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## PREAMBLE

WHEREAS the Indo-American community of the Tri-Cities desires to establish Regional Indo-American Community Center (RIACC) as a non-profit organization:

- (a) to promote religious, educational, social and cultural activities based on Indian philosophies of peace, love, justice, and harmony
- (b) To raise funds for and to build a new or to buy an existing building as a permanent place where Indo-American community activities could be carried out, and to form a charitable organization that will not actively participate in politics and segregation.
- (b.1) RIACC has purchased a place in Sullivan County, Tennessee. It is called Hall of Worship and Amy Community Center.
- (c) to develop and maintain mutually beneficial friendship and goodwill among all people and Other Indo-American organizations with similar objectives.
- (d) to regularly hold congregations and partake in celebrating religious and other specific Occasions related to the community in a befitting manner.

AND WHEREAS an incorporated Corporation known as Regional Indo-American Community Center, Inc. ("RIACC") has existed since 1992;

NOW THEREFORE THESE BY-LAWS are adopted as the By-laws relating to the organization and the affairs of RIACC.

## ARTICLE 1- PRINCIPLE ARTICLES

### 1.1 CHARITABLE ORGANIZATION

- (a) RIACC is organized exclusively as a charitable organization to promote religious, cultural, and educational activities of the Indian American community in Northeast Tennessee/Southwest Virginia.
- (b) The organization is not-for-profit and all incomes, revenues and donations will go toward all goals Outlined in Section 1.1 (a).
- (c) No part of the net earnings of RIACC shall be distributed to any of the members, trustees, officers Or any private persons/organizations. However, RIACC is authorized to pay reasonable Compensation for authorized services rendered and makes payments to furtherance of the purposes set forth in Article 1.1.
- (d) No part of the funds of the official activities of the organization shall support propaganda or to Influence legislation or to support any political parties.
- (e) RIACC shall not publish or make official statements to support or denounce any political Campaign on behalf of any candidates for public office.
- (f) Notwithstanding any other provision of this document, RIACC shall not carry on any other Activities not permitted as per Federal Income Tax Section 510 (c) of IRS Code or corresponding Section of any future Federal Tax Codes.

## 1.2 INTERPRETATIONS

In these By-laws of RIACC hereafter passed, unless the context otherwise requires:

- (a) “Annual Meeting” means the annual general meeting of members.
- (b) “Board” means the Board of Trustees.
- (c) Board of Trustees Committee means a group of duly elected officials by the Board of Trustees comprising of a chairman, vice-chairman, secretary, and a treasurer.
- (d) “Corporation” means Regional Indo-American Community Center, Inc.
- (e) “Executive Committee” means a group of seven (7) members, consisting of five (5) members Elected to the Executive Committee by the membership at an Annual Meeting and one (1) trustee nominated by the Board each year. Immediate past-president of the Executive Committee would Serve as additional (1) member of the executive committee.
- (f) Hall of Worship Committee. Means a group of Five (5) members, consisting Two (2) Trustee from the Board of Trustees, Two (2) members from the general membership And one elected president of the Executive Committee.
- (g) “Executive Officer” means any one of the four (4) officers elected by the general membership as President, Vice President, Treasurer, or Secretary.
- (h) “Committee” means a group of members appointed by the Executive Committee to perform specific functions.
- (I) “Member” means a member of the Corporation in good standing and who has paid his membership dues.
- (j) “Special Meeting” means a special meeting of the Members.
- (k) “Trustee” means a Founding or Contributing Trustee as described in Article 3.1.
- (l) The word “He” means him or her as applicable.
- (m) Hall of Worship includes a Temple. This Temple presently has formal Hindu deity for traditional Hindu worship.

## ARTICLE 2- TRANSACTIONS OF AFFAIRS OF THE RIACC

2.1 Registered Office is located at  
Regional Indo-American Community Center.  
406 West Field Place, Kingsport, TN 37662  
Phone 423-349-6515.

2.2 Corporate Seal

There is no corporate seal of the Corporation.

2.3 Fiscal Year

Unless otherwise approved or changed by the Board of Trustees Committee, the fiscal year shall be calendar year starting January 1<sup>st</sup> and end shall be December 31, each year.

## 2.4 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, by-laws, certification and other instruments shall be signed on behalf of RIACC by any two Officers of the board; one of them shall be the Chairman. All documents so signed are binding upon RIACC without any further authorization or formality. In addition, the Executive Committee of the Board shall have the power from time to time by resolution to appoint any Trustee or Executive Officer on behalf of RIACC to sign specific contracts, documents, or instruments.

