

AMENDED AND RESTATED BYLAWS
OF
THE ASSOCIATION OF INDIANS IN AMERICA

THIS AMENDED AND RESTATED BYLAWS (this “Amendment”) of the Association of Indians in America, a non-profit organization (the “Association”), dated Jan 21, 2024 (the “Effective Date”) further amends the Amended Bylaws of the Association dated October 3, 1994 (collectively with this Amendment, and all previous amendments, the “Bylaws”) by the addition and incorporation of the provisions herein. Subject to any applicable law, in the event of any ambiguity or conflict of terms between this Amendment and the Bylaws, the terms of this Amendment shall prevail.

ARTICLE I. PREAMBLE

A growing number of people of (Asian) Indian heritage have become (permanent) residents of the United States of America, and a non-profit organization was formed to provide a common forum of common action to all whose Indian heritage and American commitment offer a bond of unity.

ARTICLE II. NAME

The name of this organization shall be THE ASSOCIATION OF INDIANS IN AMERICA, hereafter referred to as the “Association” or AIA.

ARTICLE III. OBJECTIVES

The objectives of the Association are as follows: (1) to concern itself with the social welfare of Indians who have decided to live in the United States, and to help them become a part of the mainstream of American life; (2) to facilitate involvement of the members of the Association in American community life through charitable, educational, and cultural activities; (3) to facilitate communication and cooperation among the people of Indian Heritage worldwide; and (4) to facilitate participation in India through charitable, educational and cultural activities.

ARTICLE IV. MEMBERSHIP

Section 1: Any person who is at least 18 years of age and of Indian descent or married to a person of who subscribes to the objectives of the Association and is willing to contribute to the achievement of those objectives may become a member (a “Member”) of the Association.

Section 2: A Member in Good Standing (as defined in Section 3 below) shall be eligible to hold elective positions in the Association and shall have right to (i) nominate candidates for elective positions, (ii) vote for the election of the President, and other members of the National Executive Committee, (the “NEC”) and the Board of Trustees, (iii) vote on other committees (each a “Committee”), and (iv) vote on amendments of the constitution and the Bylaws of the Association.

Section 3: Any member who is qualified for membership according to Section 1 above can become a Member of the Association by paying life membership dues in the sum of \$300.00 (“Good Standing”).

ARTICLE V. THE NATIONAL COUNCIL

Section 1: The National Council should be activated for the purpose of assisting the NEC in its various tasks including creating a vision, fund raising and providing a liaison with local chapters.

Section 2: The National Council membership will consist of three immediate past presidents of the NEC, and three immediate past presidents of individual chapters as defined in Article VIII. These past presidents will automatically become members of the National Council provided that they are life members.

Section 3: The council shall meet at least twice in a calendar year.

Section 4: The Chairperson of the National Council will be the current NEC President and will serve as the chairperson of the National Council.

Section 5: The quorum of the National Council meeting shall be twenty percent (20%) of the membership of the National Council, or fifteen (15) people, whichever is less.

ARTICLE VI. THE NATIONAL EXECUTIVE COMMITTEE

Section 1: Elective Officers. The elective officers of the NEC shall consist of (i) the President of the NEC, (ii) no more than four Vice Presidents, (iii) the Treasurer, and (iv) no less than ten Members at Large (as defined in Section 3(a) below).

Section 2: Administrative Officers. The Administrative officers (collectively with the Elective Officers, the “Officers”) of the Association shall be the Secretary, the Parliamentarian, and other officer to be appointed by the President with the advice and consent of the NEC.

Section 3: Tenure and Qualification of Officers.

(a) Each term of office for the President, Vice President(s), Secretary, Treasurer (the “Officers”), and other elected members at large (“Members at Large”) of the Association, shall be two (2) years (a “Term”). Each Officer and Member at Large shall be permitted to serve the Association in the same office for a maximum of two (2) Terms in total.

(b) To qualify for President, Vice President(s) or Treasurer, a nominee must have been a member of the Association consistently in Good Standing for the two (2) years immediately preceding a nomination for such office. To qualify for a Member at Large position, a nominee must have been a member of the Association consistently in Good Standing for the one (1) year immediately preceding a nomination for such office.

