



BY-LAWS of Albany Andhra Association, INC.
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Article I. Preamble

Section 1.01 *Name*

The name of the organization shall be Albany Andhra Association (Society) (herein after, "The Association" or "AAA" or "The Corporation").

Section 1.02 *Definitions*

For the purpose of interpretation all AAA governing documents, the following definitions apply.

New York Capital District (NYCD) - For the purposes of these bylaws, "New York Capital District," or "NYCD," shall include the counties of Albany, Rensselaer, Columbia, Saratoga and Schenectady and surrounding areas.

- a) Member in good standing—(1) an annual member who paid all dues for the current calendar year. (2) A life member who met the life membership requirements in current year or in any previous year.
- b) Voting Member – A member in good standing who declares intent to vote in the elections of the corporation
- c) BOD – Board of Directors of AAA
- d) BOG – Board of Governors of AAA
- e) Officer – President or a Director or a Governor of the corporation
- f) Shall – represents a requirement that must be met.
- g) May – represents an option that may be exercised after all requirements, if any, are met.
- h) May not – represents a prohibition.
- i) Shall not – represents a prohibition.

Section 1.03 *Objectives*

Albany Andhra Association, a not for profit organization, is established as a need exists for cohesive action on the part of people of Andhra origin in India residing in NYCD to accomplish the following objectives:

- a) To serve backward regions of Andhra Pradesh State in India through sustainable community based projects in public health, medical, art, education, energy and sanitation.
- b) To conduct projects to enhance the living standards of people in Andhra Pradesh, especially, children, women and the elderly.
- c) To provide services for differently Enabled and Disadvantaged people of Andhra Pradesh.
- d) To conduct service based projects for Albany Andhra Youth to develop sense of service and leadership skills.
- e) To raise, solicit, and collect funds and donations either directly or in cooperation with other not-for-profit organizations to support the objectives of AAA.
- f) To provide a forum for exchange of information and mutual cooperation among other Non-Profit Organizations with similar goals across USA.

Section 1.04 Prohibitions

- a) The Corporation shall not perform any activities mentioned in Section 404(a) through (w) of the Not-for-Profit Corporations law of the State of New York.
- b) The Corporation shall not be a religious Corporation, nor shall it perform religious services as defined under the relevant sections of Religious Corporations Law of the State of New York.
- c) The organization and its members shall not discriminate against any individuals for reasons of race, color, creed, religion, national origin, gender, education, occupation, sexual orientation, and age.

Article II. Offices

Section 2.01 Principal Office

The principal office of the corporation shall be located in Albany County, State of New York. At the time of incorporation, the address of the principal office of the corporation is 7 Windsor Ct, Slingerlands, NY – 12159

Section 2.02 Change of Address

The designation of the county of the corporation’s principal office may be changed by the BOD. The BOD may change the principal office from one location to another and such changes of address shall not be deemed, nor require, an amendment of these bylaws.

Section 2.03 Other Offices

AAA may also have offices at such other places, within or outside its state and county of incorporation, where it is qualified to do business, as its business and activities may require, and as the BOD may, from time to time, designate.

Article III. Nonprofit Purposes

Section 3.01 IRC Section 501(c) (3) Purposes

The corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code.

Section 3.02 Specific Objectives and Purposes

The specific objectives and purposes of the corporation are as stated in the third article of the Certificate of Incorporation.

Article IV. IRC 501(c)(3) Tax Exemption Provisions

Section 4.01 Limitations on Activities

- a) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.
- b) Notwithstanding any other provision of these bylaws, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 4.02 Prohibition Against Private Inurement

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of its purposes as set forth in this certificate of incorporation.

Section 4.03 Dissolution

Proposal for the dissolution of the corporation shall originate only by means of a written request addressed to the Secretary signed by a simple majority of the life members. The Secretary shall then convene a meeting of life members to discuss the dissolution of the corporation within three months after the receipt of the written request. The dissolution requires approval by a 2/3rd majority of the life members in attendance with a quorum of at least 2/3 rd of the life members.

In the event of dissolution, all of the remaining assets and property of the corporation shall after deducting all applicable expenses thereof be distributed to one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, OR, to the federal government, OR, to the state or local government for a public purpose upon approval of a Justice of the Supreme Court of the State of New York.

