

First Amended And Restated

Bylaws Of

Upakriti

A California Nonprofit Charitable Corporation

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ARTICLE 1 – NAME

Section 1.01 Name. The name of this Corporation is Upakriti (hereinafter referred to as "the Corporation").

ARTICLE 2 – LOCATION

Section 2.01 Principal Office. The principal office of the corporation shall be located at such a place within the State of California, as the Board of Directors (sometimes referred to as “the Board”) shall determine. The Board is granted full power and authority to change said principle office from one location to another within the state of California.

Section 2.02 Other Offices. The Corporation may also maintain offices at such other locations, within or without the State of California, as the Board of Directors may, from time to time, determine.

ARTICLE 3 – PURPOSE

Section 3.01 General Purpose. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue 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.

Section 3.02 Specific Purpose. The Corporation is organized for the specific purpose of improving the lives of underprivileged children in India by enhancing their physical well-being and educational opportunities. This will be achieved by raising funds in the U.S.A. and financially supporting qualified initiatives in India.

ARTICLE 4 – IRC 501(c)(3) TAX EXEMPTION PROVISIONS

Section 4.01 Public Benefit Corporation Status. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

Section 4.02 Limitations on Activities. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code.

Section 4.03 Prohibition Against Private Inurement. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or donor thereof or to the benefit of any private person.

Section 4.04 Dissolution. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

ARTICLE 5 – CORPORATE GOVERNANCE

Section 5.01 Powers of Directors. Subject to the provisions of the California Non-Profit Public Benefit Corporation Law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken by or on behalf of the Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 5.02 Duties of Directors. Without prejudice to the general powers set forth in Section 5.01 of this Article, but subject to the same limitations, the directors shall have the following powers as well as the authority to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, including but not limited to:

- a) Plan for the organization's future by setting strategic direction through short and long-term goals and monitoring the progress towards those goals.
- b) Provide policy governance for the corporation through by-laws, financial policies, and legal compliance.
- c) Monitor and assess the management, development, and program activities of the corporation for consistency and alignment with mission and policies.
- d) Conducting, managing and controlling the affairs, business, transactions, and activities of the Corporation, including the implementation of corporate policy, rules and regulations for such purpose.
- e) Approve, monitor, and evaluate the organization's budgets and request changes be made as necessary.
- f) Appointing, removing, employing and discharging all officers and agents of the Corporation, except as otherwise provided in these Bylaws, and prescribing their duties and fixing their compensation, if any.

- g) Supervising all officers, and agents of the Corporation to assure the proper performance of their duties.
- h) Approving or ratifying the acts and transactions of all officers and agents of the Corporation.
- i) Registering their addresses with the Secretary of the Corporation to ensure the validity of notices of meetings sent to them at such addresses.
- j) Meet at such times and places as required by these Bylaws.

Section 5.03 Compensation. Directors shall serve without compensation except that directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 5.02 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 5.04 of this Article.

Section 5.04 Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section 5.04, "interested persons" means either:

- a) Any person currently being compensated by the Corporation for services rendered to the Corporation within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director.
- b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

Section 5.05 Performance of Duties. A director shall perform his or her duties as a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner such director believes to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

Section 5.06 Reliance on Others. In performing, his or her duties as a director, a director shall be entitled to rely on information opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:

- a) One or more officers or employees of the Corporation whom the director believes to be to be reliable and competent in the matters presented.
- b) Counsel, independent accountants or other persons as to matters, which the director believes to be within such person's professional or expert competence.

- c) A committee of the Board upon which the director does not serve and which the director believes to merit confidence as to matters within its designated authority, provided, in any such case, that the director acts in good faith and without knowledge or after reasonable inquiry when the need therefore is indicated by the circumstances that would cause such reliance to be unwarranted.

Section 5.07 Non-Liability for Debts. The directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 5.08 Non-Liability of Director or Officer. Except for self-dealing transactions prescribed in Section 5233 of the California Non-Profit Public Benefit Corporations Law, a person who performs his or her duties as a director in accordance with Sections 5.05 and 5.06 of this Article, shall have no liability based upon any alleged failure to discharge that person's obligations as director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat the Corporation's public or charitable purpose.

ARTICLE 6 – BOARD OF DIRECTORS

Section 6.01 Number of Directors. The Corporation shall have not less than three (3) and not more than twenty-one (21) directors, including the President. The exact number of directors, within the limits specified, shall be that as may be designated by majority approval of the Board of Directors, from time to time. The directors on the Board collectively shall be known as the Board of Directors. A change in the minimum or maximum number of directors, or the conversion of the Board from a variable number to a fixed number of directors may be made by amendment of these Bylaws, or by repeal of these Bylaws and adoption of new Bylaws, as provided in these Bylaws.