- (c) No person who has ever been charged or convicted of (i) a felony, or (ii) a misdemeanor related to dishonesty or fraud, shall be nominated or elected an Officer of the Association. If a serving Officer of the Association is charged or convicted of (i) a felony, or (ii) a misdemeanor related to dishonesty or fraud, the Officer shall be immediately removed from his or her office by the Board of Trustees of the Association.
- (d) No person who is actively serving as a president of another organization of the South Asian community similar to that of the Association, that directly competes with the Association at the sole determination of the CN&E (as defined herein), shall be nominated for or elected to any Officer position.
- (e) Prior to the inauguration into his or her respective office, each President, Vice President(s), Secretary, and the Treasurer shall resign in writing from all other positions held by them in the Association, or in any local Chapter of the Association.

Section 4: Specific Qualifications President: In addition to other qualifications set forth herein, to be nominated for the position of President, an individual shall have (i) at least served as an elected member, or have contributed time and money, or have worked with any past President as a specified Chair, and (ii) shall be a member of Good Standing of the Association for the four (4) years immediately preceding his or her nomination.

Section 5: Voting Members of the NEC. Voting members of the NEC shall consist of the elected Officers, Secretary and Members at Large only. For the avoidance of doubt, the immediate past President will be a non-voting member of the NEC. An oath ceremony shall be conducted to induct the newly elected President and members of the NEC.

Section 6: Duties of NEC. The National Executive Committee shall be fully responsible for all the executive functions of the Association and shall establish general policies governing all activities of the Association. The NEC's powers and responsibilities shall include:

- (a) To actively engage in furthering the objectives of the Association;
- (b) To review all activities of the Association to ensure that they do not conflict with the basic objectives of the Association;
- (c) To propose amendments to the constitution and bylaws, as may be recommended by the Committee on Bylaws and Rules;
- (d) To appoint special councils and committees, or to initiate programs as may be necessary and to terminate those programs whose objectives have been fulfilled;
- (e) To authorize the establishment of local chapters, and to improve their bylaws and amendments thereto, as may be recommended by the President of the Association;
- (f) To nominate members for election to the Board of Trustees;

- (g) To adopt resolutions affecting programs, policies and objectives of the Association.
- (h) To manage the books, records, and other operations of the Association in accordance with the following:
 - i. CHECKS. NOTES & CONTRACTS: The NEC is authorized to select such depositories as it shall deem proper for the funds of the Association and shall determine who shall be authorized on the Association's behalf to sign bills, notes, receipts, acceptance, endorsements, checks, releases, contracts and documents.
 - ii. INVESTMENTS: The funds of the Association may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise including stocks, bonds or other securities as the NEC may deem desirable.
 - iii. OFFICE: The office of the Association shall be located at such place as the NEC may from time to time determine; and
 - iv. BOOKS: All books of account of the activities and transactions of the Association shall be kept at the office of the Association. Such books shall consist of, but not be limited to, a minutes book, which shall contain a copy of the certificate of incorporation, a copy of these by laws, and all minutes of meetings of the N.E.C and of the Board of Trustees.

Section 7: Appointments. Appointments of Councils, Committees/Programs: All appointments shall be made by the President with the advice of the National Executive Committee.

Section 8: Committee Meeting. The National Executive Committee shall meet no fewer than three times in a calendar year to conduct the business of the Association.

Section 9: Recall. The NEC or any member thereof can be recalled by sixty percent (60%) of the Members in good standing so voting and petitioning.

Section 10: Recall of NEC members by the NEC: If an elected member of the NEC fails to attend or participate in two consecutive meetings of the NEC, the NEC has the authority to vote to recall the member and elect another member as a replacement. A member can attend or participate in a meeting of the NEC by (i) being present at the meeting in person or (ii) by oral or written communication with the President or Presiding officer.

