

**By – laws of
India Community Religious and Cultural Center, Inc.
A Not-for Profit Corporation**

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Article I

Purpose

Section 1

Purpose of the India Community Religious and Cultural Center, Inc. (hereinafter referred to as a "Corporation.") The purpose of the Corporation shall be:

To provide the Indian community in Central New York an opportunity to advance their religious, cultural and social heritage; to provide a facility to use in participating in these activities; to provide library books on Indian culture and spirituality; and to provide, equip, and maintain these facilities as needed for the above purposes.

- a) To solicit donations from the public and business enterprises so as to accumulate sufficient funds to cover all expenses connected with the planning, production and promotion of such activities.
- b) To lease or procure office space, material and equipment for the carrying out of any of the purposes of this corporation.
- c) To hire personnel as necessary to accomplish the purposes of the Corporation.
- d) To provide educational programs on Indian Cultural subjects.

Article II

General Membership

Section 1. General Membership

The membership of the Corporation is open to anybody who has ties and interests to promote the Indian culture, heritage and religion and paid their membership dues.

Section 2. Resignation

Any member may withdraw from the Corporation by giving written notice of such intention to the Secretary, which notice shall be presented to the Board of Directors or Executive Committee by the Secretary at the first meeting after its receipt.

Section 3. Suspension

A member may be suspended for a period or expelled for cause such as violation of any of the by-laws or rules of the Corporation, or for conduct prejudicial to the best interest of the Corporation. Suspension or expulsion shall be by a majority vote of the membership of the Board of Directors, provided that statement of the charges shall have been mailed by registered mail to the member under charges at his last recorded address at least thirty days before final action is taken thereon. The statement shall be accompanied by a notice of the time when and place where the Board of Directors is to take their action. The member shall be given an opportunity to present a defense at the time and place mentioned in the notice.

Section 4. Death

Upon the death of any member leaving a spouse surviving, the membership shall automatically pass to such spouse; otherwise the membership shall cease,

Section 5 Honorary Members

The Board of Directors may elect honorary members by a majority vote of the members present at a meeting of the board. Honorary members shall be exempt from payment of any fees whatever and shall be entitled to all the privileges of regular members, except the right to vote or hold office.

Section 6. Certificate

The membership and the rights and privileges of a member shall not be assignable.

Section 7. Vote

Each member over 18 shall have one vote only at a meeting of the members.

Article III

Meetings

Section 1. Annual Meetings

The annual meeting of members of the Corporation (General Body Meeting) shall be held in October, November or December *. Notice of the time and place of holding the annual meeting shall be mailed to each member at least thirty days previous thereto.

At the General Body meeting, one of the officers of the Executive Committee shall identify achievements of the previous year, goals for the coming year, and strategies for achieving those goals. Also at the same meeting financial status of the corporation for the previous year and budget for the coming year should be presented.

Section 2. Special Meetings

Special meetings of members may be called by the President at any time on his own initiative or by the President or Secretary upon request of any member to such officer made in writing. Notice of the meeting shall be mailed to each member at least ten days prior to the meeting, and at such special meeting only such business as is specified in the notice of meeting shall be considered.

Section 3. Quorum

At all General Body Meetings of the Corporation, either regular or special, a presence of 20% of all members in good standing shall constitute a quorum. If a quorum is not present, the presiding officer may adjourn the meeting to a day and hour fixed by him.

* the underlined revision was made per the General Body Meeting

Section 4. Proxies

Every member of the Corporation entitled to vote at any meeting thereof may vote in proxy. A proxy shall be in writing and revocable at the pleasure of the member executing it. Each proxy shall cover only one meeting.

Section 5. Voting

Each member shall be entitled to one vote. All questions the manner of deciding which are not otherwise prescribed shall be decided by majority vote of the members present in person or by proxy.

Section 6 Board Meeting

Meetings of the Board of Directors shall be called by the President on his own initiative whenever in his judgment it may be deemed necessary, or by the Secretary upon request of any three members of the Board of Directors. Ten days' notice of meetings of the Board shall be sent by mail to all directors, and shall be deemed sufficient notice of such meetings.

