

BYLAWS
OF
Uttaranchal Association of North America

These Bylaws ("Bylaws") of Uttaranchal Association of North America (UANA) were adopted by the majority of the members eligible to vote as follows:

ARTICLE I

ORGANIZATION

1. **NAME.** This Association shall be known as the Uttaranchal Association of North America.
2. **SEAL:** The Board of Directors may (but need not) adopt a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Foundation and the state of incorporation. If a corporate seal is adopted it may be used by causing it, or a facsimile thereof, to be affixed to documents of any nature executed by corporate officers or agents; provided, however, it shall not be necessary for a document executed in the name and on behalf of the Association by any authorized officer or agent to have a seal affixed in order to fully bind the Association, and the adoption of a corporate seal shall not be construed in any way to require the use of a corporate seal in order for an otherwise properly executed document to be fully binding on the Association.
3. **Name Change:** The Association may at its pleasure by a vote first in the board and then in a general body meeting (GBM) of the members change its name.

ARTICLE II

PURPOSES

PURPOSES: The purposes of this Association are:

1. To operate as a non-profit charitable organization and any accretion shall be used to promote its objectives and none of the income shall be available for the personal benefit of the members.
2. To organize social, cultural and educational activities and sponsor/participate in such other programs as may be of general interest to its members.
3. To preserve and promote Uttaranchal culture and heritage, to organize social activities to bring the community closer, to make people aware of the issues of Uttaranchal, and to channel efforts, help and support to resolve these issues.

4. To become a vehicle of expression and representation for the member community with regard to their legitimate concerns and interests.
5. To co-operate with and assist other agencies/organizations with similar objectives in all possible ways to serve the best interests of the community.

ARTICLE III

Membership

1. CATEGORIES OF MEMBERS

- a. **General Membership:** Any person who is 18 years of age or over and subscribes to the purposes of the Association and pays annual dues shall be a General Member. Such a person shall be a member in good standing and hereafter referred to as a "member". General family membership includes membership to spouse and children under 18.
- b. **Senior Citizen/Student Membership:** Anyone who is over 65 years of age or 18 years of age or over while being a full-time student at school, college or university shall be a senior citizen/student member.
- c. **Life Membership:** Any member(s) (single or family) who pays a sum of \$250.00 towards the operations of the Association shall be a member(s) for life with all rights and privileges of member(s).

2. MEMBERSHIP

- a. Prospective members shall fill out a membership application, signing the statement "I subscribe to the purposes of the Association", printed on the application form. The applicant shall state the name, address and occupation of the applicant and it shall carry the written and executed endorsement of two (2) members in good standing. Accompanying the application, the prospective member shall submit dues payable for the current year. All applications are to be filed with the Secretary. The Board of Directors shall have the power to accept or reject the application.
- b. Non-payment of annual dues shall automatically result in the termination of membership and the member in default shall not have the privilege of participating in the affairs of the Association, including but not restricted to taking part in elections, serving on sub-committees, offering themselves for positions of the Executive. Such members shall be considered as members not in good standing. The membership shall, however, be reinstated provided a new application is made and necessary dues are paid. A grace period of 30 days after December 31 shall be allowed to those members whose membership ceased on December 31st. During that period the member shall be deemed to be considered in good standing even though they have not renewed their membership for the ensuing year.
- c. A member whose application and dues were received after December 31 of any year shall not be able to exercise the right to vote at the Annual General/Special Body Meeting held between January and March of that year. For other special meetings members who have at least 30 days, standing in the Association shall have the right to vote.

- d. Members shall not engage in activities and expressions that are contrary to the objectives of the Association. Violation of these By-laws may necessitate disciplinary action to be decided by UANA board.

3. Membership Dues

Membership dues, except for Life Membership, shall be determined annually by the Board of Directors. During the month of December, the treasurer shall send to each member a statement of his dues for the ensuing year.

4. Termination of Membership

Resignation, Any member in good standing may resign from the Association upon written notice to the Secretary; but no member may resign when in debt to the Association. Due obligations are considered a debt to the Association and they become incurred on the first day of each year.

