



Amended and Restated By- Laws

Bruhan Maharashtra Mandal of North America, Inc. (BMM)



[DATE]
MICROSOFT
[Company address]

AMENDED AND RESTATED BYLAWS - FINAL

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ARTICLE I

ORGANIZATION

SECTION 1.

CORPORATE NAME.

The name of the corporation shall be Bruhan Maharashtra Mandal of North America, Inc. (BMM), an Illinois not-for-profit corporation (the "Corporation").

SECTION 2.

CORPORATE PURPOSES.

The purposes for which the Corporation is organized are exclusively charitable, scientific or educational within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code")) as stated in the Articles of Incorporation of the Corporation and, in furtherance of these purposes, the Corporation will perform, either for itself or as an agent for its members, any and all acts, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing.

2.1 In particular, the Corporation shall have the following objectives:

- (a) To bring the Marathi speaking community of North America together, to address their issues;
- (b) To nurture ties between the Marathi speaking community of North America and the Marathi speaking community in India as well as other global Marathi speaking communities;
- (c) To promote cultural and charitable activities approved by the Executive Committee which do not violate the Articles of Incorporation and these By-Laws;
- (d) To build social and business networks for all age groups;
- (e) To develop relationships with the North American community at large;
- (f) To increase participation of young generation; and
- (g) To address special needs of the various age groups of Marathi speaking community.

In achieving the above objectives, the Corporation may seek cooperation from other organizations, either from North America or outside of North America, having objectives compatible with those of the Corporation.

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SECTION 3.**CORPORATE OFFICES.**

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose business office is identical with such registered office, and may have other offices within or outside the state of Illinois.

ARTICLE II**MEMBERS****SECTION 1.****CLASSES OF MEMBERS.**

The Corporation shall have two classes of Members: (a) Executive Member Mandal s and (b) Associate Member Organizations whose rights and duties are set forth below. Any organization desiring to become a member of the Corporation as an Executive Member Mandal or an Associate Member organization shall make an application to the Executive Committee of the Corporation. The application shall be accompanied by a payment of the annual membership fees set forth in SECTION 7 below and an agreement to abide by the Articles of Incorporation and By-Laws of the Corporation. The application shall be reviewed by the Executive Committee of the Corporation and requires the approval of a majority of the Executive Committee for the applicant to be admitted as an Executive Member or Associate Member. If a membership application is rejected by the Executive Committee then the applicant may appeal to the Board of Trustees of the Corporation to review the application. The decision of the Board of Trustees shall be binding on the Executive Committee and the applicant. If the application is rejected by the Board of Trustees, the membership fees paid by the applicant shall be refunded along with an explanation for the rejection. After admission as an Executive Member or Associate Member, each member shall continue to pay the annual membership fees set forth in Section 7.

SECTION 2.**EXECUTIVE MEMBER MANDAL.**

Any regional Marathi Mandal in North America catering to the needs of individuals that speak or are interested in the Marathi language and/or Marathi culture, will be eligible to apply for membership of the Corporation. The regional Marathi Mandal must satisfy the following criteria to the satisfaction of the Corporation's Executive Committee:

- (a) The regional Marathi Mandal should be organized as a not for profit organization under the laws of its state, have a formal organizational structure in place, and should be managed by representatives elected by members of the regional Marathi Mandal.

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- (b) The regional Marathi Mandal must have a bonafide membership (i.e. the number of households who have paid the annual membership fee of the regional Marathi Mandal) of at least 25 households.

Each Executive Member Mandal shall be entitled to vote for items requiring the approval of the members of the Corporation. The vote of each Executive Member Mandal shall be exercised by its Mandal Representative at the time of the vote as set forth below. The Mandal Representatives will be expected to consult with the executives of their respective organizations before casting their vote, however the vote cast by the Mandal Representative shall be deemed final and may not be challenged by his or her Executive Member Mandal. For any activities that need cooperation from the members of the Corporation, the executive officers of the members shall be responsible for the following:

- Assist the Corporation in its operations through the Mandal Representatives.
- Provide support to the Corporation relating to all communications with regard to payment of membership fees, information regarding the member, arrangement of programs, distribution of information to the member's membership, providing membership data for the Corporation directory, etc.
- Provide the name by 31st of March of an appropriate individual to function as the Mandal Representative for a two year term beginning at the time of the Biennial General Body Meeting of the Corporation.

SECTION 3.

ASSOCIATE MEMBER.

(a) ASSOCIATE MEMBER: Any cultural organization registered as a not for profit organization in North America catering to the needs of the individuals of Marathi heritage, will be eligible to apply for membership as an Associate Member of the Corporation if it is actively involved in promoting Marathi cultural events such as drama, music, dance and literature. If the operations/functioning of such organization is in the territory that lies within the 50 mile radius of any Executive Member Mandal, such application must be backed by a 'No Objection Certificate from the applicable Executive Member Mandal. Each Associate Member shall be entitled to nominate one Mandal Representative to the General Body of the Corporation. Associate Members and the Mandal Representatives of Associate Members do not have voting rights. The Associate Members shall cooperate with the Corporation via their Mandal Representative as noted in Section 2 above.

(b) Executive Member Mandals and Associate Members will be able to actively participate in the initiatives and activities carried out by the Corporation.

SECTION 4.

GENERAL BODY.

The General Body of the Corporation shall consist of the Mandal Representatives of the Executive Member Mandals in good standing and the Mandal Representatives of the Associate Members in good standing. The General Body shall elect the Board of Trustees and the Executive Committee of the Corporation. The General Body shall be the ultimate authority in all matters pertaining to the

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operations of the Corporation and may overrule decisions of the Board of Trustees or the Executive Committee by a two-thirds majority vote of the votes cast by the Mandal Representatives having the right to vote. Mandal Representatives of Associate Members shall have no voting rights. In the event of any dispute between the Board of Trustees and the Executive Committee that cannot be resolved through discussions, either of them shall have the power to approach the General Body for resolution of the contentious issue(s) involved. The two-thirds majority vote of the General Body on the matter shall be binding on both the Board of Trustees and the Executive Committee.

SECTION 5.

MANDAL REPRESENTATIVES.