Article IV

Directors and Officers

Section 1 Number of Directors

The property, affairs, activities, and concerns of the Corporation shall be vested in a Board of Directors, consisting of 15 Directors. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified.

Section 2. Number of Officers

The Officers of this Corporation shall be

- (1) President
- (2) Vice - President
- (3) Secretary and
- (4) Treasurer.

The above mentioned fore officers will constitute the Executive Committee.

The Executive Committee shall appoint such employees as may be necessary to conduct the business of the Corporation; they may act on behalf of the Corporation in matters as authorized by the Board when the Board of Directors are not in session, reporting to the Board of Directors for its ratification of their action at each regular or special meeting called for that purpose. Meetings may be called by the President or by any member.

Section 3. Election of Directors and Term

At the annual General Body meeting next held after the adoption of these by-laws there shall be an election by ballot for Directors of the corporation, whom shall be elected for the following terms:

- (1) Five Directors for one-year term,
- (2) Five for two-year terms, and
- (3) Five for three year terms.

Nominations Procedure:-

1. Board will appoint a Chairperson of the Nominating Committee from outside the Board which Chairperson shall select his committee members at least 3 months before the Election is scheduled.
2. The Nominating committee will solicit nominations from members ~~and non members~~ * and will advertise vacancies in the Newsletter at least two months before the election.
3. The names of the nominees will be published in the newsletter one-month before the election is held.

At each annual General Body meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three years. At the expiration of any term of three years, any Director may be reelected.

* Revised per decision of the General Body Meeting held on December 16, 2001

Section 4 Duties of Directors

The Board of Directors shall:

- (1) Meet at least once a month except as such time as may deem necessary
- (2) Admit members and suspend or expel them by ballot;
- (3) Appoint the Chairperson of standing committees for specific purpose from the members of the board, or from other members of the Corporation; e.g Building Fund, Newsletter et al and Ad hoc committees as required The Board shall specify the Functions of the committees and their term.
- (4) Audit bills and disburse the funds of the Corporation;
- (5) Print and circulate documents and publish articles;
- (6) Carry on correspondence and communicate with other associations interested in the corporation's activities;
- (7) Employ agents, and
- (8) Devise and carry into execution such other measures as they deem proper and expedient to promote the objects of the Corporation and to best protect the interests and welfare of the members.

Section 5. Meetings of Board of Directors:

Board of Directors Organizational meeting shall be held as soon as practicable following the annual General Body meeting in October.

Notice of the meeting, signed by the Secretary, and shall be mailed to the last recorded. address of each member at least thirty days before the time appointed for the meeting. The President may, when he deems necessary, or the Secretary shall, at the request in writing of any member of the Board, issue a call for a special meeting of the Board and only ten days' notice shall be required for such special meetings.

Section 6. Quorum

The presence of 8 members of the Board of Directors at a meeting shall constitute a quorum for the transaction of business. In the absence of the President and Vice President the quorum present may choose a Chairman for the meeting. If a quorum is not present, a less number may adjourn the meeting to a later day, not more than thirty days thereafter.

Section 7. Vacancies.

Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a special meeting which shall be called for that purpose.

The election shall be held within ninety days after the occurrence of the vacancy. The person so chosen shall hold office until the next annual meeting, or until his successor shall have been chosen at a special meeting of the members.

Section 8. Removal of Directors

Any one or more of the Directors may be removed at any time, by a vote of all of the members present at any special meeting called for that purpose on notice aforesaid.

Section 9. Election of Officers

The Board of Directors shall elect all officers for a term of ~~two years~~ one year *, the President, the Vice-President, Secretary and Treasurer being elected from the Board of Directors.

An officer shall have been elected if he shall receive a majority vote of the members of the board present if a quorum is present.

* Revised per decision of the General Body Meeting held on December 16, 2001

Section 10. Duties of the President

The President shall preside at the General Body meetings of the Corporation and of the Board of Directors and of the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committees. He shall also, at the annual meeting of the Corporation and such other times as he deems proper, communicate to the Corporation or the Board of Directors such matters and make such suggestions as may in his opinion tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessary incident to the office of the President.

