

The constitution of IACA as amended on July 20, 2003.

ARTICLES OF INCORPORATION

I. The name of the Corporation is "India - American Cultural Association, Inc."

II. The Corporation shall have perpetual duration.

III. The Corporation is organized for the following purposes:

(a) To promote and foster goodwill between the people of United States and the people of India through cultural and educational exchanges;

(b) To provide a nucleus for the fellowship and exchange of ideas between the Indian Community in the United States, especially in the Southern United States;

(c) To provide and secure means from among the members of the Association, and other resources for educational and socio-medical needs for the needy and deserving people of India at an individual level.

IV. The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any director or any other individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes of for which the Corporation is organized. The Corporation shall never engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office. nor shall any part of its property or any part of the income therefrom be devoted to such purposes.

V. The Corporation shall have power to enter into any contract of guaranty, suretyship or endorsement whether or not the Corporation has a direct interest in the subject matter of the contract guaranteed, and shall have the power to make any purely accommodation guaranty, endorsement or contract of suretyship.

VI. The membership of the Association shall be open to all those who subscribe to its purposes as listed in Article III. Such members shall constitute the general body of the association.

VII. The general body of the Association shall elect an executive committee consisting of a president, two vice-presidents, a secretary, and a treasurer. This executive committee shall conduct the day to day affairs of the association with the advice and consent of the Board of Directors.

VIII. The Board of Directors shall consist of twelve(12) members in addition to the president, who shall be an exofficio member during the term of his office. They shall be elected by the general body of the Association.

IX. The Board of Directors shall be responsible for defining the goals and policies of the Association and the executive committee shall be responsible for implementing such goals and policies.

The Board of Directors shall also provide leadership to the Association in case the executive committee becomes inoperative and unable to function effectively for any reason, and shall also function to ensure proper transition of authority to a new executive elected by the general body.

X. The Corporation shall have the power to appoint a fiscal agent, which may be a bank or a trust company, and may delegate to such agent the care and management, investment and reinvestment of funds, and the maintenance of its books and records and may pay such agent compensation as may be agreed upon by the Board of Directors.

XI. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(C) (3) and 170 (C) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future internal Revenue Code, or Federal, State, or Local government for exclusive public purpose.

XII. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) corporation exempt from Federal Income tax under section 501 (C) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

BY-LAWS GOVERNING THE BOARD OF DIRECTORS

1 The Board shall meet at least once every two months. All its meetings shall be governed by procedures contained in Robert's Rules of Order. A schedule of meetings for the calendar year will be agreed upon at the first meeting.

The Board shall elect a chairperson and a vice-chairperson at its first meeting for the new term not later than January 31. The Board meetings shall be presided by the chairperson. The vice-chairperson shall conduct the Board meetings in the absence of the

chairperson. In the absence of both the chairperson and vice chairperson, the President shall conduct the meeting. The tenure of the chairperson and vice chairperson shall be the calendar year for which they are elected.

3. Any member of the Board can ask for a meeting by requesting the chairperson, who shall review the need for such a meeting and arrange accordingly. However, if a majority requests, the meeting shall take place. The chairperson can call the meeting any time. If an emergency meeting were to be called, its decisions must be ratified in the next regularly scheduled meeting.

4. The term of office of a member of the Board is three years.

5. When an existing Director vacates his or her office before his or her term expires, the chairperson shall fill the vacancy for the remaining part of the calendar year by nominating another member of IACA with the consent of the Board. Any director who is absent for three consecutive regularly scheduled Board meetings without an acceptable written excuse given to the chairperson shall forfeit his/her seat on the Board. If such a vacancy is created by the absence of a director representing an association membership, it shall be filled by the association with a new nominee.

6. Decisions are made by simple majority rule. There must be at least seven directors present to constitute a quorum for the Board meetings.

7. A director should be a resident of Georgia and a continuing member of IACA for three consecutive preceding years. Every director shall pay his/her dues to IACA before the first board meeting for the calendar year.