## 2.5 Banking Arrangements

2.5.1 The banking business of RIACC shall be transacted with such banks, trust companies or other firms as may from time to time be designated by or under the authority of the Board of Trustees Committee. Such banking business or any part thereof shall be transacted under such agreements, instructions, and delegations of powers as the Board Executive Committee may from time to time prescribe or authorize. Upon the election of new Board Executive Officers, or the resignation of a signing Board Executive Officer, the financial institution at which RIACC does business shall be appraised of the change, in writing, within five (5) business days from the date of the change.

2.5.2 Any checks, bills of exchange or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of RIACC, shall be signed by such Board Executive Officer(s) or agent(s) of RIACC and in such manner as the By-laws provide or as shall, from time to time be determined by resolution of the Board Executive Committee; and any one of such Board Executive Officer(s) or agent(s) may alone endorse notes and drafts for collection on account of RIACC through its banker for the credit of RIACC, or the same may be endorsed "for collection" or "for deposit" with the banker of RIACC. Any one of such Board Executive Officer(s) or agent(s) so appointed may arrange, settle, balance, and certify all books and accounts between RIACC and its bankers and may receive all paid checks and vouchers and sign the entire bank's forms or settlement of balance and release or verification slips.

2.5.3 Unless changed by the Board Executive Committee, the authority limits for approval of operating expenses shall be as follows:

- (a) Treasurer of the executive committee and President jointly up to \$500.00 per annum and
- (b) President and Chairman of the Board, jointly over \$500.00 but less than \$1,000.00 per annum.

Any expense or capital expenditure for an amount exceeding \$1,000.00 shall be jointly approved by the Board of Trustees Executive Committee and signed by such Board Executive Officer(s) as shall be directed by the Board.

2.5.3(A): The chairman of the Hall of Worship Committee may spend up to \$5,000 (five Thousand dollars) per year in addition to the approved budget.

2.5.3.(b) Any expense or capital expenditure for an amount exceeding \$5000.00 shall be jointly approved by the Board of Trustees Executive Committee and signed by such Board executive Officer(s) as shall be directed by the board.

## 2.6 Deposit of Securities for Safekeeping

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board Executive Committee. any or all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation, signed by such Board Executive Officer(s), agent(s) of the Corporation, and in such manner, as shall from time to time be determined by a resolution of the Board Executive Committee and such authority may be general or confined to specific instances. The institutions so selected as custodians by the Executive Committee shall be fully protected in acting in accordance with the directions of the Board of

trustees and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

## 2.7 Minutes of the Meetings, Books and Records

2.7.1 The Board Executive Committee shall ensure that all necessary books and records, including minutes of the meetings of the Board, the Executive Committee or any committees of the Corporation, required by the By-laws or for any other reason, be maintained in a proper, complete and regular manner. Copies of the minutes shall be provided to each Trustee or Executive Officer, upon request.

2.7.2 Any member who has paid his membership dues shall have the right of access to examine minutes of the Board of trustees or Executive Committee or any committees of the Corporation. A written request by the member should be made to the Secretary who will arrange for the manner to examine the minutes or records within thirty (30) days.

## ARTICLE 3- BOARD OF TRUSTEES

### 3.1 Number of Trustees

There will be two categories of Trustees:

- (a) Founding Trustees - they are six original founding members of the Corporation, namely Avtar S. Dhaliwal, Piyush Joshi, Ashok Mehta, Jayant Mehta, Rajni Patel, Sam Purohit, and Pramod Shah Who are designated as Founding Trustees, and
- (b) Contributing Trustees - they are the new members who have complied with the admission Requirements to become a Trustee.
- (c) Each member of the founding Trustees and contributing Trustees are entitled only one vote, while attending business meetings of the board; and this right of vote is not transferable to anybody else but the named individual himself/herself. Unless approved by the 2/3 majority of trustees, the named trustee shall not appoint, transfer or send as proxy, any representative on his/her behalf to attend any meetings or be named for executive officer. However, a trustee may provide another trustee with a written proxy to vote on a particular item in the agenda according to his/her wishes during business meetings.
- (d) Founding trustees are members of the Board for life, unless otherwise removed, resigned, disabled (Mentally) or deceased. The number of Trustees (Founding and Contributing) shall not be less Than six (6) and shall not exceed twenty-one (21).

### 3.2 Qualifications

No person shall become a Trustee unless he is mentally competent, over eighteen (18) years of age and has given his written consent to act as a Trustee.

