

BYLAWS of Uttaranchal Association of North America (UANA)

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

The Name of Association

- 1. NAME:** This Association shall be known as the Uttaranchal Association of North America or UANA (hereinafter referred to as "the Association"). The form of the Association shall be that of a non-profit association, incorporated under the laws of Virginia.
- 2. Name Change:** The Association may at its pleasure by a majority vote first in the board and then in a general body meeting (GBM) of the members change its name.

ARTICLE II

PURPOSES

The purposes of this Association shall exclusively be as stated in Articles of Incorporation of UANA, Article 2, Purposes and powers, subsection 1 to 5

Additionally, the Association shall have following broad purposes as long as these additional purposes described below (1 to 4 in this Article II of Bylaws of UANA) fully satisfy and comply with the Articles of Incorporation of UANA, Article 2, Purposes and powers, subsection 1 to 5.

1. To organize social, cultural and educational activities and sponsor/participate in such other programs as may be of general interest to its members.
2. 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.
3. To become a vehicle of expression and representation for the member community with regard to their legitimate concerns and interests.

4. To co-operate with and assist other agencies/associations with similar objectives in all possible ways to serve the best interests of the community.

ARTICLE III

Membership

1. CATEGORIES OF MEMBERS

- a. **Life Membership:** Any member(s) (single or family) who pays a sum of \$250.00 during one fiscal year either in one or more installments towards the operations of the Association shall be a member(s) for life with all rights and privileges of member(s).
- b. **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 include spouse and children under 18.
- c. **Associate Membership (Senior Citizen/Student):** 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 is eligible to apply for a free Associate membership. Associate members are however not eligible to vote.

2. MEMBERSHIP

- a. Prospective members shall fill out a membership application stating name, address, occupation, and name of spouse, and 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. Admission shall be conducted in such manner and may be subject to such condition as the Board of Directors may determine.
- b. Members in good standing are eligible to vote, hold offices, and participate in all activities of the Association, except as described in the section 1(b) above (Associate members are not eligible to vote).
- c. Each member with paid membership dues for a calendar year shall be entitled to one vote in all matters coming before membership meetings.

- 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 including verbal/written warning, suspension, and termination of membership, to be decided by a two-third (2/3rd) majority of the voting UANA Board of Directors.

3. Membership Dues

Membership dues shall be determined by the Board of Directors. Dues shall be payable in advance at the beginning of each fiscal year. The fiscal year of the Association shall be August 31 to September 1. During the month of July, the treasurer shall send to each member a statement of his dues for the ensuing year.

4. Renewal of Membership

- a. Non payment of dues: Any member one month in arrears shall be dropped from the membership roll after sending two (2) reminders.
- b. 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.
- c. By Board action as detailed in 2 d above.

ARTICLE IV

Meetings

1. Annual Meetings

- a. The annual membership meeting of the Board of Directors, along with a General Body meeting (GBM) and all meetings of members shall be held on a date, time, and location set by a two-third (2/3rd) majority of the voting UANA 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 the Association 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 a majority of Board of Directors. Such special or ad-hoc meetings shall be held on a date, time, and location set by a two-third ($2/3^{\text{rd}}$) majority of the voting UANA Board of Directors

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/her 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 or ExCom (i.e., The President, Vice President, Secretary, and Treasurer; please see Articles VII and VIII) shall constitute a quorum for the transaction of business at any meeting, 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. The quorum requirements for the General Body Meeting (GBM) shall be 30% of the registered members on the record on the date when any resolution or a nomination for a vote is sent to the membership on the record.

3. Manner of Acting

The act 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 registered members of the Association on the record who are in good standing shall have the right to vote and seek election to the Board of Directors and ExCom.
2. Election may take place at the General body meeting as in Article IV, 1(a), or by mail, or by facsimile, or by electronic vote, or by proxy vote (only in case of genuine reasons). Only registered members on the record and those in good standing will be allowed to participate in the election.
3. In May, the Secretary of the Association will circulate a "Call for Nominations" along with a request for a brief biodata for all open positions. In the event, no nomination is received for an open position; the BOD will nominate an individual to fill that position. The nominations received along with the biodata shall be published and circulated approximately 30 days prior to the scheduled election date. All positions will be elected by a simple majority. New elected officers will be introduced at the General Body Meeting.

ARTICLE VI

Fiscal Matters

FISCAL MATTERS

1. The fiscal year of the Association shall be August 31 to September 1.
2. All funds of the Association shall be deposited 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 for over \$500.00 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 \$1000.00 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, not including ExCom shall be up to 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 current 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. The Board of Directors shall hold office for a staggered term of two (2), three (3), or five (5) 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/conflict resolution documents, by a two-third (2/3rd) majority of the voting UANA 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 or preferably be a life member in good standing.