- (a) On becoming a member of the Corporation, each Executive Member Mandal and Associate Member will be eligible to nominate one of its members to act as the Executive Member Mandal or Associate Member’s Mandal Representative on the General Body of the Corporation. The nominated Mandal Representative of an Executive Member Mandal must have at least one year’s experience of working on the executive committee of the Executive Member Mandal. The term of office of such Mandal Representatives will be two years; provided, however, if the Mandal Representative resigns or is replaced before the end of such two-year period the new Mandal Representative shall only serve out the remaining term of the resigning or replaced Mandal Representative.
- (b) At the beginning of the calendar year in which elections for the Executive Committee and the Board of Trustees of the Corporation are due to take place, each Executive Member Mandal and Associate Member shall advise the Corporation the particulars of its Mandal Representative, satisfying the qualifications as stated in (a) above, for the following two years. In selecting one of their members to act as their representative, the executive committee of the Executive Member Mandal or Associate Member should ensure that the individual would be the right person to represent the interests of the Executive Member Mandal or Associate Member. In making this selection, the executive committee of the Executive Member Mandal or Associate Member should find out from their membership the names of any volunteers who have worked on the their executive committee for at least one year and who are willing to represent the Executive Member Mandal or Associate Member on the Corporation’s General Body.
- (c) Each Executive Member Mandal shall exercise its vote through its Mandal Representative. The number of votes available to the Mandal Member shall be determined as set forth below:

No. of Membership Households	No. of Votes
25 to 100	1
101 to 250	2
251 Over	3

- (d) Each Mandal Representative may vote by appointing a proxy. Mandal Representative will appoint such proxy after consulting the Executive Committee of the Mandal Member and by filling out the proxy form. Such proxy shall be a current member of the Mandal Member. Proxy forms shall be provided to the Mandal Representatives by the Secretary of the Corporation along with the

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notice of the Biennial General Body Meeting. Date, time, manner and the location for receiving proxies shall be provided in the notice of Meeting.

(e) Each Mandal Representative shall:

- i. Act as a liaison between the Corporation and their organizations.
- ii. Receive copies of all communication(s) sent by the corporation to the Executive Committee of their organization.
- iii. Ensure that the communications sent to the executive committees of their organization by the Corporation are responded to in a reasonable time period.
- iv. Receive copies of all communications sent by the Corporation to the Executive Committee of their Organization.
- v. Provide updates to the Corporation on happenings in their local community.
- vi. Provide active support to the corporation initiatives and the overall success of the conventions.
- vii. Actively seek new subscribers for Vrutta and other Corporation products.

SECTION 6.

QUORUM.

The holders of two-thirds of the total votes that may be cast by the Mandal Representatives entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any General Body Meeting. If such quorum is not present, then the meeting shall be adjourned and reconvened after fifteen minutes of waiting period with available quorum and business shall be transacted as specified in the Agenda.

Withdrawal of the members of the General Body including the Mandal Representatives or their proxies during the meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 7.

ANNUAL MEMBERSHIP FEES.

- (a) The membership fees payable by the various classes of members are set forth below. All amounts are in United States dollars. The scale of membership fees may be reviewed and amended by the Board of Trustees of the Corporation from time to time. The annual membership fees are due on January 1 of each calendar year and shall be remitted to the Treasurer of the Corporation no later than the last day of March of that year.
- (b) The annual membership fee for an Executive Member Mandals depends on the number of membership households of the Executive Member Mandal and their amounts as of the date of adoption of these By-Laws is set forth in the table below:

No. of Membership Households	Annual Membership Fee
25 to 100	\$50
101 to 250	\$100
251 or Over	\$150

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- (c) The annual membership fee for Associate Members as of the date of adoption of these By-Laws is \$50.

SECTION 8.

MEMBERSHIP IN GOOD STANDING.

A member shall be considered to be in "Good Standing" on any given date if the annual membership fees for the relevant calendar year have been paid by the last day of March of that calendar year. In the Election Year, Executive Committee of the Corporation, in consultation with the Election Officers may extend this date and if Membership fees is not paid until such extended date, the Executive Member Mandal shall not have voting rights.

SECTION 9.

TERMINATION OF MEMBERSHIP.

- (a) If a member of the Corporation fails to pay its membership fees for a period of two consecutive years, its membership shall automatically lapse. On such a lapse, a member wanting to resume its membership shall need to re-apply for membership. The re-admission will be determined at the discretion of the current Executive Committee of the Corporation.
- (b) A member of the Corporation which engages in activities that violate the Corporation's Code of Ethics and/or Code of Conduct, may lose membership right of the Corporation by a two-thirds majority vote of the General Body. A Special General Meeting will be called with immediate effect for this reason and an electronic vote will be conducted.

SECTION 10.

GENERAL BODY MEETINGS.

- a) A meeting of the General Body shall be held during the biennial conventions or at the location, time and manner decided by Board of Trustees and the Executive Committee. The President shall preside over the meeting. The Secretary of the Corporation shall circulate the agenda of the General Body Meeting at least 30 days in advance of the meeting with the following items :
- i. Approval of the minutes of the previous general body meeting
 - ii. Any unfinished business arising from the previous general body meeting.
 - iii. Reports from the President, the Secretary, the Treasurer and the Chairperson of the Board of Trustees.
 - iv. Approval or ratification of resolutions, amendments etc. included in the agenda and circulated by the Secretary in advance of the meeting.
 - v. Any other business proposed, duly seconded by the members and approved by the Chairperson of the meeting.
 - vi. The outgoing Executive Committee members and Board of Trustees shall retire from office but shall hold office until the new Executive Committee and

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Board of Trustees assumes office as provided herein in Article III Section 2 and Article IV Section 2.

- b) If at any time, the Board of Trustees or the Executive Committee deems necessary to discuss any matters that cannot wait until the next General Body Meeting, the Secretary shall arrange a Special General Body Meeting by giving at least two weeks' notice. Such meeting can be held by telephone or other teleconferencing method. For such a meeting, the Secretary shall circulate the agenda and the necessary documents to the General Body. The minutes of such meeting shall be circulated within 60 days to the members of General Body.

SECTION 11.

