLE I – OFFICES

The principal office of the corporation shall be in the Town of Clifton Park, County of Saratoga, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II – PURPOSES

The purposes for which this corporation has been organized are as follows:

Aims and Objectives:

- a. To provide a forum for the members of the community to meet frequently and maintain religious, cultural, educational and social activities.
- b. To encourage the younger generation to understand the culture, language, and family relationships.
- c. To bring about a formal relationship with Sankethi Associations in the various parts of the world and participate in their activities suitably.
- d. To assist religious and cultural institutions in North America and elsewhere.
- e. To promote religious, social, cultural, educational exchange of scholars and artists from different parts of the world.
- f. To establish a charity fund for the benefit of cultural, educational and human service of economically disadvantaged people of the world.
- g. To aid in the education of the community children through suitable means.
- h. To sponsor suitable cultural programs of interest to members.
- i. To sponsor summer camps / trips for the youth.
- j. To increase the awareness of contribution of Sankethis to the society and country.

ARTICLE III – MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP:

- A. Any person who has completed the age of 18 years and who subscribes to the aims and objectives of NASA shall be eligible to become a member.
- B. Any person desirous of becoming a member shall do so by writing to the President of the Association, giving particulars of address, phone number and members in his / her family.

2. MEMBERSHIP MEETINGS:

- a. The annual membership of the corporation shall be held on the ---- day of ----- each year except that if such a day be a legal holiday then in that event the directors shall fix a day not more than two weeks from the date fixed by these by-laws of each year. The secretary shall cause to be mailed to every member in good standing at his address as it appears on the membership roll book of the corporation a notice stating the time and place of the annual meeting.
- b. Regular meetings of the corporation shall be held at least once a quarter on a day convenient to all the members of the managing committee.
- c. The presence at any membership meeting of not less than fifteen members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.
- d. A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefor of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. SPECIAL MEETINGS:

Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be mailed to all members at their addresses as they

appear in the membership roll book at least ten days but not more than fifty days before the scheduled date of such meeting. Such a notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

4. FIXING RECORD DATE:

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

5. ACTION BY MEMBERS WITHOUT A MEETING :

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent setting forth the action so taken, signed by all the members entitled to vote thereon.

6. PROXIES:

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy.

Every proxy must be signed by the member or his attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. ORDER OF BUSINESS:

The order of business at all meetings shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers

5. Old and unfinished business
6. New business

Any member in good standing may introduce a motion from the floor with the permission of the Chair. Such permission shall not be denied if the member has given written notice of such motion to the corporation at least ten days but not more than fifty days prior to the scheduled date of the meeting.

Provided however that the advance notice requirement may be waived if the estimated additional financial exposure to the corporation from the proposed motion is less than US\$500 in the relevant fiscal year(s).

7. Good and Welfare
8. Adjournments

8. MEMBERSHIP DUES:

- a. There shall be two categories of members called (i) Life Members and (ii) Members.

Any person desirous of becoming a life member shall contribute a sum of US \$200.00 payable in one or more installments within a period of one year. Any person desirous of becoming a member shall pay annual contribution of US \$25.00 before the 31st of December each year.

- b. The spouse of a member shall also be deemed to be a member.
- c. Any person contributing more than US \$2000.00 shall be called a Donor and will be automatically considered a life member.

In addition to his rights as a life member, he will become permanent invitee to the meetings of the Executive Committee.

- d. Any person contributing more than US \$5000.00 shall be called a Patron and will automatically be considered as a life member. He will be eligible to serve on the committee of the trustees when formed.

ARTICLE IV – DIRECTORS

1. MANAGEMENT OF THE CORPORATION:

The corporation shall be managed by the board of directors which shall consist of nine directors. Each director shall be at least nineteen years of age.