Section 4.04 Private Foundation Requirements and Restrictions

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation

- a) Shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
- b) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
- c) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- d) Shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and

- e) Shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

Article V. Members

Section 5.01 Number

There shall be no limit on the number of members the corporation may admit. Collectively the members of the corporation, who declared affirmatively their intent to vote in the corporation elections, shall be known as the “General Body”.

Section 5.02 Categories of Members

The categories of membership shall be as follows:

- a) Annual Family Membership – shall apply to and include both spouses jointly applying for membership and opting to pay annual membership fees and dues.
- b) Individual Membership – shall apply to and include the individual applying for membership and opting to pay annual membership fees and dues.
- c) Life Membership – shall apply to and include individuals and spouses applying for membership and paying Life Membership fees and dues. Life membership fees and dues shall be paid in a calendar year in one or more payments.

No member shall hold more than one membership in the corporation.

Section 5.03 Rights of Members

- a) Right to Vote in Corporation Elections
Any one becoming a member in good standing at least 8 weeks before elections and declaring intent to vote may become a voting member of the corporation. Such declaration shall occur at least 3 weeks prior to an election. Once acquired, the voting right of a member in good standing shall remain in force until the member declares to give up the right or until the member fails to respond affirmatively to the polling conducted by the corporation from time to time.
- b) Free or discounted admissions to the corporation’s facilities or events
- c) Free or discounted admissions to Member Events sponsored by the corporation where per person cost (not including overhead) shall be within the IRS “low-cost articles” limit.
- d) Except as expressly provided in or authorized by the articles of incorporation, these bylaws, or provisions of applicable law, all members shall have the same rights, privileges, restrictions, and conditions.
- e) AAA shall not disclose member information to anyone and shall use member information only to conduct AAA approved activities.

Section 5.03 Qualifications for Members

The qualifications for members in the corporation shall be all of the following:

- a) Shall be of the age of majority in the State of New York;

- b) Shall agree to and do abide by the articles of incorporation, these bylaws, or provisions of applicable law;

Section 5.04 Admission of Members

All membership shall require application in the prescribed application form along with any applicable fees and dues. Applicants shall be admitted to membership of the corporation subject to the approval of the BOD.

Section 5.05 Termination of Membership

A membership may be terminated for the following reasons:

- a) Criminal activity or fraud
- b) Subverting the corporation bylaws
- c) Use of AAA data for personal use
- d) Non-payment of dues or fees

The BOD may file a petition with the BOG to terminate a member's membership. The BOG shall appoint an adhoc committee to investigate and make a recommendation. The BOG may accept a recommendation to terminate membership. The BOG shall accept a recommendation not to terminate membership.

Section 5.06 Fees and Dues

- a) No application fee shall be charged for applying for membership in the corporation.
- b) There shall be annual dues payable to the corporation by its annual members, the amount and effective date of which shall be determined by the BOD and posted on corporation web site.
- c) The BOD may, from time-to-time, review and change any applicable fees and dues payable to the corporation by its members and such changes shall not be deemed, nor require, an amendment of these bylaws.
- d) New membership fees are due at the time of application for membership. Annual Membership shall expire on December 31st of each year, and membership fees shall become due immediately.
- e) Life membership dues is payable within a calendar year in one or more payments. Life membership shall not expire.

Section 5.07 Non-transferability of Memberships

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death or resignation or expulsion.

Article VI. Organization

The corporation shall have a Board of Directors, a Board of Governors, a President, a Secretary, and a Treasurer.

Section 6.01 Board of Directors

The corporation shall have 9 directors including the president and collectively they shall be known as the "Board of Directors" or "BOD". The number of directors can be changed by an amendment of these bylaws. The President is a member and chair-person of the BOD. In the absence of President, Secretary shall be the chair-person. The directors shall be elected by the voting members of the corporation, except as provided in these by-laws.

Section 6.01.1 Initial BOD

The initial officers of the corporation shall be the ones listed in the articles of incorporation. Up to 6 additional directors may be selected by the current BOD one director at a time. The term of the initial BOD shall expire on December 31st, 2016.

Section 6.01.2 Qualifications for Directors

Qualifications for members of BOD of the corporation shall be as follows:

- a) Shall be of the age of majority in the State of New York;
- b) Primary residence shall be within the NYCD;
- c) Shall be Life member at the time of the nomination;
- d) Only one member per life membership may serve concurrently on the BOD.