ARTICLE VII. DUTIES of OFFICERS

Section 1: The President shall, without limitation, and for the benefit of the Association only:

- (a) Preside over meetings of the National Executive Committee;

- (b) Develop and present new programs and initiatives;
- (c) Execute and safeguard the Bylaws of the Association;
- (d) Hold the determinative vote in the event of a “tie” at National Executive Committee meetings;
- (e) Oversee the financial transactions of the Association in collaboration with the Treasurer;
- (f) Appoint a Vice President to serve as acting President (the “Acting President”), only if required, in the event of his or her absence or sickness subject to the following contingencies: (i) the temporary term of Acting President shall not exceed sixty (60) days; and (ii) the authority, power, and privileges of the Acting President shall be limited to the authority, power and privileges granted to the President.

Section 2: Vice President shall be responsible for membership enrollment, the formation of new chapters, the development and organization of programs, and other tasks assigned by the President, at regional and/or national level(s), as may be determined by the President after due consultation.

Section 3: The Treasurer shall:

- (a) Present a budget for the fiscal year for approval by the National Executive Committee no later than 30 days after assuming office;
- (b) Be responsible for collecting all sums due to the Association and for directing the due disbursement of all sums payable by the Association;
- (c) Submit an up-to-date report on the financial status of the Association at each meeting of the National executive Committee;
- (d) Prepare an annual financial report of the Association for submission to the National Executive Committee; and
- (e) Communicate the annual report to the membership. Sign the accounts before delivering them to the Treasurer-elect on or before the last of his/her term.
- (f) Be responsible for collecting information from all chapters and filing yearend tax returns.

ARTICLE VIII. LOCAL CHAPTERS.

Section 1: A local chapter (“Chapter”) can only be formed subject to the approval of the National Executive Committee.

Section 2: Each Chapter of the Association shall be bound by the Bylaws of the Association. Nevertheless, each Chapter shall retain the right to draft and implement its own bylaws

(“Chapter Bylaws”), provided that Chapter Bylaws shall not be contrary to or inconsistent with the Bylaws and Constitution of the Association. All Chapter Bylaws and amendments must be approved by the NEC prior to execution and implementation by the respective Chapter.

Section 3: All Chapters shall adhere to the principles and objectives of the Association as set forth in the Bylaws.

Section 4: Local chapters must consist of a minimum of ten members in Good Standing.

Section 5: To qualify for election, the president of each Chapter (a “Chapter President”) shall have (i) at least served as an elected member, or have contributed time and money, or have worked with any past President as a specified Chair, and (ii) shall be a member of Good Standing of the Association for the two (2) years immediately preceding his or her nomination as President of a Chapter.

Section 6: Each Chapter President shall be a member of the NEC and shall serve as a liaison between his or her Chapter and the National Executive Committee.

Section 7: No serving officer of a Chapter shall be eligible for nomination or election as an Officer of the National Executive Committee, and no serving Officer of the National Executive Committee shall be eligible for the nomination or election as an officer of a Chapter.

Section 8: In the event of violations of the objectives of the constitution and Bylaws of the Association by a Chapter, the National Executive Committee shall have the power to dissolve the chapter.

Section 9: If a Chapter treasurer does not file treasurer’s report with the NEC within 30 days of due date as requested by NEC, the Chapter treasurer may be held personally responsible, and the NEC may dismiss the Chapter treasurer for failing in his duties.

Section 10: Subject to the limitations set forth herein, each Chapter of the Association shall be permitted a specified number of representatives in the National Executive Committee in accordance with the table below. Nevertheless, the total number of representatives in the National Executive Committee shall under no circumstances exceed twenty (20) members. If the number of representatives permitted exceeds twenty (20) members, then the Nomination and Election Committee shall, at its sole discretion, proportionately reduce the number of representatives of each Chapter to reduce the total number of representatives to twenty (20) members.

Total Chapter Members	Number of Representatives Permitted in National Executive Committee
1-25	1
26-50	2
51-75	3
76-100	4
101-125	5
126-150	6
151-175	7
176-200	8
<p>*If a Chapter has 200+ members, then the Chapter shall be permitted an additional one (1) representative for each additional 25 members after the 200th member. By way of example, if a Chapter has 225 members, then the Chapter shall be permitted 9 representatives in the National Executive Committee.</p>	

Section 11: Each Chapter President shall keep record of members in the form of a chapter membership list (a “Chapter Membership List”). Each Chapter Membership List shall include the name, address, telephone number, and e-mail of all listed members. Each Chapter President shall forward an up to date Chapter Membership List to the National Executive Committee no later than August 31st of every year, or upon request from the National Executive Committee at any time. Each Chapter Membership List shall include members who join the Association on or before July 31st of that year.

