

REVISED AND RESTATED - November 2008



Kashmiri Overseas Association

Bylaws

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REVISED AND RESTATED SEPTEMBER 2008

Kashmiri Overseas Association Bylaws

PREAMBLE

We the members of Kashmiri Pandit community in United States of America 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 KOA do hereby adopt and give to ourselves these Bylaws as originally approved in May 1st. 1983 general body meeting held in Maryland USA 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 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. Provide assistance to 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. Be a centre of social learning that caters to the spiritual, cultural, physical, humanitarian and educational needs of the community.

ARTICLE I: FORMATION

Section 1.1 Name

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

Section 1.2 Legal Formation

The Corporation is incorporated under the laws of Maryland as a non-profit organization. The date of incorporation of the KOA is May 1st. 1983.

Section 1.3 Location

The principal and registered office of the Corporation is located at 9300, Cedercrest Drive, Bethesda, Maryland 20814. 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. The Corporation shall consist of Zones based primarily on the geographical locations. The grouping shall be reviewed from time to time by the Board of Directors (BOD) and changes made by a two thirds majority of the Board of Directors (BOD).

Section 1.4 Objectives

The Objectives of The Corporation is to:

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

ARTICLE II: MEMBERSHIP

Section 2.1 Membership

Membership in the KOA shall be open only to Kashmiri Pandit adults eighteen (18) or above in age, and their spouses.

Section 2.2 Types of Membership

There shall be two types of membership:

Section 2.2.1 Active Membership:

Any individual or family living in USA can apply for active membership and may be admitted as such a member unless otherwise disqualified to be such a member. Active members must be above the age of eighteen (18) years. Active membership can be annual or for Life.

Section 2.2.2 Honorary / Associate Membership:

Any individual or family who does not qualify for active membership and residents of countries other than the USA may be accepted as honorary / associate members. Dues may be required from honorary / associate members. Honorary / Associate members shall not have any rights or interest in the property and assets of the Corporation.

Section 2.2.3 Removal or Suspension of a Member:

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.

Any member may also be suspended temporarily for a pre-determined period of time from membership by a majority vote of the members present at any annual meeting or at any special meeting of members called for this purpose on the ground that the conduct of such member is detrimental to the interests of this Corporation at the given time. The suspended member can apply for membership again after the given suspension period is over. 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 2.2.4 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 2.2.5 Membership Dues:

The membership dues for each membership category shall be determined by the Board of Directors and revised from time to time.

Section 2.3 Membership Rights and Duties

The membership rights and duties shall be as follows:

- i. Active member shall be eligible to vote. Each active member shall have one vote.
- ii. Honorary member 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 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 of active and honorary.
- 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. The secretary shall keep a membership records containing the names and address of current membership.
- viii. Current membership list shall be made available to all the paid members on request.
- 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.
- x. The Board of Directors shall decide the membership fee. 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 III: CORPORATION AND OFFICERS

Section 3.1 General Body

The General Body comprising the eligible members shall be the supreme authority of the Corporation (KOA). A dues paid member is an eligible member of the corporation.

Section 3.2 Board of Advisors (BOA):

The advisory body shall be called the Board of Advisors (BOA). There shall be a total of five (5) Advisors as follows:

Section 3.2.1 Qualifications, Nominations and Selection:

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

- 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 KOA (President, Board of Directors, and Chapter Presidents).
- iii. Selection of the Advisors shall be through the electronic mail conducted by the Nomination and Election Committee (NEC) of elected office bearers, such as Board of Directors and chapter Presidents of KOA.
- iv. The list of eligible candidates for the Board of Advisors shall be maintained by the Board of Directors through the secretary of the Corporation.
- v. Advisors shall elect one of them as a chairperson.
- vi. The advisors shall not be restricted to serve only the KOA Corporation.
- vii. There shall be only one (1) member of BOA per zone at any given time

Section 3.2.2 Number and Term:

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

Section 3.2.3 Compensation:

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 3.2.4 Role / Function:

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 as 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 3.2.5 Removal:

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 KOA. To submit a petition for removal of advisor at least two (2) of the advisors must sign the petition and submit it to the Nomination and Election Committee via the secretary of the Corporation.