### 3.3 Admission as a Trustee

With the exception of the Founding Trustees, an individual wishing to become a Contributing Trustee shall comply with the following requirements:

- (a) Meet the qualifications as described in 3.2 above,
- (b) Be a responsible and respectable member of the Indo-American community,
- (c) Must be an active individual member in good standing for two years prior to his application for

admission as a Contributing Trustee,

- (d) Pledge to uphold and abide by the Constitution and by-laws of RIACC, as amended from time to Time.
- (e) Shall complete an application for becoming a Contributing Trustee and pay \$1,500.00 along with The application or the sum of \$500.00 dollars for three years as approved by the Board of Trustees At their sole discretion.
- (f) Shall contribute \$100.00 annually or the annual amount decided by the trustee to RIACC.

The completed application for admission as a Contributing Trustee shall be submitted to the Executive Committee, who shall make recommendation to the Board and the Board shall consider the member for trusteeship and if appropriate shall approve it.

### 3.4 Vacancies

All Contributing Trustees shall serve a term of five (5) years from the date of first becoming a Trustee and shall have the right of being re-elected by members at an Annual Meeting for an additional five (5) years. In case of a vacancy arising by resignation or otherwise, another Contributing Trustee may be jointly appointed by the Executive Committee of (and) the Board, to replace the outgoing Trustee. The term of such Contributing Trustee shall expire at the next Annual Meeting at which time the Members shall elect a Contributing Trustee according to the requirements mentioned above in article 3.3.

### 3.5 Chairman and Vice Chairman of the Board of Trustees

3.5.1 The Trustees shall elect a Chairman and Vice Chairman each year. The Trustees shall meet at least once every six months to discuss and review the activities of RIACC, Hall of worship and Amy Community center. A special meeting of the Trustees may be called by the Chairman of the Board. Any of the Trustees (Founding and Contributing) shall constitute a quorum at least 50% of the total trustees present. The minutes of the Trustees' meetings shall be maintained by the secretary of the Trustees. The President of the Executive Committee shall be given notice of and be eligible to attend all meetings of the Trustees, as a non voting member. The Chairman shall keep custody of important documents such as Constitution, title deeds, insurance policy, contracts, plans, etc. and minutes of the Board and Executive Committee and any other committee meetings and the Annual Meeting.

3.5.2 The Vice Chairman, in the absence of the Chairman, shall preside at the Board meetings of the Corporation. In addition, in the absence or inability of the Chairman to act, the Vice Chairman shall exercise such authority as is vested in the office of the Chairman.

3.6.1 The Trustees may invite any person to attend any of its meetings and make presentations on matters of interest to RIACC Hall of Worship and Amy community center. Such invited person shall not have a right to vote on any matter.

3.6.2 The Executive Committee and/or the Trustees may appoint a delegate(s) to any national or international organization(s) to further promote the cause or objectives of RIACC Hall of Worship and Amy Community center. The role of such delegate(s) shall be clearly defined by the Executive Committee and /or Trustees. The delegate can be a member of the Board or Executive Committee or an active member of RIACC in good standing for at least one year who is familiar with the Constitution, By-laws, and overall objectives of RIACC.

### 3.7 Duties of the Trustees

3.7.1 The Trustees shall be responsible for making strategic policy decisions to achieve stated objectives of RIACC. A decision of the Trustees within respective jurisdiction and within the limitations of the Constitution and By-laws shall be considered final and binding and shall not be subject to consideration by

any outside judicial or arbitration body.

3.7.2 No Trustee shall be directly involved in any contract with RIACC, unless the terms of the proposed contract are fully disclosed to and approved by the Board.

3.7.3 Trustees will ensure that they have paid their annual dues on a timely basis. If a Trustee fails to pay the annual dues by December 31 each year, he shall automatically disqualify himself as a trustee.