Section 6.01.3 Responsibilities of BOD

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the certificate of incorporation, or by these bylaws;
- b) Appoint and remove, and, except as otherwise provided in these bylaws, prescribe the duties of all staff, agents, if any, of the corporation;
- c) Supervise all staff, agents, if any, of the corporation to assure that their duties are performed properly;
- d) Evaluate, approve, fund, monitor and audit the projects recommended by PMC for execution;
- e) Meet at such times and places as required by law and by these bylaws;
- f) The Chairperson of the BOD conducts the BOD meetings and acts as a spokesperson for the BOD. Each director shall attend at least Eight BOD meetings each year;
- g) Appoint Committees as needed.

Section 6.01.4 Term of Office for BOD

The term of the initial directors of the corporation shall expire on December 31st, 2016.

The term of the directors elected in the first election shall be as follows:

- a) The four directors ranked first through fourth by vote count shall have a term of two years.
- b) In case of tie the ranking will be determined by random drawing.

- c) The four directors ranked fifth through eight shall have a term of one year.

All subsequent directors shall be elected as per these bylaws. Each subsequent director shall hold office for a period of two calendar years. A director cannot hold office for more than two (2) consecutive terms. The General Body can waive this restriction if a sufficient number of candidates for the director positions are not available. Additionally, the one year term of Initial BOD shall not be counted towards the consecutive term prohibition.

Section 6.01.5 Meetings of BOD

Regular meetings of BOD shall be held at least once every month at a date and time as agreed upon by the majority of the BOD. The chairperson of BOD sets the time and location for each meeting and have the same published on the corporation website at least 2 weeks in advance. The meeting in January shall be held on or before 15 day of the month. Primary purpose of the January meeting shall be to review reports of the past year and prepare plan and budget for the current year. The purpose of the other regular meetings shall be to conduct the affairs of the corporation and monitor its progress and reevaluate plans if necessary. The Governors of the Corporation may be present in BOD meetings as Non-voting members. Approved meeting minutes of all BOD meetings shall be made public.

Section 6.01.6 Quorum for BOD Meetings

The quorum for BOD meetings shall consist of simple majority of the BOD. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of applicable law, no business shall be considered by officers at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

Section 6.01.7 Vacancies of BOD

- a) Vacancies of BOD shall exist (1) on their death, resignation, or removal from office, and (2) whenever the number of directors is increased.
- b) Any member of the BOD may resign effective immediately upon giving written notice to the BOD Chairperson, unless the notice specifies a later time for the effectiveness of such resignation. No officer may resign if the corporation would then be left without a duly elected officer, except upon notice to the Office of the Attorney General or other appropriate agency of the state of New York.
- c) If the number of directors falls below nine, the rest of the board may co-opt a life member to serve out the term of the last director resigning. Such co-opted terms shall count towards the consecutive term prohibition.

Section 6.01.8 Expulsion from BOD

The following shall be the grounds for expulsion from BOD:

- a) Failure to attend eight meetings in each calendar year.
- b) Failure to follow these by-laws.
- c) Working contrary to the interests of the corporation.

Any life member may file a petition with BOG for the expulsion of a director from BOD. The petition shall state the reason for seeking the expulsion and must be signed by 20% of the voting life members. The BOG shall appoint an adhoc committee composed of one governor and four voting life members who are not in BOD and not in BOG. The decision of the committee shall be final.

Section 6.02 Board of Governors

The corporation shall have 3 governors and collectively they shall be known as the “Board of Governors” or “BOG”. The number of governors can be changed by an amendment of these bylaws. The BOG shall elect a chairperson at the first meeting of the year. The governors shall be elected by the voting members of the corporation, except as provided in these by-laws.

Section 6.02.1 Initial BOG

The initial governors of the corporation shall be selected by the initial BOD. The term of the initial governors shall expire on December 31st, 2016.

Section 6.02.2 Term of office for BOG

The term of office for governors elected in the first election shall be as follows:

The governor ranked first by vote count shall have a three year term. The governor ranked second by vote count shall have a term of two years, and the governor ranked third by vote count shall have a term of one year.