Section 3.2.6 Vacancies:

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.

Section 3.3 Board of Directors (BOD)

The business, property and affairs of this Corporation shall be managed by a Board of Directors (BOD). One Director each shall be elected from the designated zones. The President shall be a voting director. 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 3.3.1 Number of Directors and Grouping of Zones:

The current Board of Directors is 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.

Section 3.3.2 Qualifications, Nominations and Election

- i. The nominated member at the time of election shall be a member of the Corporation in good standing for at least three (3) consecutive years. The nominated member shall also have served the Corporation at chapter level.
- ii. The director shall be elected from the respective zone by a majority vote of the members living in that zone. Nominations shall be sought by postal or electronic mail from the eligible members and election shall be held and compiled by the Nomination and Election Committee.
- iii. In an event of having no nominations for the position of zonal director from any zone, the nominated Election Committee shall have the mandate to nominate at least one person from that particular zone.
- iv. The director shall not be restricted to serve only the KOA board.

Section 3.3.3 Number and Term

The number of terms a director can serve shall be limited of two (2) terms, This term limit shall be waived if (a) there is no member nominated by the zonal membership for the director position, and (b) there is no violation of the KOA Code of Conduct recorded against the person as a director in the current or past KOA board.

Section 3.3.4 Vacancies

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. If the unexpired term is more than six 6 months, the Nomination and Election Committee shall seek electronic or postal nominations from the respective zone(s) and conduct the elections a necessary within ninety (90) days. If the unexpired term is eight months or less, the President shall seek written nominations for this position from the respective zone members and propose the candidacy to the Board of Directors and the selection of the candidate shall be approved by the simple majority vote of the Board of Directors.

Section 3.3.5 Compensation

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

Section 3.3.6 Role / Function

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 the Board shall include but are not limited to:

- i. Ensure the proper implementation of the KOA Bylaws.
- ii. Make policy decisions to ensure that the objectives of the KOA are pursued.

- iii. Look after the interests of the KOA, and promote relationships and understanding with the community at large.
- iv. Solicit funds for the growth, development, and fulfillment of the objectives of the KOA.
 - v. Assume the leadership of KOA in case of resignation or incapacity of the Executive Committee.
 - vi. Guide the Executive Committee to meet the objectives of the KOA.
- vii. Develop and maintain the assets of the KOA, look after its legal affairs, and maintain proper insurance.
- viii. Conceptualize and implement the long term plans, goals and projects for the development and growth of KOA.
 - ix. Oversee the programs / projects of the Corporation.
 - x. Bring up any issue to the board for deliberation, conclusion, and action.
 - xi. Actively participate at chapter level along with the chapter President to foster local participation.

Section 3.3.7 Power to Appoint other Officers and Agents:

By the majority vote, 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 3.3.8 Resignation of Directors:

Any director of the Corporation may resign at any time by giving written notice of such resignation to the Board of Directors or the President of the Corporation. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the Board of Directors or one of the above named officers. The death of any director shall be treated as a voluntary resignation by the Corporation.

Section 3.3.9 Implementation of programs:

All the KOA run programs and or projects shall be assigned a director from the elected board (a role in addition to the Program Director) to:

- i. Insure proper implementation of the program / project as per stated program(s) objectives.
- ii. Maintain cent percent transparency of the program to the Board of Directors and to the general membership.
- iii. Submit the progress reports as deemed necessary by the President of the Corporation.

Section 3.3.10 Removal of a Director:

Any member of the Board of Directors found negligent in executing his/her duties may be removed if a two-thirds ($2/3^{\text{rd}}$) majority vote is cast by the Board of Directors. The President and or twenty percent of board members can submit a petition to the board for removal of a director for the one or more following reasons:

- i. Non compliance to the code of conduct / Corporation Bylaws.
- ii. Disruptive behavior and usage of inappropriate language in open forums and or in public against any member of the community.
- iii. Un-parliamentary behavior in board meetings.

- iv. Non attendance of the two consecutive board meetings without a plausible reason communicated to the secretary in advance.

