

**BYLAWS
OF
INDO-AMERICAN SOCIETY OF NORTH CAROLINA**

ARTICLE I

Principal Office

1. Name. The name of this organization is **INDO-AMERICAN SOCIETY OF NORTH CAROLINA** ("IASNC").
2. Offices. The principal office of IASNC will be located such place as the Board of Directors may determine.

ARTICLE II

Purposes

The objects and purposes for which IASNC is formed are to support the Indian, South Asian and American community residing in Greensboro, North Carolina and the vicinity, and to support other individuals interested in learning the culture, traditions and arts of India. This includes promoting social learning, character building and personality development among youth and children, conducting charitable and educational inter-community support activities, promoting school-based volunteering activities and conducting Indo-American cultural, arts and sporting events. IASNC will have all the powers of corporations generally under the North Carolina Nonprofit Corporations Act.

ARTICLE III

Members and Meetings of Members

1. Membership. Membership in IASNC is open to all those who agree with the objectives of IASNC and pay the required membership dues, as further described below. Applications for any of the following membership categories must be submitted in writing to the Committee and must be accompanied by a full calendar year's membership dues. There will be three classes of membership: family membership, single membership and sponsor membership.
2. Dues. Annual dues are set by the Board of Directors. Dues must be paid annually before the first meeting attended by each member. There will be no partial year discount. There will be multiple classes of membership, each with different levels of dues. The dues are as follows: single membership - \$15; full-time student membership - \$5; family membership - \$30; sponsor membership - \$150. Changes to such dues will be set by a resolution of the Board of Directors. Family membership consists of husband, wife, and all dependent children under the age of 18. Single membership is for an individual over the age of eighteen years. Sponsors have

the same criteria as family members. In addition, Sponsors will be admitted free to all the programs.

3. Rights of Members. Each member of IASNC has the right to cast a vote on a slate of candidates for the Executive Committee as presented by the Board of Directors. Individuals holding single memberships will be entitled to one (1) vote per membership. Family and sponsor members will be entitled to two (2) votes per membership. The members have no other voting rights. The right of a member to vote ceases on the termination of membership.

4. Denial of Membership. The Board reserves the right to deny membership to anyone based on the history of the applicant and best interests of IASNC.

5. Annual Meetings. The annual meeting of the members of IASNC will be held in November or December of each year, on a date to be determined by the Board of Directors, for the purpose of electing directors and transacting such other business as may properly come before the meeting.

6. Special Meetings. Special meetings of the members may be called at any time by the President, and must be noticed by the Secretary at the written request of a majority of the Board of Directors, or by the written request of forty percent (40%) of the members of IASNC.

7. Place of Meetings. All meetings of members will be held at such place as the Board of Directors may select, which will be designated in the notice of such meetings.

8. Notice of Meetings. Notice of the annual, or any special meeting of members, stating the purpose or purposes of the meeting and the time and place where it is to be held, must be sent by mail or electronic transmission, not less than ten days nor more than thirty days before the meeting to each member entitled to vote at such meeting.

9. Quorum. At any meeting of members of IASNC, quorum (except as otherwise provided by law) will be the presence in person of (a) at least twenty percent (20%) of the members entitled to vote at such meeting or votes done by mail or electronic ballot; or (b) 15 members; whichever is less.

10. Voting. Except as otherwise provided in the Bylaws, the majority vote of all of the members present in person and entitled to vote at a meeting of members with respect to a matter brought before such meeting will be necessary to decide such matter.

ARTICLE IV

Directors

1. General Powers. The Board of Directors of IASNC will focus on strategic management. Unless indicated otherwise, "Board of Directors" means the Board of Directors of IASNC.

2. Number and Qualification. The new members of the Board of Directors will be elected by the incumbent Board of Directors at its annual meeting in October-December of each year. If there is a tie vote, the selections shall be decided by the Chairman of the Board. Nominations for the two new Board members every year will be requested from current Board members, at least one month before the Board elections. The number of directors will be six (6). The number of directors may be changed from time to time by amendment to these Bylaws, provided that no decrease in the number will have the effect of shortening the term of any incumbent director. Directors of IASNC need not be residents of the State of North Carolina. The President will serve as an *ex-officio*, non-voting member of the Board of Directors. The outgoing President may be elected by a majority of the current members of the Board of Directors to serve as an *ex-officio* member of the Board of Directors for a term of one (1) year. Any candidate for the Board must have at least two years of experience serving the community, unless the Board makes an exception.