GENERAL BODY ELECTION MEETINGS.

a)The election for the Board of Trustees and the Executive Committee shall take place at the General Body meeting held during the biennial convention of the Corporation or if the meeting and the elections cannot be held during the biennial convention, a special meeting shall be called for that purpose no later than 30 days from the end of the day of such convention.

(b)The voting members of the General Body, consisting of the Mandal Representatives of Executive Member Mandal in good standing, shall be eligible to vote at these elections. A list of the voting members of the General Body, duly verified by the Secretary of the Corporation in consultation with the Treasurer, shall be made available at the General Body meeting.

(c)The current Executive Committee and the Board of Trustees will decide the location, day and time of the elections. Voting may be conducted electronically, by paper ballot, secret ballot or any other reasonable method.

ARTICLE III

BOARD OF TRUSTEES

SECTION 1.

COMPOSITION.

The Board of Trustees shall consist of three members who shall be elected by the General Body in the manner set out below. The current President of the Corporation shall act as a liaison between the Board of Trustees and the Executive Committee of the Corporation and shall have the right to attend all meetings of the Board of Trustees but shall not have voting rights on decisions taken by the Board of Trustees.

SECTION 2.

TERM.

Each member of the Board of Trustees (other than the President of the Corporation) shall be elected for a six-year term. The terms of the members of the Board of Trustees shall be staggered

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so that at every two year time interval, one member of the Board of Trustees shall retire and a new member of the Board of Trustees shall be elected for a new 6 year term which shall commence on the later of August 1 of the year of election or two weeks after the declaration of election results for the new Executive Committee. The member of the Board of Trustees with 2 years remaining of his/her term shall automatically become the Chairperson of the Board of Trustees for the remaining two years of his/her term, unless such member of the Board of Trustees declines the position or such Board of Trustee position is vacant, in which case the next member of the Board of Trustees with four years of term remaining shall be the Chairperson for such term.

SECTION 3.

RESPONSIBILITIES OF BOARD OF TRUSTEES.

The Board of Trustees shall be responsible for the following functions:

- (a) Monitoring the operations of the Corporation to verify that they are consistent with the long-term objectives of the Corporation.
- (b) Without Intruding with executive committee functioning, a Member of BOT may be appointed on each BMM initiative committee so that they can oversee the functioning. Such committee can be of 3 members, 2 from Executive and 1 from BOT.
- (c) Reviewing the long-term needs of the Corporation's membership and making suitable recommendations to the Executive Committee.
- (d) Reviewing the standards in place for various activities of the Corporation and, after discussion with the Executive Committee, recommending new standards or modified standards and monitoring their communication medium. These activities will relate (but not necessarily limited) to membership administration, communication, elections, database maintenance, accounting, publication of communication media, conventions, fund raising, etc.
- (e) Monitoring the activities of the various ad hoc committees, commissions or advisory bodies set up by the Executive Committee to undertake various tasks related to the operation of the Corporation.
- (f) Providing support to the Executive Committee in their operation.
- (g) Ensuring that all members of the Executive Committee, Board of Trustees, Volunteers and appointees follow the Constitution, identifying any deviations from the provisions of the Constitution to the Executive Committee and making recommendations to rectify, if necessary.
- (h) Assisting the Corporation in fund-raising and public relations activities in coordination with the Executive Committee.
- (i) Monitoring the tangible, intangible and intellectual assets of the Corporation
- (j) Reviewing the budget proposed by the Executive Committee and making recommendations if any.
- (k) Monitoring operating funds so the budget approved by the Executive Committee and the Board of Trustees is not exceeded.

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- (l) If warranted, suggesting amendment to the Articles of Incorporation and By-Laws to the Executive Committee to enhance abilities of the Corporation to meet stated goals and purposes.
- (m) Reviewing all contracts, memorandums of understanding and agreements executed by the Corporation to ensure they are within the Corporation's policy and protect the assets of the organization. Recommending any needed changes to the Executive Committee.

The Executive Committee shall review any recommendations made by the Board of Trustees for enforcement provided, however, the Executive Committee may overrule the recommendations of the Board of Trustees by a vote of two-thirds of its members entitled to vote.

If either the Board of Trustees or the Executive Committee is concerned that the actions of the other violate the Articles of Incorporation or these Bylaws or may cause material harm to the Corporation, it shall have the right to call a meeting of the General Body as provided in Article II, Section 9(b) of these Bylaws to petition the General Body to overturn such acts as provided in Article II Section 4 of these By-Laws.

SECTION 4.

ELECTION OF BOARD OF TRUSTEES.

- (a) A candidate for a position on the Board of Trustees should be a member of an Executive Member Mandal in good standing. The candidate should be currently or have been previously a member of the Executive Committee of the corporation.
- (b) A person may serve as a member of Board of Trustees one term of six years. Such person shall next be eligible for re-election to the Board of Trustees two years after the completion of his/her term, provided he or she satisfies all other eligibility criteria for being elected as a member of the Board of Trustees.
- (c) The members of the Board of Trustees shall be elected by the Mandal Representatives having voting rights at the General Body meeting held during the biennial conventions of the Corporation, or at a meeting specifically called for such elections as provided in Article II Section 10. Candidates for the Board of Trustees shall declare their candidacy in writing to the Election Officers no later than the date set forth in the Election Guidelines adopted by the Executive Committee.

SECTION 5.

RESIGNATION OR REMOVAL.

A member of the Board of Trustees who fails to attend three consecutive meetings of the Board of Trustees without prior notification shall be automatically removed from the Board of Trustees. A member of the Board of Trustees may resign at any time upon written notice to the Board of Trustees. In the event of such automatic removal or resignation or the death of a member of the Board of Trustees, the remaining members of the Board of Trustees shall appoint a replacement who shall serve until the first to occur of (a) the expiration of the remaining term of the deceased, removed or resigned member, (b) the next scheduled election for the Executive Committee, or (c) a special meeting of the General Body called to fill such vacancy. If the term of the appointed

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member of the Board of Trustees has not expired before such election, the General Body shall elect a replacement member of the Board of Trustees to serve out the remaining term of the deceased, removed or resigned member of Board of Trustees

A member of the Board of Trustees may be removed as follows:

- (a) The removal of a member of the Board of Trustees must be approved unanimously by the remaining members of the Board of Trustees and 2/3rds of the voting members of the Executive Committee.
- (b) After the vote to remove the member of the Board of Trustees by the Executive Committee and the remaining members of the Board of Trustees as set forth above, a Special Meeting of the General Body shall be arranged within 45 days after both such votes occur naming the member of the Board of Trustees to be removed at said meeting.
- (c) The member of the Board of Trustees subject to removal shall be removed from office by the 2/3rds majority vote of the votes cast by the Mandal Representatives having the right to vote at such meeting of the General Body.

