

Kashmiri Overseas Association Bylaws

REVISED AND RESTATED SEPTEMBER 1996

(Revised and consolidated incorporating the Bylaws effective from May 1, 1983 as amended in April 1988, on July 3, 1988, May 1994, July 1995, and September 1996)

ARTICLE I

Name and Purpose

Section 1. The organization shall be known as the Kashmiri Overseas Association (KOA), herein referred to as The Corporation.

Section 2. The purpose of The Corporation is to i) promote Kashmiri Pandit ethnic and socio-cultural heritage, ii) promote and celebrate Kashmiri Pandit religious festivals, and iii) provide financial assistance to needy and deserving individuals, educational institutions, places of worship, and shrines both in US and India..

ARTICLE II

OFFICES

Section 1. Principal Office: The principal office of the Corporation shall be located at 9300, Cedercrest Drive, Bethesda, Maryland 20814.

Section 2. Registered Office: The registered Office of the Corporation shall be located within the State of Maryland.

Section 3. Other Offices: 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.

ARTICLE III

MEMBERSHIP AND DUES

Section 1. Life Member: Any individual or family can apply for life membership and may be admitted as such a member unless otherwise disqualified to be such a member.

Section 2. Family Member: Any family may apply for membership of the Corporation and may be admitted as such a member unless otherwise

disqualified to be such a member. Family means wife, husband and children under 18 years of age.

Section 3. Single Member: Any Persons over the age of 18 can apply for Single member and may be admitted as such a member unless otherwise disqualified to be such a member.

Section 4. Senior Member: Any couple (wife and husband) or a single persons over age 65 can apply for a Senior Member and may be admitted as such a member unless otherwise disqualified to be such a member. Senior Member dues shall be at a reduced rate.

Section 5. Associate Members: Any individual or family who does not qualify for any of the above memberships and residents of countries other than the USA may be accepted as Associate members. Dues may be required from such Associate members. They shall not have any rights or interest in the property and assets of the Corporation.

Section 6. 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 30 (thirty) days after receipt of a notice of default shall be suspended from all voting privileges until such default is cured.

Section 7. Removal: Any member may be removed or disqualified from membership by a majority vote of the members present at any annual meeting or at any special meeting of the members called for this purpose on the ground that the conduct of such member is prejudicial to this Corporation. Provided, however, such member shall first be served with written notice of the accusations against him/her, and shall be given an opportunity to explain his/her position and answer the accusations and to produce his/her defense and/or witnesses, if any, and shall also be given an opportunity to be heard at the meeting in which such a vote is taken.

Section 8. 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 mail and shall not become effective until 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 9. Membership Rights and Duties:

- (a) Each member who has paid dues and is above the age of eighteen (18) years shall be eligible to vote.
- (b) Family Member shall have two votes one for wife and other for husband, Single Member shall have one vote, and Senior Member shall have two votes one for wife and one husband.
- (c) Associate members shall not have the vote.
- (d) The rights of each member in the property and assets of the Corporation shall be equal except Associate Members.

(e) Membership shall not be transferable.

(f) New members shall have the same voting and property rights as all other members, entitled to such rights.

(g) 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.

(h). The secretary shall keep a membership book containing the names and address of current membership.

(i) 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.

Section 10. Dues or Assessments: The Board of Directors shall have the power to levy, collect and provide for collection of dues or assessments in accordance with the provisions of these bylaws, or any amendments thereto.

ARTICLE IV

VOTING, ELECTIONS AND PROXIES.

Section 1. Who is entitled to Vote: Except where the Articles, and amendments), if any, otherwise provide, each eligible member of The Corporation shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to vote.

Section 2. 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 three years from the date and no longer.

Section 3. Postal Ballots. Voting may also be held by Postal Ballot whenever considered necessary by the President or the Board of Directors in the interest of speedy decisions.

Section 4. Nomination and Election Committee: A Nomination and Election Committee with a designated chairman shall be proposed by the President and approved by the Board of Directors. The secretary of the Corporation shall be an ex-officio member of the committee. The committee shall be appointed for a period of two years and shall conduct all elections during that time period. 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 Nomination and Election Committee may conduct elections by mail and report the results to the Board of Directors through the President of the Corporation, who shall then make the formal announcement by publication in the Corporation News Letter.