3. Terms. Each director will serve until the director resigns, dies, is removed, replaced or is otherwise unable to serve. In the event of a vacancy, a replacement director will serve the remaining term of the director being replaced, and this will not be counted as his initial term. Initially in the first year, two members will be appointed by the founders for a one-year term, two members for a two-year term, and two members for a three-year term. In October-December of each year, two members will be elected by the existing board members who will serve a term of three years. If there is tie vote, the election shall be decided by the Chairman of the Board. Nominations for Board members will be requested from the General Body at least one month before the Board elections. The Board members shall elect a Chairperson and a Secretary at the annual meeting for a two year term. The General Body, the Executive Committee, or any members of the General Body shall not have any voting power to elect or reject any members of the Board. Only the members of the Board have the authority to elect or reject new members to the Board.

4. Initial Directors. The initial board of directors will be the individuals named in the resolution authorizing the adoption of these Bylaws. They will serve until the Board of Directors, at its next regularly scheduled annual meeting, conducts elections to be held in accordance with these Bylaws.

5. Removal. Any elected director that does not serve the best interest of IASNC may be removed, with cause, by the vote of a majority of all of the Board of Directors then in office.

6. Vacancies. Vacancies occurring in the Board of Directors may be filled upon the vote of a majority of all of the Board of Directors then in office.

7. Compensation. Directors will not be compensated for their services as such, but the Board of Directors may provide for the payment of expenses which are incurred by directors in connection with the performance of their duties.

8. Duties of the Board of Directors. Maintain control over the financial assets, physical assets and intellectual assets (e.g., web site, emails, data bases) of IASNC. Ensure the

proper handover of IASNC's financial accounts, meeting minutes, physical assets, intellectual assets (e.g., web site, emails, data bases) and all other records from the outgoing to the incoming Executive Committee. Ensure that the Executive Committee acts in accordance with the Constitution and the By-laws and in the best interests of IASNC. If the Board finds any violations, it shall take the necessary action to remedy the situation, including the removal of any Executive Committee members. Conduct the affairs of IASNC in the absence of an Executive Committee. Conduct elections in October-December for next year's Executive committee. Nominations for all positions will be invited at least one month before the date of the election. If there are not multiple candidates for any position, the election can be conducted by a voice vote. Ensure that the fiscal policies of the IASNC are being adhered to. Any purchases by the Executive Committee exceeding \$500 must be approved by the Board. Arrange for the auditing of financial accounts and publish it annually as public information. Auditing shall be conducted of the Treasurer's report at the end of the year and an audited report provided at the General Body meeting. Provide support and encourage IASNC's fund raising programs. Approve or disapprove candidates to serve on the Executive Committee in any capacity based on their history and best interests of IASNC.

ARTICLE V

Meetings of Directors

1. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of North Carolina, for the holding of its annual meeting and any regularly scheduled meetings. The annual meeting will be held at a time and place to be determined by the Board of Directors, and will be held each year at such time as the Board of Directors may fix, for the purpose of electing directors and officers and for the transaction of other business. The Board of Directors will also conduct regular meetings at least four (4) times per year, in March, June, September and December of each year. Meetings of the Board of Directors may be called by or at the request of the Chair or a majority of the directors.

2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or a majority of directors, or, in the case of a committee meeting, by the chair of the committee. Such meetings may be held within or without the State of North Carolina, and should include an agenda and purpose of the meeting.

3. Notice of Meetings. Annual, regular and special meetings of the Board of Directors may be held with two (2) days prior notice. Notice under this provision may be given by any usual means of communication, including without limitation, personal notice, written notice and electronically communicated notices. Such notice need not specify the purpose for which the meeting is called.

4. Waiver of Notice. Any director may waive any required notice before or after the date and time stated in the notice. Attendance at or participation by a director in a meeting will constitute a waiver of notice of such meeting, unless the director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5. Quorum. A simple majority of the directors in office will constitute a quorum for the transaction of business at a board meeting of the Board of Directors. A majority of the members of a committee of the Board of Directors constitute a quorum for the transaction of business at a meeting of the committee.

6. Manner of Acting. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

7. Conflict of Interest Transactions.

A. Definition: “Conflict of interest transaction” means any transaction in which a director has a direct interest or an indirect interest. A director has a direct interest in a transaction if the director or a member of the director’s immediate family has either a material financial interest in the transaction or a relationship with the other parties to the transaction that might reasonably be expected to affect his or her judgment. A director has an indirect interest in a transaction if either (i) another entity in which the director has a material financial interest or in which the director is a general partner is a party to the transaction, or (ii) another entity of which the director is also a director or is an officer or trustee is a party to the transaction and the transaction is of sufficient importance that it should be considered by the Board of Directors.

B. Special Requirements: A conflict of interest transaction is not voidable by IASNC solely because of a director’s interest in the transaction if (1) the material facts of the transaction and the director’s interest were disclosed or known to the Board of Directors or a committee of the Board and the Board or Committee authorized, approved or ratified the transaction, or (2) the transaction was fair to IASNC.

C. Disclosure: A director who has a direct or indirect interest in any transaction presented to the Board of Directors or any committee of the Board must disclose his or her interest.