Section 12: No elective officer of a Chapter, including the Secretary and Members at Large, shall serve more than two (2) terms in total for the same office.

ARTICLE IX. MEMBERSHIP DUES AND CHAPTER SHARE.

Section 1: Annual membership is hereby abolished.

Section 2: All funds collected from members for life membership of the Association shall be deposited in a specially designated “Life Membership Account” maintained by the National Executive Committee only. The joint signatories on the Life Membership Account shall be the President, the Chair Board of Trustee, and Treasurer. Any withdrawal from the Life Membership Account shall require the joint written consent of

the President, the Chair Board of Trustees, and Treasurer. With the exception of earned income, no individual(s) shall be permitted to withdraw any funds from the Life Membership Account without the joint written consent of the President, the Chair Board of Trustee, and Treasurer. At the end of a President's Term, the President shall deliver ownership of the Life Membership Account to the incoming President and Treasurer and shall fully cooperate in the process of amending the authorized signatories on any and all documents and accounts related thereto.

Section 3: The Association's fiscal year will run from January 1 through December 31 of each calendar year.

Section 4:

- (a) Life membership dues collected by the Chapters shall be turned over to the National Treasurer of the Association for deposit in the Life Membership account. In turn NEC shall remit every year 60% of income generated from these funds to the Chapter as its share.
- (b) Every Chapter shall publish a quarterly journal. A copy of each Chapter quarterly journal and any other communications sent to the Chapter membership in general shall also be sent to the NEC President.
- (c) Each Chapter president should file written activity reports with the NEC President no later than June 15th and December 15th of each year.
- (d) Each member in Good Standing shall join the local chapter of his/her residence if such a chapter exists.

Section 5: The Treasurer of the Association shall be responsible for collecting membership dues by March 1 of each fiscal year.

Section 6: By February 1 of each fiscal year, each local chapter and/or each unit of the Association shall prepare the consolidated accounts for the Internal Revenue Service and shall make the same available to the National office for preparation of the IRS pseudomonad of the Association, which, for its tax exempt status, is a consolidated account.

ARTICLE X. BOARD OF TRUSTEES

Section 1: The Board of Trustees, (the "Board"), shall consist of twelve members nominated by the National Executive Committee and elected by the members in Good Standing.

Section 2: The term of each trustees is 6 years. A third of the trustees shall retire every two years.

Section 3: The Trustees shall elect their own chairperson and adopt rules to conduct their business.

Section 4: The Board shall have no executive function nor shall be responsible for executive duties. The Board shall assist the NEC in (i) developing prospective plans (ii) raising funds (iii) reviewing financial reports (iv) acquiring and managing permanent assets of the Association (v) making judicial review as and when called by the NEC.

Section 5: In the event the NEC fails to function according to the provisions of the constitution “the Board” shall take over the management of the Association and shall function as the NEC, pending the election of a new NEC, which shall take place in ninety days thereupon.

Section 6: In nominating candidates for election to the Board, the NEC shall give consideration to each candidate’s (i) service to the Association (ii) service to the Indian immigrant community (iii) and willingness and availability of the nominee.

ARTICLE XI. STANDING COMMITTEE & ELECTIONS

Section 1: Election of Officers.

- (a) Election Timeline. The Association and its Officers shall adhere to the following deadlines for each election year to conduct the election process of the Officers in a timely manner:
 - (i) On or before October 15th of an election year, the President shall nominate the Chair (the “Election Chair”) of the Committee on Nomination and Election (the “CN&E”). The Election Chair shall oversee the CN&E.
 - (ii) On or before October 31st of an election year, the President shall forward to the Election Chair a confirmed and certified “Membership List”. The Membership List shall include (A) all voting members in Good Standing as of December 31st of the preceding calendar year; and (B) all new members who joined the Association on or before July 31st of that election year.
 - (iii) On or before November 1st of an election year, the CN&E shall circulate all nomination forms and related paperwork (the “Nomination Paperwork”) to the appropriate parties.
 - (iv) On or before November 20th of an election year, the CN&E shall complete its evaluation of the Nomination Paperwork and shall announce the final candidates for each position. The C&NE shall forward the Membership List to all candidates.
 - (v) On or before December 1st of an election year, the CN&E shall complete the circulation of ballot papers to all members of the Association in Good Standing.
 - (vi) On or before December 31st of an election year, the CN&E shall tally the ballot papers and announce the results of the election. The newly elected Officers shall be inaugurated effective January 1st.