#### ARTICLE 4-HALL OF WORSHIP COMMITTEE.

- 4.1 The Hall of Worship Advisory Committee (hereafter called HOWAC) shall comprise of Five (5) members; Two (2) Trustees elected by the Board of Trustees, Two (2) members elected by the general membership and One (1) member elected by the general membership as President of the Executive Committee. To maintain smooth transition for the oncoming elected officials, the term of membership in this committee shall be as follows. One of the trustees and one elected member from the general membership shall serve for Two (2) years and after that replaced by another trustee and member, while the other trustee and the elected member shall continue for Three (3) years and replaced by next elected trustee and member. One elected president from the general membership should serve for One year, as mentioned in the article 5.1.
- 4.2 The membership of Hall of Worship Advisory Committee shall elect its own Chairman Executive officer (the serving Chairman of the Board of Trustees can not be elected as the CEO of HOWAC), Assistant CEO and secretary/treasurer.
- 4.3 HOWAC can initiate, develop and implement required programs for the religious activities and social events for the general membership.
- 4.4 HOWAC shall establish liaison with the Executive Committee and the Board of Trustees for supervising the routine function of religious activities and social events and maintain the spirit of the activities in compliance with the RIACC mission.
- 4.5 HOWAC and Executive Committee shall establish plans for fund raising, religious services, cultural activities, cleaning the Hall of Worship, repairs and maintaining the place in neat and clean environment.
- 4.6 Depending upon the needs of maintaining the routine function of Hall of Worship and the inclusions in 4.5 above, following approval of the budget and expenses more than \$5000, the HOWAC shall be able to retain 90% of the collected funds; whereas 10% must be retained by the RIACC account. In case of emergency and or special occasion, HOWAC and the Executive Committee may borrow funds from the RIACC, with the promissory note to refurbish the RIACC account, when funds become available.
- 4.7 HOWAC and the Executive Committee shall not indulge in the sale or purchase of real estate without prior approval of RIACC board; neither any portion of the RIACC facility be used for borrowing loans from any person (s) or financial institutions.
- 4.8 The Elected officials in HOWAC and the Executive Committee shall not substitute their positions with their friends or spouses; however such persons can be asked for help where needed.
- 4.9 HOWAC shall be able to establish rules and regulations manual for the routine function of religious activities and social events and before implementation have the approval of the Board of Trustees.
- 4.10 RIACC BOARD OF TRUSTEES RESERVE THE RIGHT OF DISSOLVING HOWAC AND THE EXECUTIVE COMMITTEE, DEPENDENT UPON ANY MISMANAGEMENT, UNETHICAL CONDUCT OR FAILURE TO ABIDE BY ITS MISSION AND BYLAWS. HOWEVER, TO TAKE SUCH ACTION, RIACC MUST HAVE 2/3 MAJORITY FROM THE BOARD AND 51% GENERAL MEMBERSHIP APPROVAL.
- 4.11 Upon dissolution of HOWAC and the Executive committee, RIACC Board shall assume control and arrange for re-election within Six months.

## Article 5- EXECUTIVE COMMITTEE

### 5.1 Composition and Term of Office

The Executive Committee shall comprise minimum of THREE (3) members elected by the Membership at an Annual Meeting. The general membership shall elect a President, Vice President and a Treasurer/ Secretary. Additional members may be added if approved by the Board and elected By the general body.

To keep Executive committee officers familiar with the ongoing functions of the RIACC, HOW and AMY Community center, the term of service for the initial committee members shall be for TWO (2) years and subsequent elections of executive committee members should be held in alternate years, initially beginning with the following year.

- 5.1.1 The executive committee and HOWAC committee shall coordinate their plans for budget, Fund raising, religious functions and social activities.

### 5.2 Vacancies

- 5.2.1 Should the office of the President of the Executive Committee become vacant between elections, The Vice President shall assume the responsibility of the President's office until the next election Of the Executive Committee.

- 5.2.2 Should the office of the Vice President, Treasurer, or Secretary become vacant between elections, The Executive Committee, in conjunction with the HOWAC, may appoint a Member to fill in the Vacancy caused by the outgoing Executive Officer. The term of such Executive Officer shall Expire at the next Annual Meeting.

### 5.3 Meetings and Quorum

- 5.3.1 Meetings of the Executive Committee and HOWAC shall be held at least once every three months. The place and time of the meeting shall be at the discretion of the President.

- 5.3.2 Quorum for the Executive Committee meetings shall consist of five (5) members, THREE from the HOWAC committee and TWO of the Executive Committee, of which one (1) shall be the President or the Vice President.

- 5.3.3 The President, or in his absence the Vice President, shall act the chairperson of the meeting.

- 5.3.4 The chairperson of the meeting shall (I) regulate the order of the meeting; (ii) cause to approve the minutes of the previous meeting; (iii) receive and put motions; (iv) cause reports and other communications to be presented and (v) to announce to the meeting any other matters which concerns the meeting.

- 5.4.1 The Executive Committee shall carry out the duties assigned to it by the HOWAC towards achieving the stated objectives of the Corporation and may exercise the powers granted by these By-laws or the Board.