SECTION 6.

MEETINGS.

The Board of Trustees shall hold meetings at least once every three months. If holding such meetings in person is not practical, these meetings may be held through teleconferencing. The Chairperson or any two voting members of the Board of Trustees may call a special meeting to discuss special issue(s) or urgent issue(s) by giving the other members of the Board of Trustees and the President of the Corporation at least one week prior notice. The notice of any meeting shall provide the agenda for such meeting and adequate information on the issue to be discussed and may be delivered by electronic mail. The minutes of any meetings of the Board of Trustees will be recorded and stored by the Chairperson (or in the absence of the Chairperson the member of the Board of Trustees whose term expires before the other member of the Board of Trustees attending the meeting). Two voting members of the Board of Trustees must be present at a meeting to constitute quorum. A Decision unanimously made by such quorum shall be deemed as the action of board of trustees.

SECTION 7.

INFORMAL ACTION BY WRITTEN CONSENT.

The authority of the Board of Trustees may be exercised without a meeting if consent in writing, setting forth the action taken, is signed by all of the members of the Board of Trustees entitled to vote.

SECTION 8.

PRESUMPTION OF ASSENT.

A member of the Board of Trustees of the Corporation who is present at a meeting of the Board of Trustees at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or

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unless he or she has filed his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or has forwarded such dissent by registered or certified mail or electronic mail to the secretary of the Corporation before the end of the following business day. Such right of dissent shall not apply to a member of the Board of Trustees who voted in favor of such an action.

ARTICLE IV

EXECUTIVE COMMITTEE

SECTION 1.

COMPOSITION.

The Executive Committee of the Corporation shall consist of 11 members as set forth below:

- (a) The President, Secretary and Treasurer of the Corporation whose individual responsibilities are set out in Article V of these Bylaws shall be voting members of the Executive Committee.
- (b) The Executive Committee shall have five "at-large" voting members elected by the General Body as set forth herein.
- (c) The Executive Committee shall have three non-voting members – the President of the Corporation whose term immediately preceded the current President, Youth Representative appointed by Executive Committee ("MAIYTRA") and the Editor of the Corporation's newsletter Vrutta. The non-voting members of the Executive Committee shall have the right to attend Executive Committee meetings and shall receive minutes of the meetings of the Executive Committee.
- (d) The President, Secretary and Treasurer of the Corporation shall be designated as the directors of the Corporation in its annual report filed with the Illinois Secretary of State.

SECTION 2.

TERM.

- a) The term of office of the members of the Executive Committee shall be two years and shall commence on the later of August 1st of the biennial convention year every or two weeks after the declaration of election results for the new Executive Committee. Each member of the Executive Committee shall hold office until his or her successor is duly elected or until his or her death or until he or she resigns or is removed in the manner provided herein.
- b) In certain unprecedented situations, if the BMM convention is being delayed the General Body has a right to extend the term of current EC and BOT for another year by a two thirds majority votes at a special meeting held for that purpose.

SECTION 3.

RESPONSIBILITIES OF EXECUTIVE COMMITTEE.

The Executive Committee shall be responsible for the following functions of the Corporation:

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- (a) Managing the day-to-day operations of the Corporation in all areas of its activity
- (b) Preparing and approving the Corporation's budgets.
- (c) Establishing ad hoc committees to undertake different tasks, after consultation with the Board of Trustees, and recruit suitable volunteers for such committees.
- (d) Supervising the work of the various committees set up to undertake different tasks for smooth operations of the Corporation.
- (e) In consultation with the Board of Trustees appointing the editor of the Corporation's newsletter Vrutta. The Vrutta editor shall be appointed for a two year term but may be replaced by a majority vote of the Executive Committee at any time.
- (f) Providing support to the Executive Member Mandal(s) hosting the Corporation's biennial convention and monitor the activity relating to the convention.
- (g) Providing support to the Board of Trustees in their operations.
- (h) Implementing necessary functions and processes required for the execution of assignments given by the President
- (i) Initiating any alterations, amendment or repeal of the By-Laws or Articles of Incorporation of the Corporation.
- (j) Submitting a quarterly report of its activities to the Board of Trustees
- (k) Adopting a Document Retention/Destruction policy for the Corporation
- (l) Adopting a Code of Ethics and Code of Conduct for the Corporation
- (m) Adopting Election Guidelines for the conduct of elections to Corporation positions consistent with By-Laws and the Articles of Incorporation.
- (n) Appointing a registered agent for the Corporation in the State of Illinois and any other jurisdiction where such appointment is required.
- (o) Engaging accountants for the Corporation and auditors of the Corporation's financial statements.
- (p) After consultation with the Board of Trustees, retaining attorneys to represent the Corporation.
- (q) Maintaining and preserving the growth of Corporation Funds in consultation with the BOTs

SECTION 4.

ELECTION OF EXECUTIVE COMMITTEE.

- a) Candidates for the position of President must have served at least 1 term as a Member of BMM Executive Committee, whereas candidates for the position of Secretary, Treasurer and at-large Executive Committee Member must be Mandal Representative of an Executive Member Mandal in good standing as of the date of the election. Candidate must have served as an Executive Committee member on respective Mandal for at least one year (1)
- b) A person may serve as a member of the Executive Committee (including the three officer positions) for up to two consecutive terms. Such person shall next be eligible for re-election to the Executive Committee (including the three officer positions) two years after the completion of his or her second consecutive term, provided he/she satisfies all other eligibility criteria for being elected as a member of the Executive Committee.
- c) The members of the Executive Committee shall be elected by the Mandal Representatives having voting rights at the General Body meeting held during the biennial conventions of the Corporation, or at a meeting specifically called for such

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elections as provided in Article II Section 10. Candidates for the Executive Committee shall declare their candidacy in writing to the Board of Trustees and the Executive Committee no later than the date set forth in the Election Guidelines adopted by the Executive Committee. The at-large Executive Committee members shall be elected as follows:

- (i) The five candidates receiving the most votes shall be elected to the Executive Committee;
- d) In the event of a tie during the election for President, Secretary, Treasurer or the final at-large Executive Committee members there shall be a run-off election consisting of the candidates for the position whose votes are tied in the manner set forth above. The candidate receiving the most votes from the Mandal Representatives having voting rights shall be elected to the applicable position on the Executive Committee. If a run-off election consists of more than two candidates and there is another tie, additional run-off Elections shall be held until a candidate is elected to the Executive Committee position as set forth above.

