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BY – LAWS
OF
NORTH AMERICAN SANKETHI ASSOCIATION INC.

ESTD: 1984
(AS OF APRIL 27, 2014)

TAX ID: 112761179

Registered Address: 34 Longwood Drive, Clifton Park, NY 12065

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NORTH AMERICAN SANKETHI ASSOCIATION INC.**

ARTICLE I - OFFICES

The principal office of the North American Sankethi Association Inc. (hereinafter known as the “Corporation”) shall be at 34 Longwood Drive, in the Town of Clifton Park, County of Saratoga, State of New York. The corporation may also have offices at such other places within or without this state as the board may from time to time determine or the business of the corporation may require.

ARTICLE II - PURPOSES

A Sankethi is a person whose mother tongue is the Sankethi language or whose ancestors’ mother tongue was the Sankethi language.

The purposes for which this corporation has been organized are as follows:

Aims and Objectives:

- a. To provide a forum for members, hereinafter defined, to meet and maintain Sankethi religious, cultural, charitable, linguistic, educational, cultural and other community activities.
- b. To encourage the younger generation to understand Sankethi culture, language and family relationships.
- c. To bring about a formal relationship with Sankethi Associations in the various parts of the world and participate in their activities suitably.
- d. To assist religious and cultural institutions in North America and elsewhere.
- e. To promote religious, social, cultural, educational activities and exchange of scholars and artists from different parts of the world.
- f. To establish a charity fund for the benefit of cultural and educational activities and human service of economically disadvantaged people of the world.

- g. To aid in the education of Sankethi children through suitable means.
- h. To sponsor suitable cultural programs of interest to members.
- i. To sponsor summer camps / trips for the youth.
- j. To increase the awareness of contribution of Sankethis to the society and country.

ARTICLE III – MEMBERSHIP

1. QUALIFICATIONS FOR MEMBERSHIP:

- A. Any person who has completed the age of 18 years and who subscribes to the aims and objectives of NASA shall be eligible to become a member.
- B. Any person desirous of becoming a member shall do so by writing to the President of the Association, giving particulars of address, phone number, and email as available, and members in his / her family.

2. MEMBERSHIP MEETINGS:

- a. The annual meeting of the membership of the corporation shall be held once each calendar year with the gap between two such meetings of no less than six months and no more than one year and six months. The secretary shall cause to be emailed to every member at his/her email address as it appears on the membership roll book of the Corporation a notice stating the time and place of the annual meeting. If the member does not have a valid email address or the member has expressly requested delivery of a hard copy via mail in writing, then the secretary shall cause the same to be mailed to the member's address as it appears on the membership roll book of the Corporation.
- b. Regular meetings of the corporation shall be held at least once a quarter on a day convenient to all members of the managing committee.
- c. The presence at any membership meeting of not less than fifteen members shall constitute a quorum and shall be necessary to conduct the business of the corporation; however, a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by the by-laws and the secretary shall cause a notice of the re-scheduled date of the meeting to be sent to those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

- d. A membership roll showing the list of members as of the record date, certified by the secretary of the corporation, shall be produced at any meeting of members upon the request therefore of any member who has given written notice to the corporation that such request will be made at least ten days prior to such meeting. All persons appearing on such membership roll shall be entitled to vote at the meeting.

3. SPECIAL MEETINGS:

Special meetings of the corporation may be called by the directors. The secretary shall cause a notice of such meeting to be sent to all members as specified in Article III, section 2 (a) at least ten days but not more than fifty days before the scheduled date of such meeting. Such a notice shall state the date, time, place and purpose of the meeting and by whom called.

No other business but that specified in the notice may be transacted at such special meetings without the unanimous consent of all present at such meetings.

4. FIXING RECORD DATE:

For the purpose of determining the members entitled to notice of or to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the board shall fix, in advance, a date as the record date for any such determination of members. Such date shall not be more than fifty nor less than ten days before any such meeting, nor more than fifty days prior to any other action.

5. ACTION BY MEMBERS WITHOUT A MEETING:

Whenever members are required or permitted to take any action by vote, such action may be taken without a meeting by written consent setting forth the action so taken, signed by all the members entitled to vote thereon.

6. PROXIES:

Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting may authorize another person or persons to act for him/her by proxy.

Every proxy must be signed by the member or his/her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise

provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

7. ORDER OF BUSINESS:

The order of business at all meetings shall be as follows:

1. Roll call
2. Reading of the minutes of the preceding meeting
3. Reports of committees
4. Reports of officers
5. Old and unfinished business
6. New business

Any member in good standing may introduce a motion from the floor with the permission of the Chair. Such permission shall not be denied if the member has given written notice of such motion to the corporation at least ten days but not more than fifty days prior to the scheduled date of the meeting.