ARTICLE IV

Meetings

1. Annual Meetings

- a. The annual membership meeting of the Board of Directors, along with a General Body (GBM) shall be held on a date set by the Board of Directors.
- b. The Secretary shall cause to be mailed to every member in good standing at his address or via email as it appears in the membership roll book in this organization a notice stating the time, place, and board approved agenda of such annual meeting at least 30 days prior to the meeting date..
- c. All other business of the association deemed necessary can be transacted at the annual meeting. As to annual meetings the Board of Directors may provide the date, time, place, and board approved agenda within the North America.

2. Special Meetings

Special or ad-hoc meetings of the Board of Directors may be called by or at the request of the President or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

Notice. Notice of any special or ad-hoc meeting, effective upon delivery in accordance herewith, shall be given at least ten (10) days prior thereto by written notice delivered to each Director at his address of record by mail, or by email. The attendance of a Director at a meeting shall constitute a waiver of notice of such 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of such meeting.

3. Quorum

A majority of the number of Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

3. Manner of Acting

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.

ARTICLE V **Elections**

1. All members of the Association who are in good standing shall have the right to vote and seek election to the Executive.
2. The Board of Directors and EXCOM shall be elected by a simple majority of members present at the Annual General Body Meeting.
3. Election Process at the Annual General Body Meeting requires 30% quorum. In the absence of 30% quorum, the voting shall be conducted electronically or via mail.
4. Elected Directors and Members of the EXCOM shall nominate the Members of the Advisory Board, who shall be prominent members of Uttaranchali community, and who have a proven record of community service. The Members of the Board may then appoint the members of the Advisory Board.

ARTICLE VI
Fiscal Matters

FISCAL MATTERS

1. The fiscal year of the Association shall be the calendar year.
2. All funds of the Association shall be deposited from time to time in a chartered bank approved by the Board of Directors.
3. The Association may maintain separate accounts with one or more banks.
4. All monetary transactions shall be made in the name of the Association. Any elected Board/Excom members are the officers of the Association. All cheques as well as all slips issued for drawing funds shall be signed by the Treasurer and one of the designated officer by the UANA Board..
5. The accounts of the Association shall be audited by the auditor(s) appointed by the Board of Directors. The auditor(s) shall prepare a financial statement up to December 31 for presentation at the Annual General Body Meeting. However, an un-audited statement of accounts for the period of January-June shall also be presented at the same Annual General Body Meeting. The incoming Executive shall have the January-June accounts audited after taking office for presentation at the next Annual General Body Meeting.
6. All fiscal decisions involving more than a total budget of \$500 shall require the approval of the Board of Directors.
7. The membership dues shall be approved at the Annual General Body Meeting.

ARTICLE VII
Board of Directors

1. General Powers

The business and affairs of the Association shall be managed by its Board of Directors through an Executive Committee (EXCOM).

2. Number and Tenure

The number of Directors of the Association shall be Nine (9), or such other number, not less than three (3), as may be specified in an amendment to this provision of the Bylaws. The president of the Association shall be ex officio Director. All the other EXCOM members shall be non-voting Directors, but will attend the Board meetings. Each Director shall hold office for a term of three (3) years or until his successor shall have been duly elected and qualified. The Directors can be re-elected. Any Director may be removed at any time, with cause as described in code of ethics, by a two-third (2/3rd) majority of the Board of Directors.

3. Qualifications

- a. A person nominated for the Board must be a member of UANA in good standing for the previous three years.
- b. Must be a community leader in that he/she should have connections and good relationship within the community, especially in the Uttaranchali community.
- c. Must have been involved in the UANA activities, regional or national.
- d. Must have proven leadership in business or profession.
- e. Should be energetic and be able to spare time to fulfill the tasks of the board as required, and should be able to attend at least 50% of the Board meetings.
- f. The nominations should be spread across various geographic locations within North America.
- g. Involvement in issues related to Uttarakhand is a must
- h. Ability to travel to Uttarakhand and interact with the Uttarakhand politicians and business people is a plus.
- i. Must have proven record of enthusiasm and proactive action.