SECTION 5.

RESIGNATION OR REMOVAL.

In the event of the death or resignation of an elected member of the Executive Committee (including the three officer positions) before his or her term of office expires, the remaining members of the Executive Committee may elect an appropriate person (satisfying the eligibility criteria for becoming a member of the Executive Committee) to serve the remainder of the term of the deceased or resigning member. The Executive Committee shall consult with the Board of Trustees before electing the replacement. If a member of the Executive Committee (including the three officer positions) fails to attend three consecutive meetings without prior notification, such member shall be automatically removed from the Executive Committee. The remaining members of the Executive Committee may elect an appropriate person (satisfying the eligibility criteria for becoming a member of the Executive Committee) to serve the remainder of the term of the deceased, resigning or automatically removed Executive Committee member.

A member of the Executive Committee may be removed as follows:

- (a) The removal of the Executive Committee member must first be approved by a vote of two of the three members of the Board of Trustees and a vote of 2/3rds of the voting members of the Executive Committee other than the Executive Committee member subject to removal;
- (b) After the vote to remove the Executive Committee member by the Executive Committee and the Board of Trustees as set forth above, a Special Meeting of the General Body shall be arranged within 45 days after both such votes occur naming the Executive Committee member to be removed at said meeting.
- (c) The Executive Committee member subject to removal shall be removed from office, by the 2/3rds majority vote of the votes cast by the Mandal Representatives having the right to vote at such meeting of the General Body. In the event of such removal the General Body shall elect a replacement member of the Executive Committee to serve out the remaining term of the removed member of the Executive Committee.

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SECTION 6.**MEETINGS.**

The Executive Committee shall hold meetings once a month. If holding such meetings in person is not practical, these meetings may be held through teleconferencing. The elected members of the Board of Trustees are entitled to attend the meetings of the Executive Committee but shall not be entitled to vote. The President, Secretary or two voting members of the Executive Committee shall be entitled to call a special meeting of the Executive Committee by giving the other members of the Executive Committee and the members of the Board of Trustees and the President of the Corporation at least one week prior notice. The notice shall provide the agenda for such meeting and adequate information on the issue to be discussed and may be delivered by electronic mail. The minutes of these meetings will be recorded and stored in the same manner as for the minutes of the regular meetings. Prior to any meeting of the Executive Committee, the Secretary of the Corporation shall circulate to the members of the Executive Committee and the Board of Trustees the proposed agenda of the meeting outlining the issues that need to be discussed. Follow-up notes may be circulated after receiving feedback from the members of the Executive Committee. Any decisions arrived at should be circulated to all members of the respective governing bodies. Five voting members of the Executive Committee must be present at a meeting to constitute quorum. If a quorum is present, the affirmative vote of a majority of the Executive Committee members present shall be deemed the action of the Executive Committee, unless the vote of a greater number is required by the General Not For Profit Corporation Act, the Articles of Incorporation or these By-Laws. In the event of a tie vote in any matter voted on by the Executive Committee and if the Executive Committee cannot break such tie after reasonable discussion, the matter shall be referred to the Board of Trustees. The Board of Trustees shall break the tie by a vote of a majority of its members, which vote must be held within 7 days following the referral of the matter to the Board of Trustees. The vote of the Board of Trustees to break such tie shall be binding on the Executive Committee and shall be communicated to the Executive Committee by the Chairperson of the Board of Trustees.

SECTION 7.**INFORMAL ACTION BY WRITTEN CONSENT.**

The authority of the Executive Committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all of the members of the Executive Committee entitled to vote.

SECTION 8.**PRESUMPTION OF ASSENT.**

A member of the Executive Committee of the Corporation who is present at a meeting of the Executive Committee at which action on any corporate matter is taken shall be conclusively presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless he or she has filed his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or has forwarded such dissent by registered or certified mail or electronic mail to the secretary of the Corporation before the end of the following business day. Such right of dissent shall not apply to a member of the Executive Committee who voted in favor of such action.

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ARTICLE V

OFFICERS

SECTION 1.

NUMBER.

The officers of the Corporation shall be a President, a Treasurer, and a Secretary. The officers of the Corporation shall be members of the Executive Committee and as members of the Executive Committee shall have the term set forth for Executive Committee Members in Article IV and shall be elected and may be removed pursuant the provisions of these By-Laws governing the election and removal of Executive Committee Members.

SECTION 2.

PRESIDENT.

The President shall be the chief executive officer of the Corporation. Subject to the direction and control of the Executive Committee and the Board of Trustees, he or she shall be in charge of the business of the Corporation; he or she shall see that the resolutions and directions of the Executive Committee and the Board of Trustees are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Executive Committee or the Board of Trustees, and, in general, he or she shall discharge all duties incidental to the office of president and such other duties as may be prescribed by the Executive Committee or the Board of Trustees from time to time. He or she shall preside at all meetings of the Executive Committee. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Corporation or a different mode of execution is expressly prescribed by the Executive Committee, the Board of Trustees or these By-Laws, any contracts, deeds, mortgages, bonds, or other instruments which the Executive Committee or the Board of Trustees authorized to be executed, and

he or she may accomplish such execution either under or without the seal of the Corporation and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Executive Committee, according to the requirements of the form of the instrument. He or she may vote all securities which the Corporation is entitled to vote except as and to the extent such authority shall be vested in a different officer or agent of the Corporation by the Executive Committee. In addition to the above the President shall:

- (a) Provide general guidance to the operations of the Corporation.
- (b) Make arrangements, in consultation with the Board of Trustees and the Executive Committee, for recruitment of volunteers to work on the different committees, as and when found necessary.
- (c) Allocate the responsibilities among the members of the Executive Committee for supervising the various committees designed to carry out the routine activities of the Corporation in a streamlined manner.