All subsequent governors shall be elected as per these bylaws. Each subsequent governor shall hold office for a period of three calendar years. A governor cannot hold office for more than two (2) consecutive terms. The General Body can waive this restriction if a sufficient number of candidates for the governor positions are not available. The one year term of Initial BOG shall not be counted towards the consecutive term prohibition.

Section 6.02.3 Qualifications for Governors

Qualifications for members of BOG of the corporation shall be as follows:

- a) Shall be of the age of majority in the State of New York;
- b) Primary residence shall be within the NYCD;
- c) Shall be Life member at the time of the nomination;
- d) Shall have donated at least \$1000 to corporation to be eligible to compete for governorship in the 2016 elections of the corporation.
- e) Shall have donated at least \$2000 to be eligible to compete for governorship in all subsequent elections;
- f) Two or more members of the same family shall not be in the BOG concurrently.
- g) A member cannot compete in elections for both the BOD and the BOG at the same time and cannot hold positions in both at the same time.

Section 6.02.4 Responsibilities of BOG

- a) BOG shall be responsible for resolving disputes that arise in any affairs of the corporation.
- b) Every two years, in the first quarter, the BOG shall develop a long term (five year) plan for the corporation and present the same to the BOD.
- c) Each governor shall attend at least 3 meeting each year.
- d) Optionally attend BOD meetings as Non-voting members.

Section 6.02.5 Meetings of BOG

Regular meetings of BOG shall be held at least once each quarter at a date and time as agreed upon by the majority of the BOG. The chairperson of BOG sets the time and location for each meeting and have the same published on the corporation website at least 2 weeks in advance. The meeting in January shall

be held on or before 15th day of the month. The primary purpose of the January meeting shall be to elect a chairperson, to review reports of the past year and prepare plan of action for the current year. The purpose of the other regular meetings shall be to review the affairs of the corporation and monitor its progress and reevaluate long term plans if necessary. Approved meeting minutes of all BOG meetings shall be made public.

Section 6.02.6 *Quorum for BOG Meetings*

The quorum for BOG meeting shall be all three governors.

Section 6.02.7 *Vacancies of BOG*

- a) Vacancies of BOG shall exist (1) on their death, resignation, or removal from office, and (2) whenever the number of authorized governors is increased.
- b) Any member of the BOG may resign effective immediately upon giving written notice to the BOG Chairperson, unless the notice specifies a later time for the effectiveness of such resignation.
- c) If the number of governors falls below three, the BOG may co-opt a life member to serve out the term of the last governor resigning. Such co-opted terms shall count towards the consecutive term prohibition.

Section 6.02.8 *Expulsion from BOG*

The following shall be the grounds for expulsion from BOG:

- a) Failure to attend three meetings in a calendar year.
- b) Failure to follow these by-laws.
- c) Working contrary to the interests of the corporation.

Any life member may file a petition with BOD for expulsion of a governor from BOG. The petition shall state the reason for seeking the expulsion and must be signed by 20% of the voting life members. The BOD shall appoint an adhoc committee composed of one director and four life voting members who are not in BOD and not in BOG. The decision of the committee shall be final.

Section 6.0.3 *President*

The corporation shall have one president who shall be the chief executive officer of the corporation and shall, subject to the control of the BOD, supervise and manage the affairs of the corporation and the activities of the officers and staff. The president shall be member and chairperson of the BOD. The president shall be elected by the voting members of the corporation. The initial president of the corporation shall be elected by the initial BOD and the term expires as of 12/31/2016 .

Section 6.03.1 *Term of Office for President*

The president of the corporation shall have a term of two years. No one may serve consecutive terms as president of the corporation. The term of the first president appointed by the initial BOD shall expire on December 31, 2016. This initial term shall not count towards the consecutive term prohibition.

Section 6.03.2 Duties of President

- a) The president shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be prescribed from time to time by the BOD.
- b) The president shall preside at all meetings of the BOD and, at all meetings of the corporation members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, the president shall upon approval from BOD, in the name of the corporation, execute such deeds, mortgages, bonds, contracts.
- c) The president shall have the authority, subject to the limits set forth in these bylaws, to sign the checks issued by the corporation.
- d) Have the authority to approve the reimbursement of, and disburse towards such reimbursement, up to two hundred and fifty dollars (\$250) of expense incurred by any member at the behest of any of the directors, or any of the committees of the corporation in connection with any corporate activity approved by the BOD. The President shall notify the BOD, either in writing or via email, of such approvals within ten (10) days of such approvals. The President may not have an outstanding balance of such BOD-unapproved expenses exceeding five hundred dollars (\$500) at any time.
- e) The President shall file or cause to be filed any documents required to be filed by any State or Federal Authorities.