D. Approval: A conflict of interest transaction must be authorized, approved or ratified by the affirmative vote of a majority of the directors (not less than two) on the Board of Directors (or the appropriate committee) who have no direct or indirect interest in the transaction and to whom the material facts of the transaction and of any director’s interest in the transaction were disclosed or known. If a majority of the directors, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction, a quorum is present for the purpose of taking such action. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction does not affect the validity of any action taken in accordance with this paragraph.

8. Presumption of Assent. A director of IASNC who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken will be deemed to have assented to the action taken unless the director objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting, the

director's dissent or abstention from the action is entered in the minutes of the meeting, or the director files written notice of dissent or abstention with the presiding officer of the meeting before its adjournment or with IASNC immediately after the adjournment of the meeting. The right of dissent or abstention is not available to a director who voted in favor of the action taken.

9. Attendance by Telephone or Video Conference. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

10. Informal Action by Directors. Action taken without a meeting is nevertheless Board action if written consent to the action in question, describing the action taken, is signed by all the directors and filed with the minutes of the proceedings of the Board or filed with the corporate records, whether done before or after the action so taken. Such action will be effective when the last director signs the consent, unless the consent specifies a different effective date. Consent may be given in writing or by electronic communication.

11. Resignation. Any Director may resign at any time by delivering written notice to the President or the Secretary at the registered office of the corporation, or by giving oral or written notice at any meeting of the Directors. Any such resignation will take effect at the time specified, or if the time is not specified, upon delivery and, unless otherwise specified, the acceptance of such resignation will not be necessary to make it effective.

ARTICLE VI

Duties of the Executive Committee

1. Executive Committee. The Executive Committee will handle operational management activities. It will consist of the President, Vice President, Secretary, Treasurer, the Communications Director and such other committee members as are appointed by the President. The members of the Executive Committee will serve for a term equal to one calendar year (i.e. January 1 to December 31).

The members of the Executive Committee will be elected by majority vote of the membership. Elections will be held if there are multiple candidates for any position. Elections will be conducted during the membership meeting held in November or December, at the discretion of the Board of Directors. The Board of Directors has the right to disqualify, in the Board's discretion, any individual running for election if the Board of Directors determines that such individual has not served the best interests of IASNC or will not do so in the future. Such disqualification may occur only upon the vote of a majority of the members of the Board of Directors.

2. President. The President shall have the authority to appoint subcommittees as and when required without the consent of the General Body to achieve the goals of IASNC. The President shall present the State of IASNC to the Board by November. The Board can call a

follow-up meeting as necessary. The President shall have signing authority on all checks written on behalf of IASNC.

3. Vice President. The vice-President shall perform the duties of the President in his/her absence or inability to act. Shall become the President should that office become vacant for any reason.

4. Treasurer. The Treasurer shall provide the financial status of IASNC, prepare budgets and maintain accurate and up-to-date records of financial transactions of IASNC. The Treasurer shall have the signing authority and responsibility for all checks issued and deposits to the bank. The Treasurer shall provide an accurate audited report of the financial transactions during the year the committee and the Board.

5. Secretary. The secretary will keep records of the meeting minutes of the Executive Committee and will provide any support function as required by the President and/or Executive committee in the organization of the programs of IASNC.

6. Communications Director. The communications director shall be responsible for all communication (email or otherwise) to the general membership and the community. The communications director shall create and maintain the web site of IASNC.

7. Other Officers. The Executive Committee may appoint other officers for additional duties such as Social Director, Cultural Director, Youth Director, and Sports Director. These officers must be approved by the Board.

8. Election of the Executive Committee. The term of the Executive Committee will be one calendar Year (i.e. January 1 to December 31). The President shall not run for elections for more than two one-year terms. Nominations for Executive Committee positions will be requested from the General Body at least one month before the elections. Election for the Executive Committee will be held if there are multiple candidates for any position during a General Body meeting in November/December. This election will be organized and conducted by the Board. The current Executive committee will provide logistical support in conducting this meeting. The Board reserves the right to disqualify any individual from running in the election if they determine that the individual has not served the best interests of IASNC or will not do so in the future. The Board may disqualify any individual with a majority vote. Members of the Executive Committee will be elected by a simple majority of the members present at the annual General Body meeting. All members of IASNC who are in good standing are eligible to vote (one vote for a single member and two votes for family member). The election will be conducted by representatives selected by the Board and the results provided to the Chairperson of the Board who will announce it to the membership. A vacancy created by an executive committee member's resignation shall be filled by the President after approval by the Executive Committee and the Board.