ARTICLE V

BOARD OF DIRECTORS.

Section 1. (a) Number and Term of Directors: The business, property and affairs of this Corporation shall be managed by a Board of Directors composed of 11 Directors- one Director each shall be elected from the following 10 Zones. The President shall be the 11th Director.

ZONE 1: New York State.

ZONE 2: Massachusetts, Connecticut, New Hampshire and Rhode Island.

ZONE 3: New Jersey, Pennsylvania.

ZONE 4: Virginia, Maryland and District of Columbia.

ZONE 5: Texas, Oklahoma, Louisiana and Arkansas.

ZONE 6: Florida, North Carolina, South Carolina, Georgia, Alabama, Mississippi and Missouri.

ZONE 7: Illinois, Minnesota, Wisconsin, Iowa, North Dakota and South Dakota.

ZONE 8: Michigan, Indiana, Kentucky and Ohio.

ZONE 9: Northern California, (North of Fresno), Oregon and Washington State.

ZONE 10: Southern California, Nevada, New Mexico, Arizona and Hawaii.

(b) The zones shall be based on the number of members living in each state.

The grouping shall be reviewed from time to time by the Board and changes made by a two thirds majority of the board.

Section 2: Election of Directors: (a) Each Director shall be elected from the respective zone by a majority vote of the members living in the area.

Nominations shall be sought by mail from the eligible members and election shall be held and compiled by the Nominating and Election Committee.

Nominating and Nominated Members have to be in good standing of the Corporation membership and resident of the respective zone. (b) In the unlikely event of having no nominations from a particular zone, the Nominating and Election Committee will have the mandate to nominate at least one person. (c)

The directors shall be elected for a term of two years. There shall be no term limitations.

Section 3. Vacancies in the Board: 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 period of the term by a majority vote taken by the Directors present at any regular or special meeting of the Board of Directors.

Section 4. Compensation of Directors: The Directors shall not receive any stated salary for their services as Directors, but the Board of Directors, by resolution, may allow, a fixed fee and/or expenses for costs incurred for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent or otherwise, and for receiving remuneration therefor.

Section 5. Power to Appoint Other Officers and Agents: The Board of Directors

shall have the power to appoint such other officers and agents as the Board may deem necessary for transaction of business of the Corporation.

Section 6. Removal of Officers or Agents: Any officer or agent may be removed by the Board of Directors whenever in the judgment of the Board the business interests of the Corporation will be served thereby.

Section 7. Power to fill vacancies: The Board of Directors shall have the power to fill in any vacancy in any office of the Corporation occurring from any reason whatsoever.

Section 8. Delegation of Powers. For any reason deemed sufficient by the Board of Directors whenever occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 9. Executive Committee. The President, Vice-president, Secretary and Treasurer shall constitute the Executive Committee. The committee shall manage the day to day affairs of the Corporation under the bylaws and rules and regulations of the corporation.

Section 10: Compensation: The Compensation, if any, of officers and agents shall be fixed by the Board.

Section 11. Power to Make Bylaws: The Board of Directors shall have the power to make and alter any by-law or by-laws, including the fixing and altering the number of Directors; provided, however, that the Board shall not make or alter any by-law or by-laws fixing the qualifications, classifications or term of office of any member or members of the then existing Board. Any alteration of, or addition to, the by-laws adopted by the Board of Directors shall not be effective until such time when it is put to vote, within a period of not more than one year from the date of such adoption by the Board of Directors, and shall remain effective thereafter only if approved by a majority vote of the members.

ARTICLE VI

OFFICERS OF THE CORPORATION.

Section 1. Officers :The officers of the Corporation shall be a President, Vice-President, Secretary and/or Treasurer. The President shall be elected by the membership by direct ballot and shall serve as the Chief Executive Officer of the Corporation. The President shall also be the Chairman of the Board of directors. The Vice-President, Secretary and Treasurer shall be nominated by the President and approved by the Board of Directors. The Vice- President must be a Director.