Section 6.03.3 Removal from office

Any life member may file a petition with BOG for removal of president from office. Such petition shall state the reason for removal and contain signatures of 20% of voting life members. The BOG shall appoint an adhoc committee composed of one governor and four voting life members who are not in BOD and not in BOG. The committee shall make a recommendation and present a report to the BOG and BOD. If the recommendation is for the removal from office, the BOG and BOD shall vote on the recommendation in a combined meeting. The president shall be removed from office if 66% of the votes cast are in favor of accepting the recommendation for removal.

Section 6.03.4 Vacancy of the office of president

Vacancies of the office of president shall exist on their death, resignation, or removal from office.

The president may not resign if the corporation would then be left without a duly elected director, except upon notice to the Office of the Attorney General or other appropriate agency of the state of New York.

The BOD shall select one of the directors to function as an interim president until the next election. The interim appointments shall count towards the consecutive term prohibition to the office of president.

Section 6.04 Secretary

The corporation shall have one secretary who shall be a director, nominated by the President and approved by the majority of directors excluding the president and the nominee for secretary.

Section 6.04.01 *Term of Office for Secretary*

The secretary of the corporation shall have a term of one year; the term of the first secretary shall expire on December 31st, 2016.

Section 6.04.02 *Duties of Secretary*

The secretary shall:

- a) Certify and keep at the principal office of the corporation the original, or a copy, of these bylaws as amended or otherwise altered to date.
- b) Keep at the principal office of the corporation or at such other place as the BOD may determine, a book of minutes of all meetings of the directors, Governors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c) Fulfill the responsibilities of the President in the absence of the President.
- d) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- e) Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these bylaws, to duly executed documents of the corporation.
- f) Keep a membership record containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership record together with the date on which such membership ceased.
- g) Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.
- h) In general, perform all duties incident to the office of secretary and such other duties as may be required by law, by the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the BOD.
- i) Make available approved BOD meeting minutes for the AAA membership.

Section 6.05 *Treasurer*

The corporation shall have one treasurer who shall be a director, nominated by the President and approved by the majority of directors excluding the president and the nominee for treasurer.

Section 6.05.1 *Term of Office for Treasurer*

The treasurer of the corporation shall have a term of one year. The term of the first treasurer shall expire on December 31st, 2016.

Section 6.05.2 *Duties of Treasurer*

The treasurer shall:

- a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, or other depositories as shall be selected by the BOD.

- b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- c) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the BOD, taking proper vouchers for such disbursements.
- d) Shall have the authority, subject to the limits set forth in these bylaws, to sign corporation checks.
- e) Have the authority to approve the reimbursement of, and disburse towards such reimbursement, up to one hundred dollars (\$250) of expense incurred by any member at the behest of any of the directors, or any of the committees of the corporation in connection with any corporate activity approved by the BOD. The treasurer shall notify the BOD, either in writing or via email, of such approvals within ten (10) days of such approvals. The Treasurer may not have an outstanding balance of such BOD-unapproved expenses exceeding two hundred dollars (\$500) at any time. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- f) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore. Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the corporation.
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- h) In general, perform all duties incident to the office of treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the BOD.

Article VII. Committees

Section 7.01 Project Management Committee

Project Management Committee, here after PMC, is responsible for:

- a) Soliciting projects that are consistent with corporations stated purpose.
- b) Evaluating the feasibility of the project.
- c) Submitting a report on the project along with recommendation to BOD regarding the feasibility of the project.
- d) Preparing thorough evaluation of the projects accepted by BOD for further investigation and presenting the report to BOD for funding consideration.
- e) Plan, staff and execute the projects funded by BOD.
- f) Prepare interim reports on projects being funded.
- g) PMC can recommend closure/discontinuation of projects due to non-performance or unforeseen circumstances that might affect viability of the projects.
- h) Prepare project closure reports and submit to BOD.
- i) PMC may create sub-committees to perform its work.