Section 2: The Committee on Nomination and Election. The CN&E shall be responsible for conducting the election of the National Executive Committee. The Committee shall consist of a chairperson and four other members in Good Standing, all to be elected by the National Executive Committee.

- (a) The Nomination for election of the National Executive Committee.
 - (i) A Member in Good Standing can nominate one person for each office.
 - (ii) All valid nominations shall be placed on the ballot.
 - (iii) The two candidates of validity shall be:
 - (a) For the office of the President, Vice-Presidents, and the treasurer, the nominee shall qualify in accordance with Article VI herein. The Committee on Nomination and Election shall have the power to use its discretion insofar as representation of Members at Large on the NEC from new Chapters is concerned.
 - (b) For the offices of the President, Vice-Presidents and the Treasurer, the nomination shall be signed by at least fifteen Members in Good Standing representing no less than three local Chapters at least three signatories from each Chapter. For the offices of Members at Large, each nomination shall be signed by one proposer and one seconder in Good Standing.
 - (iv) Nominations for all positions shall be accepted by the nominee in writing.
 - (v) If no valid nominations are received on or before the due date, as established by the Committee on Nomination and Election, the CN&E shall have the right to nominate one or more candidates for each office, with options for write-in candidates.

Section 3: Election Campaigns

- (a) Each Officer Candidate may submit a brief professional description of him or herself, along with a passport sized photo to the CN&E for approval. Upon written approval of such submissions from the CN&E, the Officer Candidate may request the CN&E to circulate the brief professional description and photo to the members of the Association.
- (b) The CN&E may, at its sole discretion, organize a debate between the candidates for the office of President.

Section 4: Election Budget. The budget of the Association allocated to each election shall be \$7,500.00 and must be sourced and raised by the individual serving as President immediately prior to the election (the "Election Budget"). The President shall make available the required election funds readily available to the Association during an election cycle.

Section 5: Voting Rights.

- (a) As annual membership has been abolished by this Amendment, no member holding only an annual membership shall have any right to vote in an election.
- (b) Only members who have paid for life membership of the Association shall have a right to vote in an election. For the avoidance of doubt, if a married couple collectively enjoys life membership, both members of the married couple shall be entitled to one (1) vote each.
- (c) All voting and contesting members must be in Good Standing with the Association at the time of the election.
- (d) Members who join the Association on or after August 1st of an election year will not be eligible to vote in that election.

Section 6: Electronic Voting. The National Executive Committee shall exert best efforts to ensure that all elections held after the year 2027 are held only by electronic means (“Electronic Voting”). To ensure a fair election with Electronic Voting, the Association shall establish a secure voting system entailing a display of electronic ballots, real-time recording of votes of the members, a real-time tally of votes. For the period between the execution of this Amendment and the election of 2027, elections shall be held through a combination of e-mail and postal mail.

Section 7: The By-Laws and Rules Committee. The By-Laws and Rules Committee shall be responsible for supervising and reviewing the by-laws and rules of the Association. It shall also be responsible for drafting a chapter affairs manual to assist formation of new chapters. The By-Laws and Rules committee shall consist of a chairperson and four members in Good Standing to be appointed by the President with the advice and consent of the National Executive Committee.

ARTICLE XII. POST-ELECTION TRANSITION

Section 1: Transition Obligations of Outgoing President.