8. In the event of situations requiring decisions that fall under the category covered by Article XI, the Board shall call for a meeting of all the life members, who continue to be residents of Georgia. An advance written notice of four weeks is necessary to hold such a meeting. Fifty-one percent of the life membership shall constitute a quorum. A sixty- percent majority of those who are present is required for a decision.

In case of disposal or acquisition of major assets, such as buildings and land, of value greater than \$100,000, or major renovations, such as construction of new building that is going to require funds greater than \$100,000, the Board shall call for a meeting of all the life members, for making the decision.

An advance written notice of two weeks is necessary to hold such a meeting. Thirty percent of the life membership shall constitute a quorum. A sixty- percent majority of those who are present is required for a decision.

If there is no quorum present at the first meeting of the life members, a second meeting shall take place with same agenda with two weeks advance notice. The quorum for the second meeting shall be 25% of the life membership. The second meeting shall be called within six weeks. A sixty- percent majority of those who are present is required for a decision. If the meetings of the life members cannot take place for lack of quorum, the Board of Directors shall make a decision with two-thirds majority.

9. The Board of Directors shall appoint policy-making committees whenever it is necessary. The duration and specific assignment for such committees shall be clearly defined by the Board at the time of the formation of the committee. The committee shall be chaired by a person nominated by the Board. The committee is directly responsible to the Board and shall submit its report to the Board. In addition the formation of the following committees is the responsibility of the Board: finance review committee, election committee, nominating committee, bylaw committee, legal advise committee, India Center Committee, scholarship committee and religious committee. These committees shall consist of a minimum of three members of IACA.

BY-LAWS GOVERNING THE CONDUCT OF THE GENERAL BODY AND THE EXECUTIVE COMMITTEE

Section I: Membership

a) The membership of the association shall be open to all adults (18 years and older) who subscribe to the purposes specified in article III of the Articles of Incorporation and who are residents of Georgia. Such members constitute the general body. There shall be no upper limit to the number of members of the association

The membership must be obtained by an adult by signing a membership application form, paying the dues and providing proof of legal residence in the state of Georgia, such as driver's license, state income tax return, voter registration card or Georgia State ID card.

b) Every member is at liberty to attend any of the activities of the association as well as the business meetings.

c) It is the responsibility of each member to renew his membership at the start of each fiscal year, which is the calendar year, by paying full dues then in effect. There shall be four categories of membership: Life(Individual/Family), Regular (Individual/Family), Student and Association. The membership dues shall be remitted to the treasurer of the Association. The Board of Directors will decide the membership dues.

A member in good standing in a calendar year is one who paid his/her dues before 6:00 P.M. on August 31 of that calendar year to the chairperson of the membership committee. Student is any person taking twelve-semester hours of course work or equivalent quarter hours(15) in a state chartered post secondary college or university. All adult members of a Family shall receive all the benefits of the membership except as limited by bylaw Section III(a) below. A life member is in good standing as soon as the payment of his/her dues is certified.

d) In addition to the above three categories of membership, there shall be an Association membership which is open to any non-profit, Indian-American community association, which is registered in the state of Georgia and has the tax exemption status granted by the Internal Revenue Service. The association must subscribe to the goals of IACA.

The Association membership must be approved by the Board of Directors of IACA after reviewing the membership application.

The dues for the Association membership shall be defined by the Board of Directors. Each member association shall send one of their duly elected representatives to be a Director on the Board of Directors of IACA. These Directors shall be in addition to those defined in Article VIII. The term of these Directors shall be the same as the term of the membership of their respective associations. In addition, each member association shall send not more than three delegates to the General Body of IACA.

e) A membership committee headed by a chairperson who is appointed by the President in the beginning of each calendar year shall screen all the new membership applications.

The committee is responsible to maintain a membership list based on the date of joining and shall present it to the board every month.

Section II: Officers and their duties

a) There shall be an executive committee of officers consisting of a president, an executive vice-president, a vice-president, a treasurer, and a secretary.

b) Each officer shall hold office for the term of one year and must be a member in good standing during the term of his office.

c) The president must have at least one year of previous experience as an elected officer of IACA or any other organization exempt under 501(c)(3). The president should be a resident of Georgia and a continuing member of IACA for three consecutive preceding years.