Provided however that the advance notice requirement may be waived if the estimated additional financial exposure to the corporation from the proposed motion is less than US \$500 in the relevant fiscal year(s).

7. Good and Welfare
8. Adjournments

8. MEMBERSHIP DUES:

- a. There shall be two categories of members called (i) Life Members and (ii) Members.

Any person desirous of becoming a life member shall contribute a sum of US \$200.00 payable in one or more installments within a period of one year. Any person desirous of becoming a member shall pay annual contribution of US \$25.00 before the 31st of December each year.

- b. The spouse of a member shall also be deemed to be a member.
- c. Any person contributing more than US \$2000.00 shall be called a Donor and will automatically be considered a life member.

In addition to his/her rights as a life member, he/she will become a permanent invitee to the meetings of the Executive Committee.

- d. Any person contributing more than US \$5000.00 shall be called a Patron and will automatically be considered as a life member. He/she will be eligible to serve on the committee of the trustees when formed.

ARTICLE IV - DIRECTORS

1. MANAGEMENT OF THE CORPORATION:

The corporation shall be managed by the board of directors which shall consist of a President and eight directors. Each director shall be at least nineteen years of age.

2. ELECTION AND TERM OF DIRECTORS:

At alternate annual meetings of members, the membership shall elect the president and other directors to hold office until the annual meeting following the next annual meeting. Each director shall hold office until the expiration of the term for which he/she was elected and until a successor has been elected and shall have qualified, or until his/her prior resignation or removal. A director shall not qualify for reelection except as president if he/she had held office for three consecutive terms immediately before.

3. INCREASE OR DECREASE IN NUMBER OF DIRECTORS:

The number of directors may be increased or decreased by vote of the members or by a vote of majority of all of the directors. No decrease in number of directors shall shorten the term of any incumbent director.

4. NEWLY CREATED DIRECTORSHIPS AND VACANCIES:

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the board for any reason except the removal of directors without cause may be filled by a vote of a majority of the directors then in office, although less than a quorum exists, unless otherwise provided in the certificate of incorporation. Vacancies occurring by reason of the removal of directors without cause shall be filled by vote of the members. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his/her predecessor.

5. REMOVAL OF DIRECTORS:

Any or all of the directors may be removed for cause by vote of the members or by action of the board. Directors may be removed without cause only by vote of the members.

6. RESIGNATION:

A director may resign at any time by giving written notice to the board, the President or Secretary of the corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

7. QUORUM OF DIRECTORS:

Unless otherwise provided in the certificate of incorporation, a majority of the entire board shall constitute a quorum for the transaction of business or of any specified item of business.

8. ACTION OF THE BOARD:

Unless otherwise required in these by-laws or required by the law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the board. Each director present shall have one vote.

9. PLACE AND TIME OF BOARD MEETINGS:

The board may hold its meetings at the office of the corporation or at such other places, either within or without the state, as it may from time to time determine.

10. REGULAR ANNUAL MEETING:

A regular annual meeting of the board shall be held immediately following any election of directors including the president at the place of such annual meeting of members.

11. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT:

Regular meetings of the board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the board shall be held upon notice to the directors and may be called by the President upon three days' notice to each director either personally or by mail or by wire or email; special meetings shall be called by the President or by the Secretary in a like manner on written request of two directors. Notice of a meeting need not be given to any director who submits a waiver of notice whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him/her.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

12. CHAIRMAN:

At all meetings of the board the president or in his/her absence, a chairman chosen by the board shall preside.

13. EXECUTIVE AND OTHER COMMITTEES:

The board, by resolution adopted by a majority of the entire board, may designate from among its members an executive committee and other committees, each consisting of three or more directors. Each such committee shall serve at the pleasure of the board.

ARTICLE V - OFFICERS

1. OFFICES, ELECTION, TERM:

Unless otherwise provided for in the certificate of incorporation, the board may elect or appoint one or more vice-presidents, a secretary and a treasurer, and such other officers as it may determine, who shall have such duties, powers and functions as hereinafter provided. All officers shall be elected or appointed to hold office until the regular meeting of the board following the election of directors including the president. Each officer shall hold office for the term for which he/she is elected or appointed and until his/her successor has been elected or appointed and qualified.