Section 2. Qualifications: The Board of Directors may, from time to time, prescribe qualifications for officers of the Corporation. The Secretary and Treasurer need not be Directors but must be members in good standing of the Corporation membership. One person may hold two offices, except that the same person may not be President and Secretary.

Section 3. Election Of President: (a) The President shall be elected by postal ballot on the basis of the majority votes of the members polled. President shall hold office for a term of two years and shall be eligible for re-election for one additional term of two years only. (b) Qualifications: Paid member of the Corporation for three consecutive years (c) The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall, in general supervise and control all of the affairs and property of the Corporation. He/she shall preside at all meetings of the Board of Directors. The President may act in the name and on behalf of the Corporation, and with the Secretary, he/she may sign in the name and on behalf of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in such cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, or by these by-laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time. President shall appoint , remove or discharge, subject to approval of the Board of Directors, employees and agents of the Corporation.

Section 4. Vice-President: (a) In the absence of the President, or in the event of his death, resignation, inability or refusal to act, 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. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. (b) Subject to the approval by the Board of Directors, the President may nominate any Director to be the Vice-President of the Corporation.

Section 5. Secretary: The Secretary shall (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 by-laws 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; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and (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. Treasurer: The Treasurer shall, (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 whatever, and 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; (iii) disburse money on behalf of the Corporation as per rules and regulations of the Corporation; and (iv) 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. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors may determine. The Treasurer shall render to the President and the Board of Directors at annual and regular meetings of the Board of Directors, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

Section 7. Salaries: Officers may receive reasonable compensation for services actually rendered as determined by the Board of Directors.

Section 8. Chapter Presidents: (a) Each Zone shall have one or more Chapters and each Chapter shall have at least one Chapter President. (b) Each Chapter President will be elected by the corresponding chapter membership. (c) Elections shall be conducted by the corresponding zone Director (d) The Director of the zone may propose himself/herself for the position of Chapter President. (e) In unlikely event of having no candidate for Chapter President, Director may nominate a member's) for this position. The name of the Chapter President shall be put before the Board of Directors for information (c) The term of office of the Chapter President shall be up to two year with no term limit. (d) The major responsibilities of 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 for the purpose; (i) to encourage and achieve full participation of the Chapter biradari in such activities as membership drive, fund raising, organizational elections, etc., (ii) to communicate to the Corporation office any news of achievements or misfortunes of individual biradari members of the Chapter with recommendations of action, if any, (iii) to act as clearing house of information for the Corporation at national level as well as the biradari forming the Chapter, and (iv) any other activities as assigned by the President or the Board of Directors.

Section 9. Term: Each officer shall hold office until his/her successor is duly elected or appointed, as the case may be, or until his/her death, resignation, removal as per the bylaws.

Section 10. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or any other cause may be filled for the unexpired portion of the term by nomination by the President with a majority vote taken by the directors present at any regular or special meeting of the Board of Directors or postal ballot.

Section 11. Subordinates: All officers, agents and employees, other than those

appointed by the Board of Directors, shall hold office at the discretion of the officer appointing them. More than one office may be held by one person.

**ARTICLE VII.
MEETINGS.**

Section 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, i.e., 9300, Cedercrest Drive, Bethesda, Maryland 20814 if proposed by the President and approved by the Board of Directors.

Section 2. Annual Meeting of the Members: An annual meeting of the members shall be held each year.

Section 3. Notice of Annual Meeting: The notice of the time and place of the annual meeting of members shall be given to the members through the Corporations News Letter or another form of mailing, mailed at least 21 days prior to the date of meeting.

Section 4. 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 3 of this Article.

Section 5. Special Meeting of Members: A special meeting of the members may be called at any time by (i) agreement of two-thirds of the members entitled to vote, (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 6.** Notice of Special Meeting of Members: At least 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 7. Organization Meeting of Board: The President of the Corporation shall convene a meeting for the purpose of electing officers and transacting any other business properly brought before it as soon as feasible after the annual elections. The meeting may be convened by tele-conference. In case of a change, the outgoing President shall introduce the incoming President after the meeting is called to order and formally hand over the office. **Section 8.** Regular Meetings of the Board: Regular meetings of the Directors may be held on a date or dates and at a time or times to be designated from time to time by resolution of the Board of Directors (without further notice to the Directors), at such place or by tele-conference as may be determined from time to time by the Directors.