- 5.4.2 The Executive Committee shall prepare an ANNUAL BUDGET for the Corporation showing the source of funds to be received and the disbursements planned for the year. Under no circumstances, the disbursements will exceed the receipts for the year, unless specifically approved by the Board. A copy of the financial budget shall be provided to the Board by April 30th each year.

### 5.5 Duties of the President

- 5.5.1 The President shall preside at all Special Meetings of the RIACC Hall of worship and Amy

- Community center Corporation and at Executive Committee meetings.
- 5.5.2 The President shall be “ex-officio” member of all sub-committees of the Hall of Worship and Amy Community center] Corporation.
- 5.5.3 The President shall exercise such authority and perform such duties as the Executive Committee or the HOWAC may prescribe from time to time.
- 5.5.4 The President shall appoint the nomination committee to prepare the slate for the election of the officers before the general body meeting in February of each year.
- 5.5.5 The president, executive committee and HOW committee will jointly prepare the annual budget and present to the Board for approval in a timely manner.
- 5.5.6 The executive committee shall deposit, transfer and put aside the allocated funds in appropriate accounts.
- 5.6 Duties of the Vice President
- 5.6.1 The Vice President, in the absence of the President, shall preside at all Special Meetings for the Hall of Worship and Amy Community Center and at Executive Committee meetings.
- 5.6.2 In the absence or inability of the President to act, the Vice President shall exercise such authority as is vested in the office of the President.
- 5.6.3 The Vice President shall have such authority and carry out such other duties as the Executive Committee or the Board may prescribe from time to time.
- 5.7 Duties of the Treasurer
- 5.7.1 The Treasurer shall keep, or cause to be kept, full and accurate books of accounts in which all receipts and disbursements of the Corporation shall be recorded.
- 5.7.2 The Treasurer shall, under the discretion of the Executive Committee or the Board, control the investment of the monies and the safekeeping of the securities.
- 5.7.3 The Treasurer shall provide to the Executive Committee and the Board an account of all transactions of the Corporation and its financial position on a quarterly basis. In addition, at each Annual Meeting, the Treasurer shall provide un-audited annual financial statements of the Corporation to the Members.
- 5.7.4 The Treasurer shall carry out such other duties as the Executive Committee or the HOWAC may prescribe from time to time.
- 5.7.5 The Treasurer, at the expiration of his term, deliver to the Corporation, all records, documents and such property that he may have under his custody.
- 5.7.6 The Treasurer shall be responsible for ensuring that all federal and state requirements of “non-profit” organization, including filing of necessary annual returns, if any, are properly met.
- 5.8 Duties of the Secretary
- 5.8.1 The Secretary shall give proper notice of all meetings of the Corporation, the Board, HOWAC and The Executive Committee and any other committees.
- 5.8.2 The Secretary shall be responsible for taking notes of the proceedings at all meetings and preparing minutes of such meetings, reflecting an accurate record of the actions and business transacted at those meetings.

- 5.8.3 The Secretary, under the direction of the Executive Committee or the HOWAC, conduct correspondence, maintain care and custody of the records and documents of the Corporation and perform such duties as properly appertain to his office.
- 5.8.4 The Secretary, at the expiration of his term, deliver to the Corporation, all records, documents and such other property that he may have under his custody.
- 5.9 Removal and Resignation of an Executive Officer
  - 5.9.1 The Membership in general may, by resolution passed by at least 75% of the votes cast therein at a Special Meeting called for that purpose, remove any Executive Officer before the expiration of his/her term of office and may, by majority vote, elect any person in his/her stead for the remainder of his/her term. Notice of such Special Meeting shall be provided to all Members at least thirty (30) days prior to the date of The Special Meeting.
  - 5.9.2 Absence from three consecutive meetings of the Executive Committee without notification to the Secretary shall automatically terminate the term of office of the Executive Officer.
  - 5.9.3 Any Executive Officer may resign from his office by delivering a written 30 day notice of resignation to the Executive Committee.
- 5.10 Other Committees
  - 5.10.1 The Executive Committee shall form one or more of the following committees each year:
    - (a) Membership Committee - which shall be responsible for all the membership related functions of RIACC hall of worship and Amy community center, including planning membership drive(s) with a view to increase the membership of RIACC and enhance its awareness in the community.
    - (b) Program Committee - which shall be responsible for planning and organizing of various programs including arrangements for the food, to be held on an annual basis. These programs shall be of socio-cultural, religious, entertainment, or business related subjects depending upon the membership wants and wishes. Special consideration shall be given to youth members of RIACC for participation with suggestions to develop policies and plans affecting that age group.
    - (c) Nominations Committee - which shall be responsible for seeking nominations for election to the Executive Committee of the general membership of RIACC, HOW & AMY CC and the board of Trustees, and ensuring that the election procedures are properly designed and implemented.
    - (d) Education Committee - which shall be responsible for planning, developing, and carrying out activities pertaining to education in religion, language, cultural, and socio-economic aspects of the Indian culture at the monthly religious meetings as well as the weekly Sunday school for the Members' children, including decision on the format and venue of these things.
  - 5.10.2 With the exception of Nominations Committee, all of the above committees shall have at least three (3) members and not more than five (5) members, one of whom shall be a Trustee. The Nominations Committee shall consist of the Chairman of the board, the immediate past-president and two general members appointed by the Chairman.
- 5.11 Nominations
  - 5.11.1 A member who meets all of the criteria set out of Article 5.1.3 must be nominated by two other Members on a form prescribed by the Nominations Committee at least four (4) weeks prior to the Annual Meeting, provided that in the event of insufficient nominations, additional nominations will be accepted from the floor at the Annual Meeting. Upon the close of the nominations, the