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- (d) Designate, in consultation with the Board of Trustees, the individual to work as the editor of Vrutta and the distribution coordinator, as needed.
- (e) Provide guidance and direction to the biennial conventions and any other Corporation conventions.
- (f) Preside over the General Body meetings and the Executive Committee meetings.
- (g) Report on the general progress of the Corporation to the General Body of the Corporation and to the executives of the members of the Corporation.
- (h) Represent the Corporation and participate on behalf of the Corporation at the meetings of Convention Steering Committee.
- (i) Represent the Corporation and participate on behalf of the Corporation at the meetings of other organizations that may have objectives similar to those of the Corporation.

SECTION 3.

THE TREASURER.

The treasurer shall be the principal accounting and financial officer of the corporation He or She will

- (a) have charge of and be responsible for the maintenance of adequate books of account for the Corporation;
- (b) have charge and custody of all funds and securities of the Corporation, and be responsible therefor and for the receipt and disbursement thereof;
- (c) Keep an account of the finances of the Corporation, prepare the financial statements consistent with generally accepted accounting principles, if needed have them audited for that calendar year. Submit the financial statements to the EC & BOT for approval no later than March 31st of the following year;
- (d) Provide approved financial statements and all supporting documents to appointed Certified Public Accountant for filing the Tax Returns. Ensure that the Tax Return is filled by the due date prescribed by IRS and/or any State Authorities.
- (e) Supervise the committee dealing with accounting for Corporation finances;
- (f) Ensure that the financial guidelines prepared in consultation with professional accountants are properly followed in all the financial matters relating to the Corporation's activities;
- (g) Consult the financial advisor and invest the Corporation's assets in accordance with the professionally prepared financial guidelines with consultation with executive committee and BOT;
- (h) Deposit money, drafts, checks in the name of and to the credit of Corporation, in the banks designated by the Executive Committee;
- (i) Keep accurate record of membership payments and other payments due to Corporation;
- (j) Disburse Corporation funds and issue checks, drafts in the name of Corporation, as prescribed by Executive Committee with designated signatures (Treasurer, President or a person designated in absence of President, or Secretary);
- (j) Submit monthly report to Executive Committee in advance of the monthly meeting;
- (k) In consultation with the President, prepare annual budget and program budget and submit to Executive Committee for approval;
- (l) Perform all the duties incidental to the office of treasurer and such other duties as from time to time may be assigned to him or her by the President, the Executive Committee or by the Board of Trustees.

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SECTION 4.**THE SECRETARY.**

The Secretary shall:

- (a) record and document minutes of the BMM meetings in one or more books provided for that purpose and share it within one week;
- (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- (c) be custodian of the corporate records and of the seal of the Corporation;
- (d) Maintain a register of the post-office address of each member which shall be furnished to the Secretary by such member;
- (e) sign with the President, or any other officer thereunto authorized by the Executive Committee, any contracts, deeds, mortgages, bonds, or other instruments which the Executive Committee has authorized to be executed, according to the requirements of the form of the instrument, except when a different mode of execution is expressly prescribed by the Executive Committee or these By-Laws;
- (f) have authority to certify the By-Laws, resolutions of the Executive Committee and committees thereof, the Board of Trustees and the General Body, and other documents of the Corporation as true and correct copies thereof;
- (g) carry out the duties of the President in the absence of the President;
- (h) Maintain all the correspondence of the Corporation in good order and conduct the business of the Corporation. Maintain and store all pertinent records of Corporation in the manner set forth.
- (i) Supervise the working of the committees dealing with administration and communication.
- (j) Notify all members of the Executive Committee the particulars of all meetings and gatherings of the Corporation and provide them with the agenda and programs a week in advance of the meeting.
- (k) Notify all representatives of Mandal Members of the particulars of the Biennial General Body meeting (location, date, time) one month in advance. Provide minutes of the previous General Body meeting, annual report, treasurer's final report, documenting organizational activities and progress, agenda, election of officers and special resolutions, if any; and
- (l) Perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President, the Executive Committee or the Board of Trustees. In the event of the absence of the President, the Secretary shall carry out the duties of the President.

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SECTION 5.**SUPPORT FUNCTION OF THE AT-LARGE EXECUTIVE COMMITTEE MEMBERS.**

The at-large members of the Executive Committee shall:

- (a) Support the Officers of the Executive Committee in their activities;
- (b) Supervise the committees allocated to them by the President and report to the Executive Committee on their operations;
- (c) Attend all the required meetings fully prepared for the agenda to be discussed;
- (d) Provide timely response/feedback;
- (e) Participate actively in the operation; and
- (f) Maintain continuous communication with General Body on issues affecting the Corporation.

ARTICLE VI**CONTRACTS, LOANS, CHECKS AND DEPOSITS****SECTION 1.****FISCAL YEAR.**

The fiscal year for the Corporation shall be a calendar year, namely, January 1st to December 31st.

SECTION 2.**PUBLISHING OF ACCOUNTS.**

After filing of the Tax Returns, the annual Financial statements shall be circulated to the General Body and published in the Vrutta or other communication media selected by the Executive Committee.

SECTION 3.**BANKING PROCEDURE.**

The Executive Committee shall open and maintain all accounts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation. The Executive Committee may authorize by a majority decision any other person(s) to operate any bank accounts for special purposes or for the functioning of any of the committees, either alone or along with one of the officers of the Executive Committee.

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SECTION 4.**INVESTMENT OF FUNDS.**

All funds of the Corporation not otherwise invested shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Executive Committee may select.