Section 6.02 Duties of the Chairperson. The Chairperson of the Board shall be the senior Board member of the Board of Directors and shall have general responsibility for the functioning of the Corporation. Chairperson shall be an ex officio member of all committees.

Section 6.03 Board of Directors. The President shall be an ex officio member of the Board of Directors. Except as to the initial directors of the Corporation, all other directors on the Board, including the Chairperson, shall be nominated, selected and appointed according to the guidelines specified in Section 6.04 and 6.05 of this Article.

Section 6.04 Nomination of Directors. Prior to the Annual Meeting of the Board of Directors, the Nominations Committee (as defined in Section 8.06, Article 8) shall present to the Board nominations for membership to the Board of Directors consistent with the terms that expire in that year. In the absence of a Nominations Committee, nominations shall be accepted from all directors of the Board and from the non-voting donors at large. All nominations shall be included in the meeting notice and the consent of the nominee shall have been obtained prior to his or her name being presented

Section 6.05 Election of Directors. Directors whose term expires shall be re-elected or replaced by elected successors at the annual meeting preceding the next term. Election shall be by a majority vote of the Board of Directors. Votes may be cast by any method of communication in accordance with standard business practice. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. Except that the Director or Officer being nominated may not vote for his or her position. The candidates receiving the highest number of votes shall be elected to serve on the Board.

Section 6.06 Term of Director. Each director selected to serve on the Board shall hold office for a term of two (2) years or until his or her removal, death or resignation. A director may be re-elected to serve an additional two (2) year term, but cannot serve for more than five (5) consecutive years as a director. The Board may provide for staggered terms for directors selected to serve on the Board, the mechanics of which shall be determined by the Board of Directors, from time to time.

Section 6.07 Term of Chairperson. The Chairperson shall hold office for a term of two (2) years or until his or her removal, death or resignation. The Chairperson may be re-elected to serve an additional two (2) year term, but cannot serve for more than five (5) consecutive years as a Chairperson. The Board may provide for staggered terms for the Chairperson selected to serve on the Board, the mechanics of which shall be determined by the Board of Directors, from time to time.

Section 6.08 Vacancies. Any vacancy in the Board of Directors, whether created by resignation, removal, death or incapacity or by increase in the number of positions, or due to any other reasons, may be filled by a majority vote of the remaining directors then in office. If the number of Directors then in office is less than a quorum, a vacancy on the board may be filled by the affirmative vote of a majority of the directors then in office or by a sole remaining director.

Section 6.09 Removal of Director. Any director may be removed from office by a majority vote of the remaining directors at any meeting, with or without cause. A director can be terminated from the Board if that director has more than two unexcused absences from the Board meetings in a calendar year.

Section 6.10 Resignation of Director. Any director may resign effective upon giving written notice (as defined in Section 18.01, Article 18) to the Chairperson of the Board, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. If a director's resignation is effective at a later time, the Board may select an interim director to serve as of the date when the resignation becomes effective. Except upon prior written notice to the California Attorney General, no director may resign if the Corporation would be left without any duly elected director or directors in charge of its affairs.

Section 6.11 Leave of Absence. A director may request a leave of absence from the Board of up to one year. If the leave of absence causes an undue burden to the Board or hinders the furtherance of the Corporation's goals and objectives, the Board may elect to consider the leave of absence a temporary vacancy and to fill that vacancy according to the provisions of Section

6.08 of this Article, with the term of the temporary office expiring upon return of the director taking the leave of absence.

Section 6.12 Honorary Board. The Honorary Board is made up of individuals who are committed to the Corporation's mission and who lend their names in support of the organization. Honorary Board Members are appointed by the Board of Directors, hold a two (2) year term, and may be re-appointed indefinitely, at the discretion of the Board of Directors. Honorary Board Members are not required to attend the Board of Director meetings but may do so at their discretion. Honorary Board Members have no voting rights. The Honorary Board is an optional board. There is no limit on the number of Honorary Board Members.

Section 6.13 Advisory Board. The Advisory Board is made up of non-voting donors of the Corporation who participate in the Corporations activities in an advisory capacity, advising the Board or board committees in their specific area of expertise. They must make themselves available by phone or email to address and counsel the Board of Directors or the relevant board committees in their area of expertise. At the discretion of the Board of Directors, Advisory Board Members may attend any meeting of the Board of Directors. Advisory Board Members are appointed by the Board of Directors. The Advisory Board is an optional board. There is no limit on the number of Advisory Board Members.