PMC shall have at least three members and shall include at least one director of the corporation. The number of members in PMC may be adjusted by the BOD from time to time depending on the number of projects on going.

Section 7.02 Election Committee

The election committee is responsible for conducting corporation elections. This committee shall be formed each year by the BOD at least 12 weeks before election date. The committee shall have three members who are not in BOD and not in BOG. This committee is responsible for conducting elections. This committee shall be dissolved after the elections process, including any appeals, is completed.

Section 7.03 Appeals Committee

The appeals committee is responsible for receiving and ruling on any appeals arising out of election process. This committee shall be formed each year by the BOD at least 12 weeks before election date. The committee shall have three members who are not in BOD and not in BOG. This committee shall be dissolved after the elections process, including any appeals, is completed.

Section 7.04 Communications Committee

The communications committee shall be appointed by the BOD and shall continue to exist till BOD's change the composition of the committee. They shall be responsible for all communications and be the point of contact for AAA. The Secretary shall be the head of this committee.

Section 7.05 Audit Committee

The BOD shall appoint an Internal Audit Committee consisting of at least three members each year, preferably, with at least one member being a Certified Public Accountant. BOD and BOG members shall not be members of the Audit Committee.

Section 7.06 Other Committees

- a) The corporation shall have other standing or ad-hoc committees as may from time to time be designated by the BOD or BOG from amongst the members who volunteer to serve on such a committee. Any member in good standing and having primary residence within NYCD can volunteer for any and all such committees. Each such committee shall comprise of at least three members, and unless there are too few volunteers to suit the needs of a committee, BOD or BOG shall select the members of the committee. Each member of a committee will have an equal voice in the decisions of the committee. These ad-hoc committees will be individually responsible for towards the stated purpose of the committee. For each committee the BOD or BOG shall specify the purpose, organization, manner of selection of members, along with any restrictions in the way the committee does its work. Ad-hoc committees are temporary in nature and may expire at the end of any specified time period.
- b) Each committee shall be accountable to the appointing board, and specific decisions made by the committees may be over-ruled by a majority of the appointing board if the decisions affect the financial or social health and well-being of AAA. Each committee shall report the decisions made by it to the appointing board in a timely manner. The appointing board may appoint one

of the board members to serve on any committee to serve as a liaison to the appointing board, if necessary.

Section 7.05 Meetings and Action of Committees

Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the appointing Board, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the appointing board and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the appointing board or by the committee. The appointing board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.

Article VIII. Election of President, Directors, and Governors

Section 8.01 Annual Election

- a) There shall be one annual election to elect officers of the corporation
- b) Annual election shall be held on the First Saturday of December each year. The second Saturday of December shall be the backup date for election in case the election cannot be held on the date of first choice due to circumstances beyond the control of the corporation. Annual election shall be conducted by election committee.
- c) Election Committee (EC) shall be appointed by the Board of Directors, by the first Saturday of September, from among members in good standing of the corporation.
- d) The Appeals Committee, also appointed by BOD by the first Saturday of October, shall act as dispute resolution committee, should any disputes arise in the election process or with the results of the election.
- e) The election committee shall take immediate effect upon appointment by the BOD and shall seek nominations from eligible members (as described in these bylaws) within two weeks of taking effect. Procedure of voting shall be transparent and shall be announced by the election committee at the time of seeking nominations. Casting of votes shall be electronic and anonymous.
- f) Election committee shall receive nominations only up to and including the fourth Saturday of October.
- g) All candidates shall be life members and shall meet the specific requirements of the office to which they are candidates and a candidate may nominate himself / herself.
- h) The members shall elect 4 Directors and one governor each year, and a President every other year.
- i) The members of the election committee shall neither nominate anyone for the election nor be nominated.
- j) Only voting members in good standing on the date of election shall be eligible to vote.
- k) Voting shall be by electronic secret ballot.
- l) The election committee shall declare the result to the General Body after the counting of the ballots.
- m) The terms of the election committee and appeals committee shall expire upon the conclusion of election process including any appeals.

Section 8.02 Transfer of Power

Outgoing President, BOD and BOG shall transfer all powers and authority and all relevant materials to the incoming BOD and BOG at a joint meeting by January 15th.

Article IX. Projects

The primary purpose of the corporation shall be to identify, evaluate and execute service based projects in Andhra Pradesh in India. The projects shall be structured to conform to the following conditions.