Nominations Committee shall use its best efforts to inform all Members, by mail or otherwise, of all nominees at least one (1) week prior to the Annual Meeting. All nominees will be permitted to address the members at the Annual Meeting immediately prior to the elections. The order of the address, if any, will be determined by the Nominations Committee.

- 5.11.2 The Executive Officers shall be elected by secret ballot or show of hands at the Annual Meeting, as shall be determined by the Nominations Committee.

## ARTICLE 6- MEMBERSHIP

### 6.1 Conditions of Memberships

6.1.1 Membership in RIACC shall be sponsored by at least one member in good standing and shall be applied for by written application stating agreement to abide by the provisions of these By-laws. If approved by the Membership Committee, the applicant shall become a Member and shall have all the rights of, and be subject to all the obligations of membership.

6.1.2 An application for membership shall be (i) in such form and executed in such manner as the Membership Committee may prescribe; (ii) contain or be accompanied by such information and material as the By-laws or the Membership Committee may require; and (iii) be accompanied by the appropriate membership dues, which shall be refundable if the application is not approved by the Membership Committee.

6.1.3 Any person irrespective of caste, creed, color, race, sex or national origin may apply for RIACC membership. In addition, an applicant for membership shall (i) not be less than 18 years of age; (ii) agree to abide by the Constitution and By-laws of RIACC; and (iii) support its activities.

6.1.4 The interest of a Member in RIACC is not transferable and lapses and ceases to exist, except: (i) upon failure to pay applicable fees; (ii) upon death; and (iii) upon resignation.

6.1.5 Any Member may withdraw from RIACC by delivering a written resignation to the Secretary. No refund of a portion of membership fees will become payable on a Member's resignation.

6.1.6 Any Member who is determined by the Executive Committee to have engaged in conduct unbecoming of a Member of RIACC may be removed from Membership, provided that such Member shall have been given prior opportunity to appear before and be heard by the Executive Committee.

6.1.7 The Executive Committee may in its discretion, and upon such terms as it deems proper, subject to the provisions of the By-laws, restore a member's name to the membership roll.

### 6.2 Membership Categories

6.2.1 The Board of trustees Executive Committee may from time to time establish various categories of membership and shall determine fees and dues payable by persons falling in such categories. The categories of membership may without limitation, include the following:

- (i) Individual Member
- (ii) Life Member
- (iii) Honorary Member

- (i) An Individual Member is a member who is not a Life or Honorary Member and includes Trustee.

- (ii) A Life Member is an individual who paid a one-time life membership fee as determined by the Board Executive Committee. A Life Member is not required to pay annual membership fees.
  - (iii) An Honorary Member is a member upon whom membership is bestowed for a term of one year at the discretion of the Board Executive Committee. Honorary Members shall have all the privileges of Individual Members except that they are not eligible to vote or hold any executive office, and is exempt from paying annual membership fees. Honorary memberships may be renewed each year at the discretion of the Board.
- 6.2.2 A Member's spouse and children under the age of eighteen (18) shall be deemed to be Individual Members (general membership) of RIACC, but only the spouse will have the voting rights.
- 6.3 Membership Fees
- 6.3.1 The membership fees shall be determined annually by the Board Executive Committee and ratified by the membership at the Annual Meeting in case of a change from prior year.
- 6.3.2 All membership fees, collections from Hall of Worship and donations received from Members, and other donors shall be set aside in a segregated account by the HOWAC committee and 10 per cent of that account is to be transferred for deposit into Board of trustees account; which shall be invested as the Board shall determine at their sole discretion. These funds will be used for the acquisition, operation and maintenance of property or other capital assets to be used by RIACC in carrying out its various activities.
- 6.3.3 Any income earned from investments, contributions from HOWAC funds or direct donations to RIACC; may be used for meetings ongoing operating expenses for RIACC activities.
- 6.3.4 As RIACC is registered as a charitable organization (Tax Exempt number 62-1497843); members should expect and receive receipts for the donations from RIACC for income tax purposes.