ARTICLE VII

Indemnification

1. Extent. In addition to the indemnification otherwise provided by law, IASNC must indemnify and hold harmless its directors and officers against liability and expenses, including reasonable attorneys' fees, incurred in connection with any action, suit, proceeding or claim arising out of their status as directors or officers or their activities in any of such capabilities or in any capacity in which any of them is or was serving, at IASNC's request, in another corporation, company, joint venture, trust or other enterprise; provided, however, that IASNC will not indemnify a director or officer against any liability or litigation expense that the director or officer may incur on account of activities that at the time taken were believed or known (or reasonably should have been known) by the director or officer to be clearly in conflict with the best interests of IASNC or if the director or officer received an improper personal benefit. IASNC must also indemnify a director or officer for reasonable costs, expenses and attorneys' fees in connection with the enforcement of rights to indemnification granted herein, if it is determined in accordance with Section 2 of this Article that the director or officer is entitled to indemnification.

2. Determination. Indemnification under Section 1 of this Article must be paid by IASNC with respect to any action, suit, proceeding or claim only after a determination that the liability and/or litigation expenses for which indemnification is sought (a) were not incurred on account of activities which at the time taken were believed or known (or reasonably should have been known) by the person seeking indemnification to be clearly in conflict with the best interests of IASNC and (b) did not involve any transaction from which the person seeking indemnification derived an improper personal benefit. Such determination will be made (i) by the affirmative vote of a majority (but not less than two) of the directors who were not parties to the action, suit or proceeding or against whom the claim was not asserted ("disinterested directors") even though less than a quorum, (ii) by independent legal counsel in a written opinion, or (iii) by a court of competent jurisdiction.

3. Advanced Expenses. Expenses incurred by a director or officer in defending any action, suit, proceeding or claim may upon approval of a majority (but not less than two) of the disinterested directors, even though less than a quorum, or, if there are less than two disinterested directors, upon unanimous approval of the Board of Directors, be paid by IASNC in advance of the final disposition of such action, suit, proceeding or claim upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it ultimately be determined that the director or officer is entitled to be indemnified against such expenses by IASNC.

4. Reliance and Consideration. Any director or officer who at any time after the adoption of this Article VII series or has served in any of the aforesaid capacities for or on behalf of IASNC will be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right will inure to the benefit of the legal representatives of any such person and will not be exclusive of any other rights to which such person may be entitled apart from the provision of this Article VII. No amendment, modification or repeal of this Article VII will adversely affect the right of any director or officer to

indemnification with respect to any activities occurring prior to the time of such amendment, modification or repeal.

5. Insurance. IASNC may purchase and maintain insurance on behalf of its directors, officers, employees and agents and those persons who served or were serving at the request of IASNC as a director, officer, partner, trustee, employee, or agent of, or in some other capacity in, another corporation, limited liability company, joint venture, trust, employee benefit plan, or other enterprise against any liability asserted against or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not IASNC would have the power to indemnify against such liability under the provisions of this Article VII or otherwise. Any full or partial payment made by an insurance company under any insurance policy covering any director, officer, employee or agent made to or on behalf of a person entitled to indemnification under this Article VII will relieve IASNC of its liability for indemnification provided for in this Article VII or otherwise to the extent of such payment, and no insurer will have a right of subrogation against IASNC with respect to such payment.

ARTICLE VIII

General Provisions

1. Management of Corporate Funds. No funds received by donation, bequest or any other means may be diverted from the use specified by the donor, testator or testatrix unless said use is contrary to or in conflict with the purposes of IASNC. No funds may be used for any purpose other than to effect the purposes of IASNC. IASNC will designate a depository and establish policies on deposits and withdrawals of funds from such accounts by resolution at its initial meeting. Until the initial meeting is held, the President or Secretary of IASNC is authorized to establish an account with a bank or depository, with all funds of IASNC deposited in the name of "INDO-AMERICAN SOCIETY OF NORTH CAROLINA." Withdrawals from such accounts will be made only by check or similar order signed by the President, Secretary and any other individuals as designated by the board of directors.

2. Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of IASNC may take any action or carry any activity by or on behalf of IASNC not permitted to be taken or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist, or as they may hereafter be amended.

3. Fiscal Year. Unless otherwise ordered by the Board of Directors, the fiscal year of IASNC will be from January 1 to December 31.

4. Amendments. These Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of two-thirds (2/3) all members in good-standing. Such vote must take place at a meeting of all members, and notice of such meeting must be provided no less than one month and no more than two months in advance of the meeting. The notice must include a copy of the proposed amendment.

5. No Personal Liability. No director or officer of IASNC will be liable or responsible for the debts or obligations of IASNC.

6. Non-Discrimination. IASNC will operate entirely on a non-discriminatory basis with respect to age, sex, sexual orientation, race, religion, and national origin. This policy will apply to membership, boards, committees, staff, and services.

7. Rules of Procedure. The rules of procedure at meetings of the Board and committees of the Board will be rules contained in Robert's Rule of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with these Bylaws, the Articles of Incorporation or any resolution of the Board.

Adopted as of May 11, 2014