

**BYLAWS**  
**OF THE**  
**UTTARAKHAND FOUNDATION**  
**AS AMENDED**  
**VIA AMENDMENT 1**

**A Virginia Non-Stock Corporation**

**ARTICLE I: NAME**

**I. Name**

The name of this corporation is Uttarakhand Foundation, Incorporated (hereinafter referred to as the "Foundation"). The form of the Foundation shall be that of a non-stock corporation, incorporated under the laws of the Commonwealth of Virginia. From time to time, the Foundation will do business as the Uttaranchal Association of North America ("UANA"). This DBA is filed with the Office of the Clerk, Commonwealth of Virginia.

**ARTICLE II: OFFICES**

**II. Offices**

**a. Principal Office**

The principal office for the transaction of the activities of the Foundation is located at 5641 Burke Center Parkway, Suite 201, Burke, VA 22015. The Foundation's Board of Directors may change the location of the principal office at any time. Any change of this location shall be made through an amendment to these Bylaws.

**b. Other Offices**

The Board of Directors may at any time establish branch or subordinate offices at any place or places within the Commonwealth of Virginia or where the Foundation is qualified to conduct its activities.

**ARTICLE III: PURPOSES AND OBJECTIVES**

**III. Purposes and Objectives**

**a. Purposes**

The Foundation is a non-profit corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

**b. Objectives**

Uttarakhand is a state in the northern part of the Republic of India. The Foundation seeks to organize charitable and educational activities promoting the concerns and well-being of the Uttarakhand region of India, as well as Uttarakhand communities in the United States of America. The Foundation's objectives are to promote self-development in communities in Uttarakhand through improvement in functional literacy, development education, empowerment education and health care education. The Foundation also seeks the development of sustainable agricultural programs in rural Uttarakhand. Finally, the Uttarakhand Foundation seeks to organize social, cultural and educational activities and sponsor/participate in such other programs as may be of general interest to its members.

**c. Non-Stock Corporation**

The Foundation is a non-stock corporation in compliance with The Code of Virginia, Title 13.1, Chapter 10. The Foundation therefore is a non-profit public benefit corporation and is not organized for the private gain of any person.

**d. Tax Exempt Status**

The Foundation is a tax-exempt status organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these bylaws, the Foundation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Foundation.

**ARTICLE IV: BOARD OF DIRECTORS**

**IV. Board of Directors**

**a. Powers**

The business and affairs of the Foundation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

**b. Number**

There are five (5) Initial Directors of the Foundation. The number of Directors of the Foundation shall be up to fifteen (15), or such other number, not less than five (5), as may be specified in an amendment to this provision of the bylaws. Pursuant to the Articles of Incorporation, Directors shall be appointed by a unanimous vote of the Board of Directors.

**c. Officers**

The Board of Directors shall, at all times, have a sitting Chairman, Deputy Chairman, Treasurer and Secretary. No two positions can be occupied by a single Officer. In the event of an unforeseen vacancy the remaining officers can perform the duties of the vacant role as described in Section 4.5 of these bylaws.

**d. Responsibilities of the Officers**

**i. Chairman**

Subject to such supervisory powers as may be given by the Board of Directors, the Chairman generally supervises, directs and controls the business and the Officers of the Foundation. The Chairman shall preside at all meetings of the Board of Directors. The Chairman shall have such other powers and duties as may be prescribed by the Board of Directors or the bylaws

**ii. Deputy Chairman**

In the absence or disability of the Chairman, the Deputy Chairman shall perform all the duties of the Chairman and when so acting shall have all the powers of and be subject to all the restrictions upon the Chairman.

**iii. Treasurer**

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Foundation; (b) receive and give receipts for moneys due and payable to the Foundation from any source whatsoever; (c) deposit all such moneys in the name of the Foundation in the banks, trust companies, or other depositories as shall be selected by the Board of Directors; d) file IRS forms as and when required; and (e) 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 Chairman or by the Board of Directors.

**iv. Secretary**

The Secretary shall: (a) prepare and keep the minutes of the Board of Directors' meetings in one or more books (or other methods of storage) provided for that purpose; (b) be custodian of the corporate records of the Foundation; and (c) 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 Chairman or by the Board of Directors.

**e. Election and Term of Office for a Non-Vacant Seat**

**i. Election of Director**

Except for Directors appointed under Section 4.6 of these Bylaws, Directors shall be appointed by a unanimous vote of the Board of Directors.

**ii. Nomination to Serve as Director**

Nominations for the Board of Directors shall come from any sitting Director. A nominee must accept nomination prior to a vote to decide election. A sitting Director is permitted to nominate himself to serve as a Director.

**iii. Term of Office**

The Chairman and all other directors shall hold office for a three (3) year term.

**f. Vacancies**

Vacancies in the Board of Directors may result from either death, resignation or removal. Any vacancy occurring in the Board of Directors may be filled by the approval of at least 51% of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman, the Deputy Chairman or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a Director is effective at a future time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective. No Director may resign when the Foundation would then be left without a duly elected Director or Directors in charge of its affairs.

Any Director may be removed by a unanimous vote of the Board of Directors for any reason whatsoever.

**g. Manner of Acting**

The act of the Directors present (or have noted a proxy) at a meeting at which quorum is present shall be the act of the Board of Directors. An act by the Board of Directors requires approval by a majority of the Directors present (or have noted a proxy) at a meeting at which quorum is present.

**h. Voting by Proxies**

Voting by proxy will be accepted for Directors designating a proxy only with written consent verified at the meeting and presented to the Board.