## ARTICLE 7 - MEETINGS

- 7.1 Time Place
- 7.1.1 The Annual Meeting of Members shall be held on the fourth Sunday in September and March each year, at a time and place to be determined by the Executive Committee.
- 7.1.2 The purpose of the Annual Meeting of March shall be to:
- (I) elect members of the Executive Committee, HOWAC, or the Board of Trustees,
  - (ii) Receive and adopt the un-audited annual financial statements,
  - (iii) Receive the President's and Treasurer's Report, and
  - (iv) Transact such other business as may properly be brought before the meeting.
- 7.1.3 The Board, HOWAC or the Executive Committee may call a Special Meeting at any time. In addition, 30% of Individual Members, not including Honorary Members, may require the Executive Committee to call a Special Meeting, which shall be held within thirty (30) days from the date of receipt of request by the Secretary.
- 7.2 Notice of Meetings
- 7.2.1 Subject to the provisions of Article 7 hereof, notice of the time and place of each Meeting shall be given in writing to each Member in the manner hereinafter provided not less than thirty (30) days

before the day on which the meeting is to be held. Notice of a Special Meeting shall state the general nature to be considered at such meeting in such manner as to enable the receipts thereof to form a reasoned judgment concerning the matters to be considered at such meeting.

7.2.2 A Member, who desires to include any item for consideration by Members at the Annual Meeting, may advise the Secretary in writing at least fourteen (14) days prior to the date of the meeting.

#### 7...3 Chairmen and Secretary of the Meetings

The President, or in his absence, the Vice President, shall be chairman of any meeting. If no such person is present within thirty (30) minutes from the time fixed for holding the meeting, the Members present and entitled to vote thereat shall choose one of the Members to be the chairman of the meeting. The Secretary of RIACC is absent; the chairman shall appoint a Member to act as secretary of the meeting.

#### 7.4 Persons Entitled to be Present and to Vote

The only persons entitled to a notice of, be present and vote at the meeting shall be Members of RIACC who have paid their membership fees in full. Any other person may be admitted only by invitation of the Executive Committee or the Board. A Member may not vote by proxy; any exceptions to this will be at the discretion of the Nominations Committee.

#### 7.5 Quorum and Adjournment

At each meeting of the Members, the presence of at least 30% of total voting Members shall constitute a quorum. The secretary of the meeting shall maintain a record of all voting Members present at the meeting. In the event there is no quorum, the meeting shall be adjourned and held at the same time and at the same place after fourteen (14) days of the date of the adjourned meeting to transact the same business as may properly have been transacted at the original meeting. No meeting shall be adjourned more than once.

#### 7.6 Voting Procedures

Voting at any meeting shall be by a show of hands. A ballot vote shall be taken, if requested, provided that such request receives the approval of fifty percent (51%) of the Members present at the meeting. In case of an equality of votes, either upon a show of hands or upon a poll, the chairman of the meeting shall be entitled to an additional or casting vote. All active paid members for the fiscal year, who have been attending functions for at least SIX months prior to elections, are eligible for voting.

### ARTICLE 8 - NOTICES

#### 8.1 Method of Giving Notice

Any notice (which includes any communication or document) to be given, sent, delivered or served pursuant to these By-laws or otherwise to a Member, Executive Officer or Trustee shall be sufficiently given, if delivered, mailed by prepaid mail, faxed, or sent by means of transmitted or recorded communication, to his last address as recorded in the membership records of RIACC. The Secretary may change the address of any Member in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given, when it is delivered personally or at the address aforesaid, a notice so mailed shall be deemed to have been given when it is deposited in a post office or public letter box; and a notice sent by any other means of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or its representative for dispatch.

#### 8.2 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or event, the date of giving the notice, and the date of the meeting or other event shall be included.