4. Chairman of Board

Chairman of the Board shall be elected by written ballot from among those members of the Board. A majority vote of the Board is necessary for election. Such election shall take place at the annual meeting of the Board in each year or at a special meeting called for that purpose, and the term of office shall commence immediately upon election and shall extend for a period of one (1) year or until his successor shall be elected. The Chairman shall be eligible to succeed himself or herself for not more than two (2) additional, consecutive terms.

5. Vacancies

Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors with a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any position to be filled by reason of an increase in the number of Directors shall be filled by election by the Directors at an annual meeting or at a special meeting called for that purpose.

6. Presumption of Assent

A Director who is present at a meeting of the Board of Directors shall be presumed to have assented to any action so taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the secretary of the meeting before adjournment thereof or shall forward his dissent by mail to the Secretary of the Association immediately after adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

7. Committees

By resolution adopted by a majority of the full Board of Directors, the Directors may designate one or more other committees from its members, each of which shall exercise such authority and responsibility as may be set forth in the resolution establishing the same. Each such committee shall serve at the pleasure of the Board of Directors, shall establish its own administrative and operational rules and procedures, and shall keep accurate records of all actions taken by it. Unless specified otherwise by the Board, all the other committees will report to the EXCOM.

Examples of various committees are as follows:

- Election/Nomination committee
- Membership committee
- Program committee
- Communication/e-media (Web Content) committee
- Grievance committee

ARTICLE VIII **Executive Committee**

1. Responsibility

- a. The EXCOM of UANA will be responsible for the day to day management of the UANA affairs, and will conduct their own meetings throughout the year as required.
- b. The EXCOM shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors and EXCOM may deem to be necessary, each of whom shall be elected or appointed by the Board of Directors..
- c. Any two or more offices may be held by the same person, except the offices of President, Secretary, and Treasurer. Further, any Director may also serve as an officer. If any two or more offices are held by the same person, such person shall be entitled to exercise the rights and duties of each such office as set forth hereafter. If the holder of two or more association offices is required to sign any association documents, instruments, certificates, agreements, or any other documents on the Association's behalf, then the signature of such person in any one of his capacities shall be sufficient to bind the association.

2. Election and Term of Office

The officers of the Association shall be elected at the annual meeting of the General body. If the election of officers shall not be held at the annual meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office for a term of two (2) years or until his

death, resignation, or removal, or until his successor shall have been duly elected and shall have qualified.

3. Removal

Any EXCOM officer or agent elected or appointed by the Board of Directors may be removed by a two-third (2/3rd) majority of the Board.

4. Vacancies

A vacancy in any office resulting from death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5. President

Subject to the Board of Directors itself, the President shall in general supervise and control all of the business and affairs of the Association. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

6. Vice President

In the absence of the President or in the event of his death, 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.

7. Secretary

The Secretary shall: (a) keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Association; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

8. Treasurer

The Treasurer shall not be required to give a bond for the faithful discharge of his duties, unless the Board of Directors shall so determine and in such case the bond shall be in a sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever; (c) deposit all such moneys in the name of the Association in the banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these Bylaws; and (d) 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 by the President or by the Board of Directors.

9. Salaries

All officers shall serve on a gratis basis and receive no remuneration for performing their duties.

ARTICLE IX
Local Chapters

1. Eligibility to Form a Chapter

UANA encourages the establishment of local chapters in order to provide a more localized response to member needs and empower members at a local level. The chapters are established within a region and can be state wide or more local in scope. A reasonable number of members (about 25) are needed to form a chapter. The chapters may work under the UANA by-laws, or the members of the chapter may develop a set of bylaws, which are consistent with the Association bylaws. The action of any chapter shall not bind the Association unless sanctioned by the Association.

2. Local Officers

Each Local Chapter must have a Chapter Executive Committee (Chapter EXCOM) President, Vice President and Secretary. A chapter may appoint additional officers at its own discretion. All chapter officers will be chosen by consensus in a local membership meeting. All local activities will be planned and executed by the local chapters, however, the Local President shall communicate to the the National EXCOM.