Section 3.4 Executive Committee (EC)

The Executive Committee (EC) of the Corporation shall be a President, Vice-President(s), Secretary and the Treasurer. The President of the Corporation shall serve as the Chief Executive officer of the Corporation. The President shall also serve as the Chairman of the Board of Directors. The responsibilities of this committee shall be to administer the operations of the KOA, under the guidance of the President and in accordance with the Bylaws of this corporation.

Section 3.4.1 Qualifications, Nominations and Election

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 3.4.1.1 Qualifications, Nominations and Election of the President

- i. The nominated member at the time of election shall be a member of the Corporation in good standing for at least three (3) consecutive years. The nominated member shall also have served the Corporation at chapter level as a Chapter President, or as a Director of the KOA Board.
- ii. The President shall be elected by majority vote of the eligible members living in the United States. Nominations shall be sought by postal or electronic mail and election shall be held by postal or electronic ballot, administered by the Nomination and Election Committee.
- iii. The President shall not be restricted to serve only to the KOA. However, he or she shall not serve concurrently on any other cultural, religious, or political organization as an officer.

Section 3.4.1.2 Qualifications, Nominations and Election of the Vice-President

- i. The Vice-President shall be an elected director of the Corporation at the time of nomination
- ii. The Vice-President shall be nominated by the President and elected by the majority vote of the Board of Directors.
- iii. The Vice-President shall not be restricted only to serve for the KOA and any KOA assigned committee/program(s).

Section 3.4.1.3 Qualifications of Secretary and Treasurer

- i. The Secretary and Treasurer at the time of Selection shall be a member of the Corporation in good standing for more than three (3) consecutive years.
- ii. The Secretary and Treasurer shall be nominated and selected by the President of the Corporation.
- iii. The Secretary and Treasurer shall not be restricted only to serve for the KOA and its Executive Committee.

Section 3.4.2 Number and Term

Section 3.4.2.1 Term of the President

The President can serve only two terms of two years each.

Section 3.4.2.2 Term of the Vice-President, Secretary and Treasurer

The Vice-President, Secretary and Treasurer can serve up to two terms of two (2) years duration.

Section 3.4.3 Vacancies

Section 3.4.3.1 Vacancy of President

A vacancy in President's role due to any reason shall be filled by the Vice-President for the unexpired portion of the term or six (6) months which ever occurs first. If the unexpired term is more than six months, the Nomination and Election Committee shall conduct and complete the new elections for the new President to fill the vacancy within ninety (90) days of the vacancy created.

Section 3.4.3.2 Vacancies of Vice-President, Secretary and treasurer

This vacancy shall be filled by the President within sixty (60) days.

Section 3.4.4 Compensation

Section 3.4.4.1 Compensation of President

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

Section 3.4.4.2 Compensation of Vice-President, Secretary and treasurer

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

Section 3.4.5 Role / Function

Section 3.4.5.1 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 KOA, 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 KOA 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 KOA Bylaws.
- x. Develop and maintain the assets of the KOA, 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
- xii. Recognize the efforts of every office bearer personally or through respective zonal directors.

Section 3.4.5.2 Role / Functions of Vice-President

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

- i. Assume the office of the President upon (1) written delegation by the President (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. Subject to the approval by the Board of Directors, the President may nominate any Director to be the Vice-President of the Corporation.
- ii. 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 3.4.5.3 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 3.4.5.4 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 KOA 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 3.4.6 Removal

Section 3.4.6.1 Removal of President

The President can be removed from the office on the following specified grounds. Three-fourths (3/4th) majority of the Board of Directors shall be essential for such a motion to pass.

Initiation: Three board members can submit a petition to the board for removal of the 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 inappropriate 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 prior delegation to the Vice-President.

Section 3.4.6.2 Removal of Vice-President

The Vice-President can be removed by the president's proposal and simple majority vote of the BOD. 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.