### 8.3 Omissions and Errors

Any accidental omission to give notice to any Member, Executive Officer, or Trustee, or non-receipt of notice by any Member, Executive Officer or Trustee, or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

### 8.4 Waiver of Notice

Any Member, Executive Officer or Trustee may waive any notice required to be given to him under any provision of these By-laws, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

## ARTICLE 9- ACCOUNTING

### 9.1 Receipts and Disbursements

The Treasurer shall keep full, proper and accurate record of all transactions of RIACC, including cash receipts and disbursements, and present a report on the transactions on a quarterly basis to the Executive Committee. The books of accounts can be accessed by any Executive Officer or Trustee, after a reasonable notice has been given to the Treasurer, at an agreed time and place.

### 9.2 Bank Accounts

The Corporation shall maintain two bank accounts as follows:

- Executive Committee Account, and
- Trustees' Restricted account.

### 9.3 Operation of Executive Committee Account

All membership fees received from Individual Members shall be deposited in the Operating account out of which all operating expenses of the Corporation will be disbursed. In case the balance on this account is insufficient to disburse for services received by RIACC, the Executive Committee may request the Chairman of the Board to transfer adequate funds from the Trustees' Restricted account. This operating account will be operated jointly by the President and the Treasurer.

### 9.4 Operation of Trustees' Restricted Account

The Trustees' Restricted account shall be used to deposit all membership fees received from Life Members and Trustees. Such funds shall be invested with reputable financial institution at all times until the Corporation is ready to purchase its own property. The type and term of investment shall be determined by the Trustees. The bank account and the related term deposits shall be operated jointly by the Chairman of the Board and one other Trustee, as directed by the Board. The Executive Committee may require the Trustees to release any interest or investment income earned for meeting the operating expenses of the Corporation, in case of a deficiency in the Operating account.

### 9.5 Collateral of Assets

The assets of the Corporation shall not be used as collateral, except for the benefit of the Corporation.

## ARTICLE 10 - INDEMNIFICATION

### 10.1 Personal Liability

No Trustee or Executive Officer shall be personally liable to the Corporation or its Member for any monetary damages arising from breach of fiduciary, except as otherwise provided in sub-paragraphs (A)(3) and (6) of Tennessee Code Annotated S48-52-102.

### 10.2 Indemnity

Each Trustee or Executive Officer, or other person, who has undertaken or is about to undertake any liability on behalf of the Corporation shall from time to time and at all times be indemnified and saved harmless, out of funds of the Corporation from and against,

- (i) all costs, damages and expenses, whatsoever that such Trustee or Executive Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office and
- (ii) (ii) All other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are considered by his own willful neglect or default.

## ARTICLE 11 - REPEAL AND AMENDMENTS

The By-laws of the Corporation may be repealed or amended by:

11.1 a majority of the Executive Officers and Trustees at their joint meeting and approved by an affirmative vote of at least two-third (2/3) of the Members at the Special Meeting following the joint vote of the Executive Officers and Trustees repealing or amending the said By-law, or

11.2 a Member who puts forth a proposal by forwarding a copy of such proposal to the Secretary of the Corporation at least six (6) weeks prior to the Annual Meeting. The Secretary shall then present the proposal to the Executive Committee and the Board which may adopt or reject the same. If adopted, the procedure set out in (a) above governs and the Member who put forth the proposal is advised by the Secretary. If the proposal is rejected, the Member who made the proposal must be informed by the Secretary.

## ARTICEL 12 - DISSOLUTION

Upon dissolution of RIACC, the Executive Committee and the Board of trustees shall, after paying or making provisions for payment of all liabilities of RIACC, dispose of all assets of RIACC, for one or more exempt purposes in the immediate vicinity of Tri-Cities, in the State of Tennessee or contiguous states, within the meaning of the section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding section of any future federal tax code as the Board of Trustees shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

No distribution of assets will be made to any of the Members or Trustees of this organization.

This document with all authorized amendments has been approved by the Board of Trustees and general body of Regional Indo-American Community Center (RIACC).

The undersigned hereby declare that this is a true and fully authorized document of the Regional Indo-American Community Center.

History of draft: Approved first draft 4-1-92. First approved revision on 2/9/03. Second approved revision 10/26/03.

Board of Trustees

Jayant Mehta - Chairman

Ashok Mehta - Vice Chairman

Avtar Dhaliwal

Board Members:

Pramod Shah

Pijush Joshi

Ashok Gala

Aruna Panini

Puneet Goenka

Executive Committee

Anil Agrawal - President