Section 9. Special Meetings of the Board: Special meetings of the Board of Directors may be called at any time by the President, and in the absence of the

President, 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 place of the meeting.

Section 10. Notice of Special Meetings: Notice of any special meetings shall be given personally or by mail, cable, cablegram, telex, telegraph or FAX to each Director not less than seven days prior to meeting and, if mailed, such notice shall be directed to each of the Directors at his residence or business address as it appears in the records of the Corporation.

Section 11. Waiver in Writing: Any Director may, insofar as he/she is concerned, waive notice of any meeting by execution of a written waiver.

Section 12. Waiver by Attendance: Any Director who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless he/she attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 13. Action Without Meeting: Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the actions to be taken, is signed either before or after such action by all the Directors.

Section 14. 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 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.

ARTICLE VIII QUORUM.

Section 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 members of the Board still in office are present. **Section 2.** Quorum of Directors: 50% (fifty percent) of the Board members shall constitute a quorum for a Board of Directors' meeting.

Section 3. Quorum Requirement: No business shall be conducted at any meeting of Board of Directors unless a quorum is present.

Section 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 XI

CONTRACTS ETC.

Section 1. Contracts: The Board of Directors may authorize any officer or officers or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.: All checks, drafts or other orders for payment of money, notes and other evidence of indebtedness issued in the name of the Corporation shall be signed by the President or Treasurer and/or such other officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits: All funds received by the Corporation and not otherwise utilized shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select, and shall be subject to withdrawal on written order of such person or persons as may be designated and authorized by the board of Directors.

Section 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 5. Books and Records: The Corporation shall keep correct and complete books and records of the accounts and shall also keep minutes of the proceedings of the meetings of its Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Board of Directors and officers of the Corporation. All books and records of the Corporation may be inspected by any Director, his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

POWER OF BOARD TO BORROW MONEY.

Section 1. 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 shall deem proper, and the Board 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 XI

AMENDMENT OF BY-LAWS

Section 1: Initiation. Amendments to the Bylaws may be initiated by the

Executive Committee or by written petition to the Executive Committee by at least 50 eligible members, or by any Board member.

Section 2. Review. The Corporation President shall propose a review committee of three members to the board for approval. This review team will review each proposed amendment to the bylaws and develop recommendations to the Board.

Section 3. Vote by Board. The Review Committee recommendations will be mailed to all board members by the Corporation Secretary at least fifteen days before the meeting of the board for vote on the recommendations. If two thirds of the board votes in favor of the amendments to the bylaws then Executive Committee will prepare the notice of amendments for general voting.

Section 4. 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 days before the due date for return of a mail ballot on the amendments. The notice shall include text of each bylaws 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 5. Voting, majority requirements, and effective date: These by-laws 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 of the members if notice of the proposed amendment, alteration, addition or repeal be contained in the notice of the meeting. Members shall be informed of the results of the ballot through the Corporation New Letter. Proposed amendments shall become effective upon approval unless a later effective date is specified in the amendment notice.

ARTICLE XII

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year: The fiscal year of the Corporation shall begin on the first day of January and end on thirty-first day of December each year.

Section 2. Seal: The seal of the Corporation shall be in the form of a circle and bear the name of the Corporation and the words "Corporate Seal-1982-State of Maryland".

Section 3. 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, employee or agent of another Corporation, partnership, joint-venture, trust or other enterprise, 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, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation.

Section 4. Repeal and Saving: (i) The Kashmiri Overseas Association, Inc. By-Laws, 1991 as amended to date are hereby repealed with effect from the date these By-laws become effective as provided for in Article XI Section 5. (ii) 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 By-Laws hereby repealed shall, insofar as it is not inconsistent with provisions of these By-Laws, be deemed to have been done or taken under the corresponding provisions of these By-Laws.