Section 3.4.6.3 Removal of Secretary and Treasurer

The Secretary and the Treasurer can be removed from the office by the president's proposal and simple majority vote of the BOD. The Secretary and the Treasurer 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 these positions for the following reasons:

- i. Non compliance to the code of conduct / Corporation Bylaws.
- ii. Disruptive behavior and usage of foul language in open forums and or in public against any member of the community member.
- iii. Unparliamentarily behavior in board meetings.

Section 3.5 Chapter Presidents

Section 3.5.1 Qualifications, Nominations and Selection:

The Chapter President shall be nominated by the chapter community based on his/her contributions through volunteering services and through charitable donations to the KOA.

The Chapter President elected shall be a good standing membership of the Corporation for three (3) years or more.

Selection of the 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 Nomination and Election Committee for the chapter.

Section 3.5.2 Number and Term:

The term of the Chapter President shall be for one year and there should be no limit on the number of terms.

Section 3.5.3 Compensation:

The Chapter President shall not receive any stated salary for his/her services.

Section 3.5.4 Role / Function:

- a. 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.
- b. The elected Chapter President shall communicate within thirty (30) days to the chapter community the outline of specific programs and activities he/she would commit to for the duration of the term. For details, refer the section on programs herein.
- c. While the responsibility for the programs declared at the beginning of the term shall vest in the Chapter President, maximum program/event delegation and participation shall be sought for generating community involvement.

Section 3.5.5 Removal:

Any Chapter President found negligent in executing his/her duties may be removed if a simple majority vote is cast by the chapter community.

Section 3.6 Operating Procedures (OP)

Operating Procedures will be enacted by the Board of Directors by their majority vote. These shall address topics not addressed by the Bylaws, Code of Conduct of the Board of Directors, and Nomination and Election Committee aspects.

ARTICLE IV: SPECIAL COMMITTEES

Section 4.1 Nomination and Election Committee (NEC)

A Nomination and Election Committee (NEC) 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. The Nomination and Election Committee shall ensure that the nominated candidates are eligible to seek positions on the Board / Advisors in accordance with the Bylaws. 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 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

Section 4.2 Bylaws Review Committee

The Bylaws Review Committee (BLRC) shall comprise of three (3) members appointed by the Board of Advisors and the president of the corporation. This committee shall oversee the review of the Bylaws and make recommendations to the Board of Directors. The Board of Directors shall deliberate on the recommendations made by BLRC and approve the part or whole of the recommendations by two-thirds (2/3rd) majority vote before incorporating into the new Bylaws of the Corporation.

ARTICLE V: NOMINATIONS, ELECTIONS, VOTING AND PROXIES

The elections and voting process shall be conducted by the Nomination and Election Committee in accordance with the current Bylaws and the current Standard Operating Procedures (SOP) document.

Section 5.1 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 one vote in person or by proxy upon each subject properly submitted to vote.

Section 5.2 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 for one year from the date and no longer.

Section 5.3 Secret Ballot

All voting shall be by a secret ballot (paper/electronic) unless decided otherwise by a simple majority. However, voting on elections of, constitutional amendments, and disciplinary actions shall be determined by secret ballot.

Section 5.4 Voting Process

Voting may also be held by as follows:

Section 5.4.1 Postal Ballot

Whenever considered necessary by the NEC.

Section 5.4.2 Electronic Ballot

The electronic ballot shall be used for the Presidential elections and /or considered necessary by NEC.

Section 5.4.3 Voice voting

The voice vote may be utilized during general body meetings and or regular board meetings.

The Standard Operating Procedures may be followed for the detailed election process.

Section 5.5 Nominations

Section 5.5.1 Nomination for Advisor

The Advisor shall be nominated by any current officers of the Corporation in accordance with the Article III the Bylaws.

Section 5.5.2 Nomination for President

The President shall be nominated by any good standing member of the Corporation for last two consecutive years in accordance with Article III of Bylaws.

Section 5.5.3 Nomination for Zonal Directors

The zonal directors shall be nominated by any good standing respective zonal member of the Corporation for last two (2) consecutive years in accordance with Article III of Bylaws.

Section 5.5.4 Nomination and Election of Chapter President

The nomination and election of the Chapter Presidents shall be held at chapter level by the respective zonal directors.