**i. Committees**

The Board of Directors may, by resolution adopted by a majority of the Directors then in office designate one or more committees, each consisting of at least one Director and general members to serve specific tasks. The Chairman of the Board of Directors will appoint the chair of the committee and specify the charge for the committee. A general member of the organization can be appointed to serve as chair. The Board of Directors may, also by majority vote, terminate a committee.

**ARTICLE V: MEMBERSHIP**

**V. Membership**

**a. General Membership**

Any person who is 18 years of age or over and subscribes to the purposes of the Foundation shall be a General Member. Such person should be a member in good standing and hereinafter referred to as a “General Member.” General Members are eligible to vote, hold office and participate in all activities of the Foundation to the extent permitted by the Board of Directors

**b. Youth Membership**

Any person who is under the age of 18 and subscribes to the purposes of the Foundation shall be a Youth Member. Such person should be a member in good standing and hereinafter referred to as a “Youth Member.”

**c. Prospective members**

Prospective members shall fill out a membership application and submit to the Board of Directors for approval. The approval of the application requires approval by at least 51% of the Board of Directors.

**d. Fees**

The Foundation shall not charge a membership fee.

**ARTICLE VI: MEETINGS**

**VI. Meetings**

**a. Annual Meeting**

The Board of Directors shall hold a regular annual meeting for the purpose of organization and the transaction of other business. If the annual meeting includes matters on which a vote of the General Members is required, notice of such vote must be provided to the General Membership within a reasonable time period before the

vote. The annual meeting shall include the following in the order of business to the extent applicable:

- Reading, correction and adoption of minutes
- Resolutions and orders
- Reports of officers
- Reports of committees
- Presentation and adoption of annual budget
- Presentation and adoption of the annual audit report
- Unfinished (old) business
- New business
- Elections
- Adjournment

**b. Other Regular Meetings**

Other regular meetings of the Board of Directors shall be held at such time as shall from time to time be fixed by the Board of Directors.

**c. Action Without Meeting**

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as any other act of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

**d. Quorum**

A majority of the number of Board of Directors 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.

**e. All Directors are expected to attend board meetings**

Attending meetings is a commitment made by each board official prior to accepting his/her nomination. If a board official has two un-notified absences in a row; or three notified absences in a row; the Chairman or Deputy Chairman will contact the board member to discuss the problem and if required, provide recommendation to the board to find a replacement.

**ARTICLE VII: FISCAL MATTERS**

**VII. Fiscal Matters**

- a.** The fiscal year of the Foundation shall be July 1 to June 31.

- b. All funds of the Foundation shall be deposited in a chartered bank approved by the Board of Directors.
- c. The Foundation may maintain separate accounts with one or more banks.
- d. All monetary transactions shall be made in the name of the Foundation. The Treasurer shall sign all checks as well as all slips issued for drawing funds.
- e. The accounts of the Foundation 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 Meeting.
- f. The audit requirements can be waived by a unanimous vote of the Board of Directors.
- g. All fiscal decisions shall require the majority of the Board of Directors.

#### **ARTICLE VIII: INDEMNIFICATION OF DIRECTORS AND OTHER AGENTS**

##### **VIII. Indemnification of Directors and Other Agents**

- a. The Foundation shall indemnify its past and present Directors and agents to the fullest extent possible.
- b. Each Director shall be specifically held harmless and shall be indemnified by the Foundation for actions taken in good faith on behalf of the Foundation and liability incurred as a result of their position in the Foundation. Expenses against which Directors of the Foundation 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.
- c. The indemnification provided by this Article shall not apply to any indemnified party whose otherwise indemnified conduct is finally determined to have been in bad faith, self-dealing, gross negligence, wanton or with willful disregard of applicable laws, rules and regulations of the Foundation, or who is convicted of a crime (including felony, misdemeanor and lesser crimes) or found liable in a civil proceeding (including negligent and intentional acts, and breaches of contract).

#### **ARTICLE IX: RECORDS AND REPORTS**

##### **IX. Records and Reports**

The Foundation shall keep:

- Adequate and correct books and records of account;
- Minutes in written form of the proceedings of its Board and Committees;
- A record of its Directors, giving their name, address, and term start and end dates

All such records shall be kept at the Foundation's principal office or such other place as the Board of Directors may direct.

#### **ARTICLE X: AMENDMENTS**

##### **X. Amendments**

The power to amend or repeal these Bylaws is delegated to the Board of Directors. The Bylaws may be amended by the affirmative vote of at least 51% of the Board of Directors.

#### **ARTICLE XI: DISSOLUTION**

##### **XI. Dissolution**

The Foundation may be dissolved upon a unanimous vote of the Board of Directors. The net assets of the Foundation shall not inure to the benefit of any private individual, unincorporated organization or corporation, including any Director of the Foundation.

#### **ARTICLE XII: LOCAL CHAPTERS**

##### **XII. Local Chapters**

The Foundation 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 are needed to form a chapter. The chapters may work under the Foundation bylaws, or the members of the chapter may develop a set of bylaws which are consistent with the Foundation's bylaws and should be approved by the Foundation. The action of any chapter shall not bind the Foundation unless explicitly sanctioned by the Foundation.

The prospective chapter must petition the 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 Foundation. 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 until the Chapter is decommissioned.

As long as the Chapter activities are consistent with its bylaws, the Foundation's bylaws and Articles of Incorporation, the chapter shall be in "good standing." A local chapter that does not act in keeping with the mission statement, principles,



Membership Pledge, or bylaws of the Foundation may be annulled by action of a majority of the voting Board of Directors.