2. REMOVAL, RESIGNATION, SALARY:

Any officer elected or appointed by the board may be removed from office by the board with or without cause. In the event of the death, resignation or removal of an officer, the board in its discretion may elect or appoint a successor to fill the unexpired term. Any two or more offices may be held by the same person, except the offices of president and secretary. The salaries of all officers shall be fixed by the board.

3. PRESIDENT:

The president shall be the chief officer of the corporation; the President shall preside at all meetings of the members and of the board and shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the board are carried into effect.

4. VICE-PRESIDENTS:

During the absence or disability of the president, the vice-president, or if there are more than one, the executive vice president, shall have all the powers and functions of the president. Each vice-president shall perform such other duties as the board shall prescribe.

5. TREASURER:

The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in a FDIC insured account in such bank or trust company as the directors may elect; the treasurer shall, when duly authorized by the board of directors, invest said funds in one or more of the following: 1) FDIC Insured Savings Accounts, 2) FDIC Insured Certificate of Deposit Accounts, 3) Money Market Accounts, 4) U.S. Government Treasury Securities and 5) Mutual Funds that invest only in GNMA Securities or Municipal Bonds; the treasurer shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president; the treasurer shall also sign all checks, drafts, notes, or orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; the

treasurer shall at all reasonable times exhibit books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours. At the end of each corporate year, the treasurer shall have an audit of the accounts of the corporation made by a committee appointed by the president, and shall present such audit in writing at the annual meeting of the members, at which time the treasurer shall also present an annual report setting forth in full the financial conditions of the corporation.

6. ASSISTANT TREASURER:

During the absence or disability of the treasurer, the assistant treasurer, or if there are more than one, the one so designated by the secretary or the board, shall have the powers and functions of the treasurer.

7. SECRETARY:

The secretary shall keep the minutes of the board of directors and also the minutes of the members. The secretary shall have the custody of the seal of the corporation and shall affix and attest the same to documents when duly authorized by the board of directors. The secretary shall attend to the giving and serving of all notices of the corporation, and shall have charge of such books and papers as the board of directors may direct; the secretary shall attend to such correspondence as may be assigned to him/her, and perform all the duties incidental to this office. The secretary shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence, their email address, and the time when they became members.

8. ASSISTANT SECRETARIES:

During the absence or disability of the secretary, the assistant secretary, or if there are more than one, the one so designated by the secretary or by the board, shall have all the powers and functions of the secretary.

9. SURETIES AND BONDS:

In case the board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the board may direct, conditioned upon the faithful performance of his/her duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into his/her hands.

ARTICLE VI – SEAL

The seal of the corporation shall be as follows:



ARTICLE VII – CONSTRUCTION

If there be any conflict between the provisions of the certificate of incorporation and by-laws, the provisions of the certificate of incorporation shall govern.

ARTICLE VIII – AMENDMENTS

The bylaws may be adopted, amended or repealed by members at the annual meeting of members. Bylaws may also be adopted, amended or repealed by the board of directors but any bylaw adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.

If any by-law is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members, bylaws so adopted, amended or repealed, together with a concise statement of the changes made.

APPENDIX – A

RECORD OF CHANGES TO THE BYLAWS SINCE 05/10/2000

1. Deleted the first sentence of Paragraph 5 of Article V and replaced with the following:

“The treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit and invest said funds in the name of the corporation in accordance with the corporation’s Investment Policy, as the same may be amended from time to time; he shall, when duly authorized by the board of directors, sign and execute all contracts in the name of the corporation, when countersigned by the president he shall also sign all checks, drafts, notes and orders for the payment of money, which shall be duly authorized by the board of directors and shall be countersigned by the president; he shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the corporation during ordinary business hours.”

(Approved by the General Body at its annual meeting held on July 2, 2000)

2. Article VIII, paragraph 1 amended as follows:

“The bylaws may be adopted. Amended or repealed by members at the annual meeting of members. Bylaws may also be adopted, amended or repealed by the board of directors but any bylaw adopted, amended or repealed by the board may be amended by the members entitled to vote thereon as hereinbefore provided.”