- b. Must have been involved in the UANA activities, with demonstrated contributions as per the mission of the UANA at the regional or national level.
- c. Should be committed and willing to spare time to fulfill the tasks of the board as required, and commit to attend at least 50% of the Board meetings.

4. Chairman of Board

Chairman of the Board shall be elected by and from among the members of the Board by a majority vote. 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 two (2) years 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 or she 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

- a. Appointment of Committees and Advisors: 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 committees will report to the ExCom. To encourage participation of members in the governance of the association, the majority of members of non-Board committees should be drawn from the general membership.

Examples of various committees are as follows:

- Election/Nomination committee
- Membership committee
- Program committee
- Communication/e-media (includes Web Content and Patrika)
- Education Committee
- Youth Committee
- Public Relations committee
- Fund Raising/ Finance Committee
- Audit Committee
- Grievance committee
- Legal committee
- Children and welfare committee

In addition to the above committees, Board may appoint up to five Advisors to recognize the expertise and special skills from its membership based on demonstrated consistent contributions towards community building.

- b. Termination of Committees and Advisors: Any committee appointments or advisor appointment may be terminated by a majority vote of the voting Board of directors upon fifteen (15) days written notice to the appointee. The Board may appoint successor to those appointees whose services have been terminated.

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, and a Treasurer.

2. Election and Term of Office

The officers of the Association shall be elected as follows:

- a. ExCom for a term of two (2) years.
- b. Board of Directors: three (3) each for a staggered term of two (2), three (3), and five (5) years.

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 voting UANA Board of Directors for a serious violation of the Board policies, a pattern of violation of UANA code of ethics, and any act against the charter of the Association.

4. Vacancies

A vacancy in any office resulting from death, resignation, removal, disqualification, or otherwise may be filled by a majority of 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 day-to-day 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. President shall preside in all ExCom and General Body meetings.

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) prepare and keep the minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all meeting 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/her by the ExCom 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, maximum one (1) chapter per state. A reasonable number of members (about 20 to 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 and should be approved by the Association. The action of any chapter shall not bind the Association unless explicitly 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 who are UANA members in good standing shall be chosen by consensus in a local membership meeting in compliance with Article VII, 3, Qualifications. Any exception to qualifications in case of extraordinary circumstances shall be approved by the UANA board. All local activities will be planned and executed by the local chapters; however, the Local President shall communicate to 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. Annuling 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 a majority of the voting Board of Directors.

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.

Each member of the UANA board shall be are specifically held harmless and shall be indemnified by the UANA and its membership for actions taken in good faith on behalf of UANA and liability incurred as a result of their positions in the UANA. Expenses against which members of the UANA board may be indemnified hereunder can include but are not limited to the amount of any settlement of judgment, costs, counsel fees, fines, and related charges thereof.

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 and Policies

1. **Amendments**

The power to alter, amends, or repeal these Bylaws and to adopt new Bylaws is delegated to the Board of Directors. The by-laws may be amended by the affirmative vote of a two-third (2/3rd) majority of the members present satisfying quorum requirement at the general body meeting, or at the discretion of the BOD by a two-third (2/3rd) majority of the members who return ballots in a mail/electronic referendum.

2. Policies

The board at its discretion may adopt policies by a majority vote of the voting Board of Directors that all UANA members, ExCom, and Board of Directors shall adhere to and abide by.

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 Association. 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.

ARTICLE XVI

UANA Events and Convention

1. UANA Events

No events under any circumstances shall be deemed an UANA event unless approved explicitly in writing by the majority of the voting UANA Board of Directors such that the Association is in compliance with all the applicable rules and regulations.

2. UANA Convention

The Association shall invite proposal from its members on the record to host annual UANA convention. Such a proposal to host the annual UANA convention after a majority vote in favor by the voting board of directors shall be presented to the general body.

ARTICLE XVII

UANA Code of Ethics/Conflict Resolution

All association members, Board of Directors, and ExCom members shall abide by and adhere to newly created code of ethics/conduct and conflict resolution documents and policies. These policies specifically prohibit any communication with intentional personal attack using unprofessional,

derogatory, profane language, and false rumors. Any members found to violate these stated policies will be considered members 'not in good standing' and furthermore they may not be considered for future membership.

ARTICLE XVIII

1. Board of Directors, EXCOM, and members with access to confidential and privileged information about the association, and its members shall comply with privacy and confidentiality policies and treat all information responsibly and appropriately to the fullest extent possible by law.
2. Board of Directors and ExCom must ensure and respect the confidentiality of information known due to board service unless explicit written permission to release information has been obtained.

End of Bylaws

I hereby certify, as Secretary of UANA, that the foregoing are the Bylaws of the Association, as adopted on the 26th day of July 2008

Dr. Roop S. Bhakuni, Chairperson, UANA Board

Dr. Jagdish C. Bhandari, President, UANA

Ms. Runjhun Saklani, Secretary, UANA