Section 5.6 Elections

The elections shall be conducted by nominating and election committee in accordance with the Bylaws and Standard Operating Procedures of the Corporation.

ARTICLE VI: MEETINGS

Section 6.1 General Body Meetings

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 6.1.1 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 6.1.3 of this Article.

Section 6.1.2 Special Meeting of Members

A special meeting of the members may be called at any time by (i) agreement of two-thirds ($2/3^{\text{rd}}$) 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 6.1.3 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 6.2 Board of Advisors Meeting

The members of the advisors shall have at least two meetings organized by the chairman of the Advisors. The notice of the time and place of any meeting of members of Advisors shall be given to the members through the electronic or postal mail at least fifteen days in advance of commencement of the meeting.

Section 6.3 Board of Director's Meetings

Section 6.3.1 Regular 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 6.3.2 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 6.3.3 Special Meetings

The 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 6.3.4 Notice

The notice of Special Meetings: Notice of any special meetings shall be given personally or by electronic mail, cable, cablegram, telex, telegraph or FAX to each Director not less than seven (7) 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. 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 6.3.5 Waiver and Acceptance of Meetings

Attendance of a director at any meeting shall constitute an acceptance of 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. Any director may insofar as he/she is concerned waive notice of any meeting by execution of waiver through a written letter or email.

Section 6.3.6 Board Resolutions

The proposed motion for any resolution shall be passed/rejected by the voice vote or through the email as and when required.

Section 6.3.7 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: e-mail from a registered account with KOA shall be treated same as postal delivery of the letter.

Section 6.4 Quorum

Section 6.4.1 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 6.4.2 Quorum of Directors

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

Section 6.4.3 Quorum Requirement

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

Section 6.4.4 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.

Section 6.5 Executive Committee Meetings

The executive committee meetings shall be conducted by the President of the Corporation as deemed necessary by the Executive Committee.

ARTICLE VII: FINANCE

Section 7.1 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 7.2 Asset

Assets of the Corporation shall vest with the KOA. 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 7.3 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 7.4 Fiscal Year

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

Section 7.5 Financial Records

- a. 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.

- b. 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.
- c. 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.
- d. 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.
- e. Financial records shall be audited by the complaisance and audit committee at the end of the financial year or as deemed necessary.

Section 7.6 New Projects

The Executive Committee shall be responsible for:
Preparing a budget, outlining the required funds and schedule of expenditures.
Presenting a plan to generate the required resources including ways and means for the funds, for handling the Project overruns, if any.

Section 7.7 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 7.8 Contracts, Checks, Deposits and Funds

Section 7.8.1 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.

Section 7.8.2 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 Treasurer, or the designee, subject to the limitations imposed in the Bylaws.

Section 7.8.3 Deposits

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

Section 7.8.4 Gifts

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

Section 7.8.5 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 7.8.6 Recognition

The Executive Committee, with the simple 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 VIII KOA PROGRAMS

Section 8.1 Programs:

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

Section 8.2 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.

Note: Failure to comply with the above for two (2) consecutive quarters shall result in automatic suspension of funds disbursement to the program. Any reinstatement shall occur only upon simple majority vote of the Board of Directors.

Section 8.3 Acceptance conditions for donations and fees:

KOA 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 IX AMENDMENTS OF BYLAWS

Section 9.1 Proposals for Amendments

Any amendments, modifications, or changes to these Bylaws may be proposed by the Bylaws Review Committee.

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 50 eligible members, or by a majority of Board member.

Review: The Bylaws Review Committee shall review and propose any amendment to the Bylaws and make recommendations to the Board of Directors for approval. Vote by Board. The Bylaws Review Committee recommendations shall 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 the amendments shall be implemented

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, 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. 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 9.2 The Official Language

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

ARTICLE X MISCELLANEOUS PROVISIONS

Section 10.1 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 10.2 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, 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 or 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 10.3 Repeal and Saving:

The Kashmiri Pandit Overseas Association, Inc. Bylaws, 1996 as amended to date are hereby repealed with effect from the date these Bylaws become effective as provided for in Article X. 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.