The President shall be responsible for conducting the affairs of the Association. In his absence the executive vice-president shall be responsible. In the absence of the president and both the vice-presidents, the chairperson of the Board of Directors shall be responsible.

d) The president shall appoint Program Directors who will plan and execute various activities such as cultural affairs, educational programs, entertainment activities and communications. He/she shall also appoint ad-hoc committees as he/she sees fit. The program directors and the committees are responsible directly to the president and report to him/her and their tenure ends at the end of the President's term. The president shall be an ex-officio member of all the committees, except those where conflict of interest as determined by the Board, exists.

The president shall appoint the membership committee, the Festival of India Committee, the temple committee and any other religious committee if required within six weeks after assuming his/her office.

e) The vice-presidents shall perform all duties assigned to them by the president.

f) The secretary shall maintain records and keep minutes of the meetings of the Executive committee, the Board of Directors and the General Body.

g) The treasurer shall be responsible to keep the financial records of the association, handle the bank accounts and collect the membership dues. The treasurer shall also maintain an up-to-date roster of the membership.

Section III: Election of the officers

(a) The officers of the Association shall be elected at the general body meeting of the members of the Association. This meeting shall be chaired by the chairperson of the Board of Directors. If the chairperson is incapacitated or physically moved away from the Atlanta area, the outgoing president shall chair the meeting. Each individual member in good standing shall have one vote. In case of Life or Regular Family memberships, there will be two votes, one for the head of the family and one for the spouse. In case of divorced or legally separated families, the voting rights shall remain with the original partners unless advised otherwise by them in writing with mutual consent.

b) A nominating committee consisting of three members, appointed by the Board of Directors by September 30, shall seek and propose the candidates for election to all the offices that fall vacant. Nominations can also be made by any member in good standing of the Association by writing to the Nominating Committee 30 days before the election date.

Nominees shall be members in good standing and must also be or become members for the year they intend to serve the office by the time they file the nomination. Nominations must be received in the IACA office by U.S. mail or courier service or in person and shall be closed thirty days before the election date at 5:00 P.M. It is the responsibility of the nominee to verify and make sure that their nominations have been received by the nominating committee on time. The members who propose and second a candidate for election must be himself/herself be a member in good standing. Nominations can be withdrawn anytime before the start of the election procedure.

The valid nominations, as certified by the Nominating committee, shall be published within 48 hours after closing the nominations. The candidates can request for a list of members in good standing who can vote at the general body meeting and the executive committee must make such list available immediately after the valid nominations are announced.

The Board of Directors shall appoint an election committee consisting of three members at least two weeks prior to the elections. This committee will be responsible for conducting the elections.

The nominating committee and the election committee shall not include any member who is standing for election to any office. The chairpersons for these two committees shall be elected from among the committee members by themselves. The voting shall be conducted by secret ballot.

The election of the Board of Directors will be conducted as follows. The outgoing President shall fill one of the positions for a period of one year. The term of the other directors shall be decided by the number of votes they receive. The person getting the most votes shall be elected for the most number of years. In case of tie, the toss of a coin will decide the outcome.

c) The election for all officers shall be conducted at the end of the year on or before the first Sunday of December. All members in good standing as of August 31 shall be eligible to vote at this meeting. A list of such members should be prepared by the membership committee and posted by September 30.

d) The notice for the meetings in which elections are to be held shall be circulated to members at least two weeks in advance.

Section IV: General Body meetings

There shall be at least one general body meeting in each calendar year to elect the new officers. The president shall call a general body meeting whenever he finds it necessary by giving a two weeks written notice. The president shall call a general body meeting if 10% of the members of the Association sign a petition requesting such a meeting. The president shall also call a general body meeting if two-third majority of the Board of Directors request. A minimum of 10% of the members will constitute a quorum.

A majority vote will carry the decisions. If the meetings were held before September 30, the members, who paid their dues by the date when the notice for such a meeting is announced, shall be eligible to vote. In the event there is no quorum at the general body meeting, a second general body meeting will be called after due notice. Members present at this second general body meeting shall constitute a quorum. The general body meeting shall be chaired by the chairperson of the Board of Directors. In his or her absence the President shall chair the meetings.