SECTION 5.**BUDGETS AND EXPENSE LIMITS.**

The Treasurer of the Corporation shall prepare the annual budgets of the Corporation and present it to the Executive Committee for approval. The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Activities such as the Biennial convention will have their independent budgets and shall manage their financial affairs as specified in the respective Memoranda of Understanding. In undertaking any other activities on behalf of the Corporation (either for a single activity or in combination with other activities occurring in a calendar year), the Treasurer will prepare a budget and present it to Executive Committee for approval. Unless approved by the Executive Committee of the Corporation at the time of approval of the Corporation's annual or event budget, no loans or obligations shall be contracted on behalf of the Corporation, no evidences of indebtedness shall be issued in the name of the Corporation, no debits from the Corporation's bank accounts shall be made and no expenditures shall be made by the Corporation unless authorized as set forth below:

- (a) The President can collectively spend, lend or incur expenditures on behalf of the Corporation in an amount up to \$1,000 per year without consulting the Executive Committee.
- (b) The President can collectively spend, lend or incur expenditures on behalf of the Corporation in an amount over \$1,000 per year but not exceeding \$5,000 per year, after seeking concurrence from the Executive Committee.
- (c) The President can collectively spend, lend or incur expenditures on behalf of the Corporation in amount over \$5,000 per year but not exceeding \$10,000 per year, after seeking approval from the Board of Trustees and Executive Committee.
- (d) For amounts expenses, loans or expenditures in the aggregate in excess of \$10,000 per year outside the approved budget, concurrence of the General Body shall be needed.
- (e) The Corporation shall not be held responsible monetarily or otherwise, for any agreements reached between parties without the required written approval of the designated Corporation officers, Executive Committee or Board of Trustees as set forth herein. In such circumstances Executive Committee Members will be jointly held responsible.

SECTION 6.**EXPENSE REIMBURSEMENT.**

Any individual who may have incurred an expense on behalf of the corporation, for carrying out activities authorized by Executive Committee or Board of Trustees shall be reimbursed for such expense, upon submission of the proof.

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SECTION 7.**GIFTS.**

The Executive Committee may accept on behalf of the Corporation any contribution, gift, donation/sponsorship, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII**COMMITTEES, COMMISSIONS AND ADVISORY
BOARDS****SECTION 1.****COMMITTEES.**

The Executive Committee, by resolution adopted by a majority of its voting members in office, may designate one or more committees. A majority of the members of a committee must be members of the Executive Committee along with such other persons as the Executive Committee designates. The committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Executive Committee in the management of the Corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Executive Committee, or any individual member of the Executive Committee, of any responsibility imposed upon it, him or her by law. The Executive Committee in creating a committee and appointing its members shall clearly explain its nature and scope of duties and the expectations by the Corporation.

SECTION 2.**COMMISSIONS OR ADVISORY BODIES.**

Commissions or advisory bodies not having and exercising the authority of the Executive Committee of the Corporation may be designated or created by the Executive Committee and shall consist of such person as the Executive Committee designates. A commission or advisory body will consist of at least one member of the Executive Committee and the Board of Trustees who will act as liaison, as the Executive Committee determines. The commission or advisory body may not act on behalf of the Corporation or bind it to any actions but may make recommendations to the Executive Committee. The Executive Committee in creating a commission or advisory body and appointing its members shall clearly explain its nature and scope of duties and the expectations by the Corporation.

SECTION 3.**TERM OF OFFICE.**

Each member of a committee, advisory board or commission shall continue as such until the next election meeting of the General Body of the Corporation and until his or her successor is appointed,

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unless the committee, advisory board or commission shall be sooner terminated, or unless such member be removed from such committee, advisory board or commission by the Executive Committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4.

CHAIRMAN.

One member of each committee, advisory board or commission shall be appointed chairman.

SECTION 5.

VACANCIES.

Vacancies in the membership of any committee, advisory board or commission may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6.

QUORUM.

Unless otherwise provided in the resolution of the Executive Committee designating a committee, advisory board or commission, a majority of the whole committee, advisory board or commission shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee, advisory board or commission.

SECTION 7.

RULES.

Each committee, advisory board or commission may adopt rules for its own government consistent with these By-Laws or with rules adopted by the Executive Committee.

SECTION 8.

INFORMAL ACTION.

The authority of a committee may be exercised without a meeting if a consent in writing, setting forth the action taken, is signed by all the members of the committee entitled to vote.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of these By-Laws or under the provisions of the Articles of Incorporation or under the provisions of The General Not-for-Profit Business Corporation Act of the State of Illinois, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice

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thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE IX

INDEMNIFICATION OF OFFICERS, EXECUTIVE COMMITTEE,

BOARD OF TRUSTEES, EMPLOYEES AND AGENTS

SECTION 1.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a member of the Board of Trustees or the Executive Committee, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment or settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2.

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a member of the Board of Trustees or the Executive Committee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a member of the Board of Trustees or the Executive Committee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the

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adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

SECTION 3.

To the extent that a member of the Board of Trustees or the Executive Committee, officer, employee or agent of a Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in sections 1 and 2, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by such person in connection therewith.

SECTION 4.

Any indemnification under sections 1 and 2 shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the member of the Board of Trustees or the Executive Committee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections 1 and 2. Such determination shall be made (a) by the by a majority vote of a quorum of the Executive Committee consisting of members of the Executive Committee who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested members of the Executive Committee so directs, by independent legal counsel in a written opinion, or (c) by the majority vote of the votes cast by the Mandal Representatives having the right to vote at a meeting of the General Body.

SECTION 5.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Executive Committee in the specific case, upon receipt of an undertaking by or on behalf of the member of the Board of Trustees or the Executive Committee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this article.

SECTION 6.

The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement vote of members or disinterested members of the Executive Committee or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a member of the Board of Trustees or the Executive Committee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a member of the Board of Trustees or the Executive Committee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a member of the Board of Trustees or the Executive Committee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in such capacity, or arising out of his or her status as such, whether or

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not the Corporation would have the power to indemnify such person against such liability under the provisions of these sections.

SECTION 8.

If the Corporation has paid indemnity or had advanced expenses to a member of the Board of Trustees or the Executive Committee, officer, employee or agent, the Corporation shall report the indemnification or advance in writing to the General Body with or before the notice of the next meeting of the General Body.

SECTION 9.

References to "the Corporation" shall include, in addition to the surviving Corporation, any merging Corporation, including any Corporation having merged with a merging Corporation, absorbed in a merger which otherwise would have lawfully been entitled to indemnify its Board of Trustees, Executive Committee, officers, and employees or agents.