Section 6.14 One Vote Per Member. Each member of the Board shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

ARTICLE 7 – OFFICERS OF THE CORPORATION

Section 7.01 Designation of Officers. The Corporation shall have a President (Chief Executive Officer), a Secretary, and a Treasurer (Chief Financial Officer) as officers of the Corporation. The Corporation may also have, as determined by the Board of Directors, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may concurrently serve as the President or Chairperson of the Board.

Section 7.02 Qualification. Any person of legal age may serve as officer of this Corporation. All officers must be donors of the Corporation in good standing.

Section 7.03 Election and Term of Office. Officers shall be elected by the Board of Directors, as required, by a majority vote of its directors, and each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor is elected and qualified, whichever occurs first.

Section 7.04 Subordinate Officers. The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 7.05 Removal and Resignation. The Board of Directors, by a majority vote, may

remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice (as defined in Section 18.01, Article 18) to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section 7.05 shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

Section 7.06 Officer Vacancies. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a majority vote of the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in the offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 7.07 Duties of President. The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she 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 of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors, and shall be an ex officio member of the Board of Directors and all committees. Duties of the Office of the President include:

- a) Providing leadership to the organization and delivering consistent achievement of the organization's mission, goals, and objectives.
- b) Direct responsibility for the operations, programs, and assets of the corporation.
- c) Periodic reporting to the Board of Trustees on the internal and external matters affecting the condition and performance of the organization.
- d) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.
- e) In the absence of the Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors.

Section 7.08 Duties of Vice-President. The Board may appoint the Chairperson or another, whether then serving as a director or officer of the Corporation or not, to serve as Vice-President. During the President's absence or in the event of President's inability to act, the Vice-President shall perform all the duties of the President and when so acting, shall have all the powers of and be subject to all the same restrictions. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by

these Bylaws, or as may be prescribed from time to time by the Board of Directors.

Section 7.09 Duties of Secretary. In general, the Secretary shall perform all duties incident to the office of Secretary, shall serve as secretary of all meetings of the Board and shall perform all such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, as well as those which may be assigned to him or her from time to time by the Board of Directors, including but not limited to:

- a) Certifying and maintaining at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
- b) Maintaining at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of the Board, 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) Distributing and posting of all notices, agendas, and pertinent information in accordance with the provisions of these Bylaws or as required by law.
- d) Being custodian of the records and of the seal of the Corporation and ensuring that the seal is affixed to all duly executed documents, the execution of which documents, on behalf of the Corporation under its seal is authorized by law or these Bylaws.
- e) Maintenance at the principal office of the corporation a membership record containing the name and address of each and all members of the Board of Directors, and the Honorary and Advisory Board 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.
- f) Exhibiting at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request there from, the Bylaws, the corporate book, the membership record, and the minutes of the proceedings of the directors of the Corporation.

Section 7.10 Duties of Treasurer. In general, the Treasurer shall 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 Board of Directors, including but not be limited to:

- a) Taking charge and custody of, and being responsible for, all funds and securities of the Corporation, and depositing all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) Receiving and giving receipt for monies due and payable to the Corporation from any

source whatsoever.

- c) Disbursing, or causing to be disbursed, the funds of the Corporation as may be directed by the Board of Directors and taking proper vouchers for such disbursements.
- d) Keeping and maintaining adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- e) Exhibiting 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 for such.
- f) Rendering 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) Preparing or causing to be prepared, among other required reports, the Annual Report, the Annual Statement of Specific Transactions and financial statements of the Corporation, and certifying or causing to be certified, the financial statements to be included in such or any other required reports.

Section 7.11 Compensation. The salaries of the officers, if any, shall be fixed from time to time by resolution of the Board of Directors except that the officer who is to receive this salary may not vote in determining the salary to be received. No officer shall be prevented from receiving such salary by reason of the fact that he or she is also a director of the Corporation, provided, however, that such compensation paid to a director for serving as an officer of this Corporation shall only be allowed if permitted under the provisions of Section 5.04 of Article 5 of these Bylaws. In all cases, any salaries received by officers of this Corporation shall be reasonable and given in return for services actually rendered for the Corporation which relate to the performance of the charitable or public purposes of this Corporation.