Section V: Parliamentary procedures

All business meetings shall be governed by the procedures contained in Robert's Rules of Order.

Section VI: Amendments

These by-laws shall be amended only by a majority vote of the eligible voters present at the general body meeting of the association. The amendments and the time and place for the meeting shall be notified to all members at least two weeks in advance. All amendments shall be submitted in writing to the President to enable him to circulate two weeks in advance. Only those present at meeting will be eligible to vote.

The Board of Directors shall appoint a bylaw committee consisting of not more than five members including the president and the chairperson of the board of directors. The board shall review the report submitted by the bylaw committee and recommend a final statement of the proposed amendments.

BY-LAWS GOVERNING THE INDIA CULTURAL AND RELIGIOUS CENTER OF IACA

1. The ICRC shall be open for use for all of the religious, cultural and educational activities of the Indian community and their friends.
2. The ICRC shall be the location of the religious institutions to which the members of the Indian community and their friends subscribe.
3. The ICRC shall be maintained and operated by a Managing Committee of seven, consisting of the president of IACA and six others who are elected from among the members of IACA. Their term of office shall be for a period of two years. They shall be elected for staggered terms so that at the beginning of each year at least three new members shall assume office. The procedure for their election shall be the same as that prescribed in the by-laws governing the conduct of the general body and the executive committee.
4. The president of shall be the chairperson of the Managing Committee. The president shall nominate one of the members of the committee to be the vice-chairperson, who shall manage the affairs of the Managing Committee and shall have a tenure of one year concurrent with that of the President. The vice-chairperson shall present a report on the operations of the Center at every quarterly meeting of the Board of Directors.
5. The Managing Committee shall meet at least once every month at the Center.
6. Any member of the Managing Committee can ask for a meeting by requesting the President, who shall review the need for such a meeting and arrange one accordingly. However if four members of the committee request the meeting it shall be mandatory to hold the meeting within a period of thirty days. The President can call the meeting anytime.
7. A member who does not attend a meeting without a convincing cause will lose tenure.
8. When an existing member vacates his office before his or her term expires, the president shall fill the vacancy by nominating another member with the consent of at least five members of the committee for the remaining year.
9. Decisions at the committee meetings are made by a simple majority rule.
10. All the resolutions passed at each meeting shall be recorded in a bound book and be signed by each member who is present at the meeting.
11. The president shall appoint with the consent of the Managing Committee various add-hoc committee to facilitate the administration of the ICRC. There shall be at least one member of the Managing Committee or Executive Committee included in each of the ad hoc committees.
12. Each member of the Managing Committee shall have specific assigned duties agreed upon at the first meeting of the Managing Committee in the beginning of the calendar year and obey the fiduciary laws of the State of Georgia.
13. A budget, outlining the income and expenses for one full year, shall be prepared by the Managing Committee during the last quarter of each calendar year. A separate account for the ICRC funds shall be maintained. The funds collected for the ICRC, and so designated, shall be utilized for ICRC only. The checks for the dispersal of funds shall be signed by the President except when the amount of any single item exceeds \$1500.00. Then the check shall be signed both by the President and the Treasurer of IACA. A statement of the financial status shall be published once a year in the publication of IACA.
14. The center can be used according to dues, terms and conditions prescribed by the Managing Committee.
15. The use of meat or alcohol shall not be permitted in the second floor of the Center where dedicated facilities for religious ceremonies are located.

BYLAWS RELATED TO FISCAL AND LEGAL MATTERS AND MAINTENANCE OF RECORDS.

(a)The Treasurer shall submit the accounts for review to a standing committee appointed by the board of directors. The members of this committee must be current board members of IACA.

b) The President, with the assistance of the treasurer, shall present the budget for the year within six weeks of assuming office, to the board of directors. Any item or project of expenditure greater than five thousand dollars requires the approval of the board. The president and the treasurer shall sign the check when the amount exceeds five thousand dollars.