ARTICLE X

DISPUTE RESOLUTION

In the event of a serious disagreement between the Executive Committee and/or the members of the Corporation and/or the Board of Trustees regarding the interpretation of the By-Laws or Articles of Incorporation of the Corporation, the parties shall be entitled to declare a dispute. Disputes between the Board of Trustees and the Executive Committee that the actions of the other violate the Articles of Incorporation or these By-Laws or may cause material harm to the Corporation shall be referred to the General Body as provided in Article III Section 3 of these By-Laws. Declarations of other disputes shall be in writing, stating the issue in dispute, and shall be addressed to the Executive Committee & Board of Trustees.

The Executive Committee & Board of Trustees shall consider such declaration within two (2) weeks of receiving it. Should the Executive Committee not be able to resolve the dispute to the satisfaction of the parties to the dispute, the dispute shall be referred to an independent arbitrator mutually acceptable to the parties to the dispute and the Executive Committee. The parties shall designate such arbitrator within 2 weeks after the failure of the Executive Committee & Board of Trustees to resolve such dispute. If the parties and the Executive Committee & Board of Trustees cannot agree on a mutually agreeable arbitrator, they shall each appoint an arbitrator and the Executive Committee & Board of Trustees shall appoint a third arbitrator. If the Executive Committee & Board of Trustees is one of two parties to a dispute, the arbitrators selected by the parties to the dispute shall mutually select a third arbitrator.

In the event three arbitrators are selected, the decision of the arbitrators shall be made by an affirmative vote of two out of the three arbitrators.

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The arbitrator shall have the power to decide any motions brought by any party to the arbitration, including motions for summary judgment and/or adjudication and motions to dismiss and demurrers, prior to any arbitration hearing. The arbitrator shall issue a written decision including findings of fact and conclusions of law on the merits of its award. The arbitrator shall have the power to award any remedies, including attorneys' fees and costs, available under applicable law.

The arbitration shall be held on an informal basis, and the arbitrator shall have the power to determine the procedure to be adopted subject to principles of natural justice and prior practice of the Corporation with respect to any ambiguous provision of the By-Laws or Articles of Incorporation; provided however the arbitrator shall not (a) have the authority to disregard or refuse to enforce any lawful Corporation policy; (b) require Corporation to adopt a policy not otherwise required by law, which Corporation has not adopted; (c) violate the plain meaning of these By-Laws or the Articles of Incorporation and (d) violate any applicable law.

The person(s) declaring the dispute and the Executive Committee &/or Board of Trustees, beforehand, may agree to share the costs of the arbitration. In the absence of such agreement the arbitrator shall decide which parties shall be liable for the costs.

The provisions of this Article X do not supersede and are subject to powers, right to remove from office or as a member, or other dispute resolution mechanisms explicitly set forth in the Articles of Incorporation or these By-Laws, including without limitation in Article II Section 4 of these By-Laws. In all other situations, arbitration as set forth herein shall be the sole, exclusive and final remedy for any dispute that may arise from the interpretation of these By-Laws or Articles of Incorporation of the Corporation. The decision of the arbitrator shall be final and binding upon all the parties to the dispute, the Executive Committee and the Corporation. Judgment upon the award rendered by the arbitration(s) may be entered in any court having jurisdiction thereof.

ARTICLE XI

CONFLICT OF INTEREST

An elected Member of Executive Committee (EC), Member of Board of Trustees (BOT) and and/or any appointed agents by EC and/or BOT would be considered to have a 'Conflict of Interest' with that of 'Bruhan Maharashtra Mandal', if the concerned member's actions are directly or indirectly detrimental to Bruhan Maharashtra Mandal's interest and/or if the concerned member ceases to act impartial and/or loyal to the Bruhan Maharashtra Mandal because of his/her personal and/or professional interest. In such incident, the concerned member shall be expelled from his/her position by a 2/3rd majority vote of the Executive Committee and Board of Trustees combined.

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ARTICLE XII

OTHER PROVISIONS

The controlling object and purposes of the Corporation are to receive by gift, property, real and personal, and to maintain, use and operate the same in such manner as to promote and foster its corporate objects and purposes set forth in the Articles of Incorporation, as well as those of the gifts which it shall receive subject to the terms and conditions on which it may receive the same. No part of the net income of the Corporation shall ever inure to the benefit of its officers, trustees or any private individual provided, however, that reasonable compensation may be paid for services rendered to the Corporation. No member or trustee of the Corporation shall have any personal liability for corporate obligations and the methods of enforcement and collection thereof.

The Corporation can be dissolved only by a 2/3rds majority vote of the votes cast by the Mandal Representatives having the right to vote at a meeting of the General Body.

Upon dissolution or liquidation of the Corporation, all of its assets remaining after payment of all of its liabilities and obligations shall be distributed exclusively for the purposes of the Corporation in such manner or to such organization or organizations as shall at the time qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation in any manner or to any extent participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE XIII

AMENDMENTS

The By-Laws or Articles of Incorporation of the Corporation may be made, altered, amended or repealed according to the following procedure:

- (a) Any alterations, amendment or repeal of the By-Laws or Articles of Incorporation must be initiated and approved by a majority vote of the Executive Committee. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation consistent with the law or the Articles of Incorporation;
- (b) The altered, amended or repealed By-Laws or Articles of Incorporation shall be submitted to the Board of Trustees for their review. Within 30 days after such submission, the Board of Trustees shall accept the submission, reject it or suggest modifications. If the Board of Trustees fails to act within such 30 day period the

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submitted By-Laws or Articles of Incorporation shall be deemed accepted by the Board of Trustees;

- (c) The Executive Committee shall have the right to override the rejection or the amendment of the submitted By-Laws or Articles of Incorporation by a vote of 2/3rds of its members which must be held within 30 days after the decision of the Board of Trustees;
- (d) The General Body shall vote on the altered, amended or repealed By-Laws or Articles of Incorporation at the next meeting of the General Body to elect the Executive Committee or a meeting of the Board of Trustees called specifically to review the altered, amended or repealed By-Laws or Articles of Incorporation.
- (e) A 2/3rds majority vote of the votes cast by the Mandal Representatives having the right to vote at the meeting of the General Body shall be required to adopt the altered, amended or repealed By-Laws or Articles of Incorporation.

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