The President is responsible for the smooth functioning of the organization and shall place the tracking mechanism to assure the success of the functions arranged and the fund raising efforts.

Section 11. Duties of the Vice-President

In case of the death or absence of the President, or of his inability from any cause to act, the Vice-President shall perform the duties of the President's office.

Section 12. Duties of the Secretary

It shall be the duty of the Secretary

- (1) To give notice of and attend all meetings of the Corporation and its several Divisions and all committees and keep a record of their doings,
- (2) To conduct all correspondences and to carry into execution all orders, votes, and resolutions not otherwise committed;
- (3) To keep a list of the members of the Corporation;
- (4) To collect the fees annual dues, and subscriptions and pay them over to the Treasurer;
- (5) To notify the officers and members of the Corporation of their election.

- (6) To notify members of their appointment on Committees;
- (7) To furnish the Chairman of each Committee with a copy of the vote under which the Committee is appointed, and at his request give notice of the meetings of Committee;
- (8) To prepare, under the direction of the Board of Directors, an annual report of the transactions and condition of the Corporation, and
- (9) Generally to devote his best efforts to forwarding the business and advancing the interests of the Corporation.

In any case of absence or disability of the Secretary, the Executive Committee may appoint a Secretary pro tem. The Secretary shall be the keeper of the Corporation's seal.

Section 13. Duties of the Treasurer

The Treasurer shall

- (1) Keep an account of all moneys received and expended for the use of the Corporation, and shall make disbursements only upon vouchers approved in writing by the Secretary of the Corporation.
- (2) He shall deposit all sums received in a bank, or banks, or trust company approved by the Executive Committee, and make a report at the annual meeting or when called upon by the President. Funds may be drawn only upon the signature of the treasurer, and President or Secretary.
- (3) The funds, books and vouchers in his hands shall at all times be under the supervision of the Executive Committee and subject to its inspection and control.

{4} Apply every year for the tax exempt status for the Land I Building with the applicable municipal Board.

At the expiration of his term of office he shall deliver over to his successor all books, moneys and other property, or, in the absence of the Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Executive Committee may appoint a Treasurer pro tern.

Section 14. Bond of Treasurer

The Treasurer shall, if required by the Board of Directors, give to the Corporation such security for the faithful discharge of his duties as the Board may direct.

Section 15. Vacancies of office

All vacancies in any office shall be filled by the Board of Directors without undue delay, at its regular meeting, or a meeting especially called for that purpose.

Section 16. Investments

Any investment decisions for the General and Building Fund should be approved by the Board.

Section 17. Indemnity Bond:

No officer, Director, Member and or employee of the Corporation is authorized to issue any Indemnity Bond, or any other Instruments on behalf of the Corporation except as authorized by resolution of the Board of Directors in advance. The person(s) making any unauthorized commitment(s) shall be personally responsible for their actions.

Article V

Amendments

Section 1. Amendments

These by-laws may be amended, repealed, or altered in whole or altered in whole or in part by a vote of a majority of the Board of Directors and ratified by a two-thirds majority of the general membership voting. The proposed change shall be mailed to the last recorded address of each member at least thirty days before the time of the meeting which is to consider the change. Any member may propose an amendment to the by-laws of the Corporation by informing the Board of Directors in writing. If a majority of the Board of Directors approve the amendment, it shall then be submitted to a meeting for ratification by a two-third majority of the general membership voting. In the event the majority of the Board of Directors does not approve the proposed amendment, the sponsoring member may submit the amendment to the Board of Directors with a petition signed by a 10% of the general membership. The Board of Directors shall then submit the proposed amendment to a meeting for ratification by a two-third majority of the general membership voting.

Article VI

Section 1

The fiscal year of the Corporation begins on the first day of October and ends on the last day of September.

Section 2

The by-laws of the Corporation are hereby adopted by the members and officers as of 10.2.1993

Signed Ajoy K. Roy 10/11/93

Ram Gopal Seth 10.8.93

* Revisions on pages 5, 8 and 10 Signed



Dilip L. Bhole 3/4/09



Sailaja Sishla 3/4/09