- (a) The outgoing President shall expend best efforts to assist the Association in the transition from his or her administration to the newly elected administration. The outgoing President shall within a period of thirty (30) days from his or her resignation, retirement or completion of tenure as President (in each case, a “Completion of Term”), deliver to the incoming President all accounting records and information, association assets, property, documents, credit default swaps (CDs), bank accounts and such other things in possession of the outgoing President. For the purposes of maintaining continuity and transparency within the Association, the outgoing President shall not be permitted to close any existing bank account(s) of the Association upon his or her Completion of Term. Instead, the outgoing President shall deliver all existing bank account(s) to the incoming President, and shall fully cooperate in the process of amending the authorized signatories on any and all documents and accounts related thereto. Further, any and all funds raised by the outgoing President during his or her

tenure in the name of the Association shall be fully accounted for and delivered to the incoming President in a timely manner. All goodwill of the Association acquired during the term of the outgoing President shall be transferred to the new administration upon the Completion of Term of the outgoing President. Any and all remaining liabilities due to unpaid and outstanding accounts payable of the Association at the Completion of Term shall be borne by the outgoing President personally.

- (b) The CN&E shall oversee the transition of the outgoing President. If the outgoing President fails to comply with this Section, then the CN&E shall report such non-compliance to the Board of Trustees for review and corrective action. The Board of Trustees shall provide the outgoing President a period of thirty (30) days following a written notice of non-compliance to the outgoing President to remedy all non-compliance. If at the end of the thirty (30) days the outgoing President remains non-compliant, outgoing President shall automatically forfeit any designation as a past President of the Association, and shall be permanently barred from ever again serving as an elected member or member of the Board of Trustees

Section 2: Specialized Funds. All special purpose funds (“Special Funds”) raised in the name of Association by the administration of an outgoing National or Chapter President, or any other person, shall be utilized by the Association within the three (3) years immediately following the Completion of Term of the outgoing President. The joint signatories on the Specialized Funds bank account shall be the outgoing President and incoming President. After the expiration of the three (3) years, any and all Special Funds not utilized shall be distributed to the current committees of the Association and shall thereafter be designated as “General Funds” for the purposes of general utilization. Any failure to comply with this Section shall be reported to the Board of Trustees for review and corrective action. The Board of Trustees shall provide a period of thirty (30) days following a written notice of non-compliance to the non-compliant member to remedy all non-compliance. If at the end of the thirty (30) days the non-compliant member remains non-compliant, the non-compliant member shall automatically forfeit any designation as a past member or Officer of the Association and shall be permanently barred from ever serving as an elected member or member of the Board of Trustees.

ARTICLE XIII. AMENDMENTS

Section 1: Amendments to the Constitution and Bylaws may be proposed by the National Executive Committee, or by a petition signed by at least 50 members in Good Standing.

Section 2: The President may execute and implement non-material and non-substantive (including, without limitation, formatting, section numbering, and non-material grammatical revisions) amendments to the Bylaws without the consent of the National Executive Committee (a “Non-Material Amendment”). Any Non-Material Amendment will be effective two (2) business days following written notification from the President to the NEC.

Section 3: An amendment proposed in accordance with Section 1 shall be presented to the Bylaws and Rules Committee shall examine the proposed amendment with respect to its

effect on the Association's tax exempt status.

Section 4: Upon review by the Bylaws and Rules Committee, and approval by the National Executive Committee, the President shall submit the proposed amendments to the chairperson of the By-Laws and Rules Committee for mailing. The mailing shall include a statement of the National Executive Committee's position regarding the proposed amendment.

Section 5: A proposed amendment shall require for its adoption a favorable vote of two-thirds of the members in Good Standing who return the ballots.

ARTICLE XIV. TAX EXEMPT STATUS

Section 1: The Association is a non-profit organization. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to its members, trustees, officer, or other private persons, except that the Association shall be authorized to pay reasonable compensation for services rendered, and to make payments and distribution in furtherance of the objectives set forth in Article III of these By-Laws.

Section 2: No substantial part of the activities of the Association shall be the carrying on of any activity not permitted to be carried on by a corporation exempt under Section 501 (c) (3) of the Internal revenue Code of 1954 for the corresponding provision of any future United States Internal Revenue Code), and by tax-exempt organization of the type described in Section 500 (a) (2) of the Internal revenue Code.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

Robert's Rule of order, except when inconsistent with the Constitution and Bylaws of the Association, shall govern the meetings of the National Executive Committee, the Board of trustees, the National Council and all the committees.

Dated on this 21 day of January, 2024