- c) Any excess income present at the end of the fiscal year, which shall be the calendar year, above ten thousand dollars shall be deposited into a Reserve Fund Account or used to reduce mortgages.
- d) The president and treasurer shall prepare a financial statement every quarter and present it to the board in the following board meeting. The financial statement should include the latest bank balances, cash flow of all the functions, and assets and liabilities for the quarter.
- (e) In addition to the quarterly reports specified in Section (d) above, the president and treasurer shall give a complete report of the financial status of the association at the December/annual meeting of the General Body.
- (f) The Board of Directors may appoint a standing committee known as Fund Raising Committee to generate funds for any of the approved projects. The Board shall nominate the chair of this committee.
- (g) The funds collected can be for restricted use or unrestricted use. When the funds are for restricted use, the donor must state the project for which they are intended in writing. No restricted funds shall be collected for projects that are not approved by the Board.
- (h) All unrestricted funds received, including membership dues and donations, shall be deposited in an account designated for operational expenses of IACA activities.
- (i) All life-membership dues shall be earmarked for capital improvements.
- (j) The funds or donations dedicated for special projects shall be spent only for the designated purposes. The treasurer shall maintain separate accounts in the books for each of such projects.
- (k) The funds for a special project shall be utilized according to the guidelines established and approved for that project by the Board. In order to maintain the integrity of the funds and the commitment of made to the donors, these funds cannot be transferred to any other IACA account for operational expenses of IACA. The guidelines of all the approved projects must be appended to the constitution.
- (l) Decisions regarding the fiscal management of the funds, such as opening or closing bank accounts, investing funds, etc. must be made together by the President, Treasurer and Chairperson of the Board with the approval of the board of Directors.
- (m) Officers of the organization should be bonded for a sum sufficient to protect the organization from any loss.
- (n) The Board shall appoint a standing legal advice committee to review and advise on any and all legal matters. The chairperson of the Board and the President shall cosign all legal documents, contracts and communications. The Board shall have the privilege of hiring a qualified attorney whenever the need arises.
- (o) A safe place shall be provided in the IACA office where the records of approved minutes of the meetings of the General Body, Board of Directors, the executive committee are kept. These records shall be signed and certified by the persons authorized to take minutes and must be deposited within thirty days after the approval. The formal correspondence made on behalf of IACA by its officers as well as the correspondence received by them must also be deposited. These records must be kept for a minimum of ten years.

BYLAWS GOVERNING THE SCHOLARSHIP FUND OF IACA

1. The account will be called the Scholarship Fund of IACA.
2. It will be operated by the Treasurer of IACA along with the chairperson of the Scholarship Committee. Both the chairperson and the treasurer must sign any check exceeding \$500 in value.
3. The Board of directors shall appoint a standing committee known as IACA Scholarship committee to administer the award of the scholarships and raise the funds.
4. The funds from this account can not be used for any purpose other than to meet the scholarship and educational and operational expenses of the scholarship committee.
5. In order to maintain the integrity of the funds and the commitment made to the donors for this account, these funds can not be transferred to any other IACA account for operational expenses of IACA.
6. These funds should be invested with the primary goal of preserving the principal and generating income for the annual needs of the scholarship fund. Therefore, investments should be made only in those instruments that are considered conservative by common understanding of the term. The funds can not be invested in speculative investments such as options and futures. The fund can

own individual stocks, bonds, mutual funds, and others as decided by the team authorized to operate the account. Any investment decision must be approved by the scholarship committee.

7. The chairperson of the scholarship committee and the treasurer of IACA maintain records of income and expenses and submit to the board and the general body of IACA an annual report as part of the treasurer's annual report. These records must be made available for any internal and external audit committees appointed by the board of directors.
7. In case of the dissolution of IACA, these funds will be transferred to another 501 (c) (3) organization whose mission is educational assistance to Indian American students in the USA, upon approval by the members of IACA at a duly called general body meeting.
9. The scholarship committee shall formulate the rules of procedures for the awards and must be approved by the Board of Directors. The president, treasurer and the chairperson of the scholarship committee, unanimously, may propose any modifications to these rules to the board of directors of IACA. Those changes can be implemented only after a discussion by the board and approval of the changes by majority of the members of the board of directors.

As amended on July 20, 2003