Chapter EXCOM shall:

- a. Ensure that all funds collected in his region in the name of the Association are properly accounted and forwarded to the Central Treasurer and
- b. In general perform all duties incident to the office of Chapter President and such other duties as from time to time may be assigned to him by the Board of Directors.

3. Local Chapter Formation & ByLaws

The prospective chapter must petition Board of Directors for a "Certificate of Charter". Within this petition, the prospective chapter shall include a list of prospective chapter officers and chapter bylaws, if formed. The Board of Directors will review all chapter bylaws to assure conformity with the Association. Once the bylaws are accepted, the Board of Directors will vote to grant the "Certificate of Charter" which will remain in the custody of the Chapter President or Regional Director until the Chapter is decommissioned.

As long as the Chapter activities are consistent with it's bylaws, the Association's bylaws and Articles of Incorporation, the chapter shall be in "good standing".

4. Meetings

The chapter is required to hold at least one meeting a year. Additional meetings are highly encouraged to promote effective communication within the Chapter and Region. Chapter newsletters/eGroups are advised to communicate with the chapter members and non-members to announce scheduled activities.

5. Annulling a Chapter

A local chapter that does not act in keeping with the mission statement, principles, Membership Pledge, or bylaws of the Association may be annulled by action of Board of Directors.

ARTICLE X
Board of Advisors

1. Number

The Board of Directors may appoint a Board of Advisors to assist them in pursuing the goals of the Association. The Board of Advisors shall consist of no more than twenty-five (25) persons.

2. Election and Term of Office

The Board of Advisors shall be elected at the annual meeting of the Board of Directors. If the election of advisors shall not be held at the annual meeting, such election shall be held as soon thereafter as may be convenient. Each advisor shall hold office for a term of three (3) years or until his death, resignation, or removal, or until his successor shall have been duly elected and shall have qualified.

3. Removal

Any advisor elected or appointed by the Board of Directors may be removed by a simple majority of the Board.

4. Vacancies

A vacancy in any advisor position resulting from death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE XI
Indemnification of Directors, Officers, Employees, and Agents

The Association shall indemnify its past and present Directors, officers, employees and agents to the fullest extent permitted.

ARTICLE XII
Contracts, Loans, Checks, and Deposits

1. Contracts

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

2. Loans

No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. This authorization may be general or confined to specific instances.

3. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of monies, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer, officers, agent or agents, of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

4. Deposits

All funds of the Association not otherwise employed shall be deposited to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select from time to time.

ARTICLE XIII
Amendments

The power to alter, amends, or repeal these Bylaws and to adopt new Bylaws is delegated to the Board of Directors. A majority of the voting members must approve any resolution so altering, amending, or repealing these Bylaws or adopting new Bylaws.

ARTICLE XIV
Notice and Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws, and unless otherwise provided hereunder, said notice shall be deemed to be sufficient if delivered by certified mail, return receipt requested, to the person entitled thereto at his address as it appears on the books of the. A waiver of notice shall be deemed equivalent to receipt of notice when it has been signed by the person or persons entitled to said notice, whether before or after the time stated therein. Neither the business to be transacted at, nor the purposes of, any regular or special meeting of the Board of Directors need be specified in the waiver of notice of the meeting.

ARTICLE XV
Action Without a Meeting

1. Written Consent

Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if a written consent setting forth the action so taken is signed by all the Directors or all the committee members, as the case may be, and such action shall have the same force and effect as if it were approved by a unanimous vote at a meeting thereof, duly and regularly called.

2. Telephone Conference

Directors or members of any committee may participate in and hold a meeting thereof by means of a telephone conference or any other similar electronic means whereby all persons participating in the meeting can hear each other, and participation in this manner at a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Minutes of any meeting involving participation by telephone conference or any other similar electronic means shall be prepared and kept in the same manner as minutes of any other meetings.

End of Bylaws

I hereby certify, as Secretary of UANA, that the foregoing are the Bylaws of the Foundation, as adopted on the ____ of -----2007

Secretary