- a) The projects shall not be for the benefit of small minority of people who may have association with any director, governor, or president of the corporation in a way a more general population does not.
- b) Ideas for projects may be submitted by anyone including non-members of the corporation.
- c) The decision of the BOD is final with respect to evaluation, funding, and execution of any project.
- d) All projects shall have one or more stakeholders, registered as non-profit corporations in Andhra Pradesh or in US, who shall provide substantial financial or other resources at the location of the project.
- e) At the time of funding the project a project plan with milestones, dates, and minimum acceptable performance shall be put in place. The PMC shall monitor the project and provide interim reports to the BOD. The BOD may discontinue the funding for the project for any reason.
- f) The projects shall not be religious in nature.
- g) The funding should go directly to the beneficiaries of the projects or non-profit organizations coordinating the projects in Andhra Pradesh. The funding shall not go to the Government of Andhra Pradesh or its agencies.

Article X. Compensation and Non-liability

Section 10.01 Compensation of Directors, Governors and Members

- a) The president, directors, governors, and members of the corporation shall not receive any compensation for their services to the corporation.
- b) The president, directors, governors, and members shall be allowed reimbursement of reasonable and documented expenses incurred in the performance of their duties, upon production of original receipt of such expenses. No other payments will be made to officers or members.

Section 10.02 Non-liability of Directors, Governors and Members

- a) The president, directors, governors or their agents shall not be personally liable for any of the debts, liabilities, or other obligations of the corporation. They shall also not be liable for any acts

performed or requested by them in furtherance of the goals of the corporation. Any liabilities shall revert collectively to the corporation, and shall be limited to the assets of the corporation.

- b) A member of the corporation shall not be, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Article XI. Budgetary and Financial Matters

Section 11.01 Fiscal Year

The fiscal year of the corporation shall be January 1st - December 31st of a year. The accounts of the corporation shall be maintained for each fiscal year.

Section 11.02 Annual Financial Report (Un-audited)

The Treasurer shall prepare an Annual Financial Report including the Financial Statements (Income statement and Balance Sheet with supporting schedules) for the fiscal year ending on December 31, for approval by the BOD. This report shall be published by March 31st of the next Fiscal year.

Section 11.03 Annual Budget

The Treasurer shall present the Annual Budget of income and expenses for the new Fiscal year to BOD for its approval no later than March of each year. The Treasurer shall publish the approved Annual Budget on the corporation web site in a timely fashion.

Section 11.04 Monthly Financial Reports

The Treasurer shall present monthly financial statements and updated monthly budget at the BOD meetings. Unaudited Semi Annual and audited Annual financial statements shall be posted on corporation website.

Section 11.04 Authorization of Expenditure

Expenditure on behalf of the corporation may not be incurred without proper authorizations. The BOD shall fix the authority and such limits of authorization from time to time. The BOD shall designate Treasurer, or Chair, who are authorized to sign checks and disburse cash on behalf of corporation with appropriate limits on monetary values of such checks and cash disbursement.

Section 11.05 Ownership of Properties

The BOD shall administer and manage the real estate, securities, trust funds, gifts made by members in kind and other property. An inventory of such property and holdings shall be maintained by the Treasurer on behalf of the corporation who in turn shall update and publish the list yearly. The Treasurer shall also be responsible for arranging safe custody of valuable property and records.

Section 11.06 Execution of Contracts

The BOD Chair and one other director shall have the authority to sign or enter into contracts on behalf of the corporation after approval from the BOD. Only under special circumstances, one of them may delegate the authority to another director of the corporation for a limited period of time.

Section 11.07 Financial Affairs

The BOD shall be responsible for the following:

- a) Authorize the expenditure of funds.
- b) Execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory note and other instruments, sealed or unsealed, incident to any transaction in which they engage.
- c) Invest and reinvest the principal and income of the corporation in such property as deemed appropriate by the BOD.

Section 11.08 Checks and Notes

The BOD shall authorize all the expenditures of AAA. The president or the treasurer or both shall sign the checks, drafts, payment orders issued by the corporation.

Checks, drafts or payment orders with value over \$250 require signatures of both president and treasurer.

Except as otherwise specifically determined by resolution of the BOD, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president of the corporation.