2. ELECTION AND TERM OF DIRECTORS:

At alternate annual meetings of members, the membership shall elect the president and other directors to hold office until the annual meeting following the next annual meeting. Each director shall hold office until the expiration of the term for which he was elected and until his successor has been elected and shall have qualified, or until his prior resignation or removal. A director shall not qualify for reelection except as president if he had held office for three consecutive terms immediately before.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS:

The number of directors may be increased or decreased by vote of the members or by a vote of majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES:

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

5. REMOVAL OF DIRECTORS:

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

6. RESIGNATION:

A director may resign at any time by giving written notice to the board, the president or the secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS:

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD:

Unless otherwise required by the law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS:

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. REGULAR ANNUAL MEETING:

A regular annual meeting of the board shall be held immediately following any election of directors including the president at the place of such annual meeting of members.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT:

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the president upon three day's notice to each director either personally or by mail or by wire; special meetings shall be called by the president or by the secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRMAN:

At all meetings of the board the president or in his absence, a chairman chosen by the board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES:

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE V – OFFICERS

1. OFFICES, ELECTION, TERM:

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint a president, one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the regular meeting of the board following the election of directors including the president. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY:

Any officer elected or appointed by the board may be removed by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary. The salaries of all officers shall be fixed by the board.

3. PRESIDENT:

The president shall be the chief officer of the corporation; he shall preside at all meetings of the members and of the board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

4. VICE-PRESIDENTS:

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice-president, shall have all the powers and functions of then president. Each vice-president shall perform such other duties as the board shall prescribe.

5. TREASURER:

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in a FDIC insured account in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, invest said funds in one or more of the following: 1) FDIC Insured Savings Accounts, 2) FDIC Insured Certificate of Deposit Accounts, 3) Money Market Accounts, 4) U.S. Government Treasury Securities and 5) Mutual Funds that invest only in GNMA Securities or Municipal Bonds; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes, or orders for the payment of money, which shall be duly authorized by the board of directors and

shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, he shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time he shall also present an annual report setting forth in full the financial conditions of the corporation.

6. ASSISTANT-TREASURER:

During the absence or disability of the treasurer, the assistant-treasurer, or if there are more than one, the one so designated by the secretary or the board, shall have the powers and functions of the treasurer.

7. SECRETARY:

The secretary shall keep the minutes of the board of directors and also the minutes of the members. He shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. He shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; he shall attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. He shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

8. ASSISTANT-SECRETARIES:

During the absence or disability of the secretary, the assistant-secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the secretary.

9. SURETIES AND BONDS:

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his hands.

ARTICLE VI – SEAL

The seal of the corporation shall be as follows:



ARTICLE VII – CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VII – AMENDMENTS

The bylaws may be adopted, amended or repealed by members at the annual meeting of members. Bylaws may also be adopted, amended or repealed by the board of directors but any bylaw adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election of directors the by-laws so adopted, amended or repealed, together with a concise statement of the changes made.

APPENDIX – A

RECORD OF CHANGES TO THE BYLAWS SINCE 05/10/2000

1. Deleted the first sentence of Paragraph 5 of Article V and replaced with the following:

“The treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit and invest said funds in the name of the corporation in accordance with the corporation’s Investment Policy, as the same may be amended from time to time; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; he shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours.”

(Approved by the General Body at its annual meeting held on July 2, 2000)

2. Article VIII, paragraph 1 amended as follows:

“The bylaws may be adopted, amended or repealed by members at the annual meeting of members. Bylaws may also be adopted, amended or repealed by the board of directors but any bylaw adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.”

(Approved by the General Body at its annual meeting held on July 2, 2000)

3. In the first sentence of Paragraph 5 of Article V, deleted the following text:

“The treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit and invest said funds in the name of the corporation in accordance with the corporation’s Investment Policy, as the same may be amended from time to time;”

and inserted the following revised text:

“The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in a FDIC insured account in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, invest said funds in one or more of the following: 1) FDIC Insured Savings Accounts, 2) FDIC Insured Certificate of Deposit Accounts, 3) Money Market Accounts, 4) U.S. Government Treasury Securities and 5) Mutual Funds that invest only in GNMA Securities or Municipal Bonds;”

(Approved by the General Body at its annual meeting held on July 6, 2002)