(Approved by the General Body at its annual meeting held on July 2, 2000)

3. In the first sentence of Paragraph 5 of Article V, deleted the following text:

“The treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit and invest said funds in the name of the corporation in accordance with the corporation’s Investment Policy, as the same may be amended from time to time;”

And inserted the following revised text:

“The treasurer shall have the care and custody of all the funds and securities of the corporation, and shall deposit said funds in the name of the corporation in a FDIC insured account in such bank or trust company as the directors may elect; he shall, when duly authorized by the board of directors, invest said funds in one or more of the following: 1) FDIC Insured Savings Accounts, 2) FDIC Insured Certificate of Deposit Accounts, 3) Money Market Accounts, 4) U.S. Government Treasury Securities and 5) Mutual Funds that invest only in GNMA Securities or Municipal Bonds;”

(Approved by the General Body at its annual meeting held on July 2, 2002)

4. Several clerical errors were fixed and the definition of Sankethi was added as outlined in the table below.

Clerical changes to clarify name and address of corporation, fix typographical and formatting errors, and address gender neutrality throughout document		
I	"The principal office of the corporation shall be in the Town of Clifton Park, County of Saratoga, State of New York."	"The principal office of the North American Sankethi Association Inc. (hereinafter known as the "Corporation") shall be at 34 Longwood Drive , in the Town of..."
II e.	"To promote religious, social, cultural, educational exchange of scholars and artists from different parts of the world."	"To promote religious, social, cultural, educational activities and exchange of scholars and artists from different parts of the world."
II f.	"To establish a charity fund for the benefit of cultural, educational and human service of economically disadvantaged people of the world."	"To establish a charity fund for the benefit of cultural and educational activities and human service of economically disadvantaged people of the world."
III 2d.	"A membership roll showing the list of..."	III 2c "A membership roll showing the list of..."
IV	The corporation shall be managed by the board of directors which shall consist of nine directors.	The corporation shall be managed by the board of directors which shall consist of one President and eight directors.
IV 8	"Unless otherwise required by the law, the vote of a majority..."	"Unless otherwise required in these by-laws or required by the law, the vote of a majority..."
V 1	"...the board may elect or appoint a president, one or more vice-presidents, a secretary..."	"...the board may elect or appoint <deleted> one ore more vice presidents, a secretary..."
V 2	"Any officer elected or appointed by the board may be removed by the board with or without cause."	"Any officer elected or appointed by the board may be removed from office by the board with or without cause."
VII	ARTICLE VII - AMENDMENTS	ARTICLE VII - AMENDMENTS
VII	"If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next meeting of members for the election..."	"If any by-law regulating an impending election of directors is adopted, amended or repealed by the board, there shall be set forth in the notice of the next annual meeting of members for the election..."
various	he, his, him	gender neutral option such as he/she, "the president", etc.
Add definition of "Sankethi"		
II	-	A Sankethi is a person whose mother tongue is the Sankethi language or whose ancestors' mother tongue was the Sankethi language.
II a.	"To provide a forum for the members of the community to meet frequently and maintain religious, cultural, educational and social activities."	"To provide a forum for Sankethis to meet frequently and maintain religious, cultural, charitable , educational and social activities"
II b.	"To encourage the younger generation to understand the culture, language and family relationships."	"To encourage the younger generation to understand Sankethi culture, language and family relationships."
II g.	"To aid in the education of the community children through suitable means."	"To aid in the education of Sankethi children through suitable means."

(Approved by the General Body at its annual meeting held on August 18, 2012)

5. Two amendments were approved: (1) Email, where available was added as an option for official communications of the corporations, and (2) Article VIII, erroneously referred to "...annual meeting of members for the election of directors...", which was rectified.

(Approved by the Board of Directors at its meeting held on April 21, 2013)

6. Several amendments were approved: (1) Gender neutral terms were substituted (his/her and he/she) in the place of masculine terms (his and he) in article III

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Clauses 8 (c), (2) In compliance with the direction of the annual general body meeting of the members in 2013, Article VIII was amended to ensure that any by-law adopted, amended or repealed by the board, is set forth in the notice of the next meeting of members, together with a concise statement of the changes made. In this Article, the restriction of the notification to only when “regulating an impending election of directors” was removed, (3) In Article III, clause 2 (a), per the direction of the annual general body meeting of the members in 2013, provision has been made to enable members to explicitly request in writing NASA communications to be sent to them by mail instead of via email, (4) In Article III, clause 2 (a), per the direction of the annual general body meeting of the members in 2013, the qualifier “valid” has been added before “email”, (5) Error in Article III, clause 2 (a), first sentence has been rectified. It now reads, “The annual meeting of the membership of the corporation shall be held once each calendar year with the gap between two such meetings of no less than six months and no more than one year and six months”, (6) The definition of Sankethi, which was incorrectly stated in the “RECORD OF CHANGES” Appendix A, item 4, table, has been rectified.

(Approved by the Board of Directors at its meeting held on April 27, 2014)