Section 11.09 Deposits

All funds of the corporation shall be deposited as soon as possible to the credit of the corporation in such banks, trust companies, or other depositories as the BOD may select.

Section 11.10 Gifts

The BOD may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of the corporation.

Section 11.11 Audit/Accountability

The Audit Committee shall perform the following:

- a) Audit current year accounts of the corporation in the following year, i.e. with a lag of no more than one year.
- b) Review accounting procedures, including receipt and disbursement procedures, account classifications.
- c) Review operational procedures, systems and internal controls
- d) Review receipts and disbursements
- e) Verify assets and liabilities, including a list and physical verification of the status of all donated items
- f) Verify internal documents (insurance policies, title deeds, tax returns, permits, minutes of meetings, etc.)
- g) Verify that all funds received by the corporation are appropriately accounted and disbursed.

- h) Review for compliance of operations of the corporation with these bylaws, and state and federal laws.
- i) Perform periodic, random checks of petty cash register and other operational procedures.

Article XII. Corporate Records, Reports, and Seal

Section 12.01 Maintenance of Corporate Records

The secretary of the corporation shall keep and be the custodian of the following records of the corporation:

- a) Minutes of all meetings of officers, committees of the BOD and BOG, and, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) A record of its members, if any, indicating their names and addresses and the class of membership held by each member and the termination date of any membership;
- c) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

The treasurer of the corporation shall keep and be the custodian of the following records of the corporation:

- a) Adequate and correct books and records of account, including accounts of its property and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

Records older than three years shall be archived by scanning, if necessary, and saving in electronic storage media that shall be stored at the principal office of the corporation.

Section 12.02 Corporate Seal

The BOD may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 12.03 Officer's Inspection Rights

Every officer shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records, and properties of the corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of applicable law.

Section 12.04 Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

Section 12.05 Periodic Report

The BOD shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of the corporation, to be so prepared and delivered within the time limits set by law.

Section 12.06 Restrictions

Any information contained in the records of the corporation, including mailing lists, shall not be used for any purpose other than the business of the corporation.

Article XIII. Conflict of Interest Policy

Section 13.01 Purpose of Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt not for profit corporation's interest, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, governor, president or member of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement, not to replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 13.02 Conflicts of Interest Regarding Compensation

As per Article 10 Section 10.1 check references as the sections may have been re-arranged, no director, governor, president, or member of the corporation shall be compensated for any services rendered. Hence no conflicts of interest regarding compensation can arise.

Section 13.03 Conflicts of Interest Regarding Transactions

No Director, governor, president or member of the corporation shall be a party to negotiating or approving any transaction on behalf of the corporation wherein such a person may derive any direct or indirect benefit in cash or kind, and shall declare the Conflict of Interest and refuse themselves from the decision making process for such a transaction. Decisions for any such transaction required in furtherance of the corporation's goals shall be made by a suitable ad-hoc committee nominated by the subset of the directors who are not an interested party in the proposed transaction.

Article XIV. Amendment of Bylaws

Subject to the power of the members of the corporation to adopt, amend, or repeal the bylaws of the corporation and except as may otherwise be specified under provisions of applicable law, these bylaws, or any of them, may be altered, amended, or repealed, and new bylaws adopted by approval of at least two-third of the voting life members of all the voting life members casting votes in favor or opposition to the amendments.

The ad-hoc committee consisting of three life members shall be appointed by the BOD. The ad-hoc committee shall work independently of the BOD or the BOG. The ad-hoc committee shall review all the

amendments received from the members and propose the finalized amendments to the life members for approval. The quorum for considering the amendment of bylaws shall be simple majority of all eligible voting life members.

Article XV. Construction and Terms

- a) If there is any conflict between the provisions of these bylaws and the articles of incorporation of the corporation, the provisions of the articles of incorporation shall govern.
- b) Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.
- c) All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of the corporation filed with an office of the state of New York and used to establish the legal existence of the corporation.
- d) All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors of the corporation, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of preceding bylaws pages, as the bylaws of the corporation.

Dated: 10/25/2015

Name: SHIVA GAWADTRAO

Signature: [Handwritten Signature]

Name: VERRABHADRARAO BHEEMINENI

Signature: V. Bheemini

Name: VENKATA SRINIVAS
NIDAMANURI

Signature: [Handwritten Signature]