Section 7.12 Limitation of Officers. No officer of the Corporation shall incur any obligation or withdraw any funds or transfer any asset except in the ordinary course of his or her duties and subject to the limitations thereon as may be imposed thereon by the Board of Directors. In any event, unless the Board expressly authorizes, no obligation shall be incurred or withdrawal made or asset transferred except on the signature of the President or Vice President and the signature of the Secretary or Assistant Secretary. At the discretion of the Board, any officer may be required to post a bond for the faithful discharge of his or her duties in such sum and with surety as the Board of Directors determine, the expense of such bonding to be paid by the Corporation.

ARTICLE 8 – BOARD OF DIRECTOR COMMITTEES

Section 8.01 Appointment. The Board of Directors may, by a majority vote of directors, create any committees, for any purposes and duration that it deems necessary. The Board may

delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- a) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- b) The fixing of compensation of the directors for serving on the Board or on any committee.
- c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- d) The amendment or repeal or any resolution of the Board which by its express terms is not subject to amendment or repeal.
- e) The appointment of committees of the Board or the members of such committees.
- f) The approval of any transaction to which this Corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Non-Profit Public Benefit Corporation Law.

Section 8.02 Changes to Committees. By a majority vote of its directors, the Board may at any time revoke or modify any or all of the authority delegated to any committee.

Section 8.03 Committee Structure. Each committee shall consist of two or more directors. The Chairperson of the Board appoints all committee chairs. Committee chairs must be members of the Board.

Section 8.04 Executive Committee. There shall be an Executive Committee consisting of the elective officers of the Corporation and the Chairperson of the Board of Directors. When the Board of Directors is not in session, the Executive Committee may exercise the full powers of the Board that may be lawfully delegated, with the exception of final determination of policy. Actions taken by the Executive Committee shall be reported at the next scheduled regular meeting of the Board of Directors. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require. The President, or, in his or her absence, the Chairperson of the Board shall chair the Executive Committee meetings. Three members of the Executive Committee shall constitute a quorum. Executive Committee meetings shall be called by the President, the Chairperson, or any two Executive Committee members.

Section 8.05 Changes to Executive Committee. By a majority vote of its directors then in office, the Board may at any time revoke or modify any or all of the authority delegated to the Executive Committee, increase or decrease, but not below two (2), the number of its Executive Committee members, and fill vacancies on the Executive Committee from the members of the Board.

Section 8.06 Nominations Committee. The Board of Directors may, by a majority vote of

directors, designate two (2) or more of its directors (who may also be serving as officers of this Corporation) to serve as a "Nominations Committee" for the nomination and selection of qualified candidates for director positions on the Board of Directors, and/or to assist the Board in locating qualified candidates for appointment to other positions in the Corporation.

Section 8.07 Committee Minutes. Any Board Committees formed shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 8.08 Other Committees. The Corporation shall have such other committees as the Board of Directors may designate by resolution, from time to time. Such other committees may consist of persons who are not directors of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

Section 8.09 Special Committees. The President may, from time-to-time, appoint Special Committees. The Chairperson of such a committee shall keep the President advised at all times on the activities of the committee and render progress reports as required by the President.

Section 8.10 Meetings and Actions of Committees. Meetings and action of committees shall be governed by, held and taken in accordance with the provisions of these Bylaws. The board of Directors 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 9 – MEETINGS

Section 9.01 Chair. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a chair chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.

Section 9.02 Place of Board Meetings. Meetings of the Board of Directors shall be held at the principal office of the Corporation unless otherwise specified by the Board or at such place within or outside the state of California, which has been designated from time to time by the Board of Directors. In the absence of such designation, any meeting not held at the principal office of the Corporation shall be valid only if held on the written consent (as defined in Section 18.01, Article 18) of all directors given either before or after the meeting and filed with the Secretary of the Corporation or after all Board members have been given written notice of the meeting as hereinafter provided for in Special Meetings of the Board.

Section 9.03 Participation in Meetings. Members of the Board may participate in any meeting, regular, annual, or special, through use of conference telephone or other similar communications equipment, as long as all directors participating in such meetings can hear one

another.

Section 9.04 Notice of Meetings. Unless a director provides prior written notice (as defined in Section 18.01, Article 18) to the Corporation to the contrary, notices shall be sent to each director at the address, telephone, facsimile number and/or email address shown on the books of the Corporation. If sent by mail or telegraph, the notice shall be deemed delivered as of the date deposited in the mails or delivered to the telegraph company. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

Section 9.05 Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly, as designated by the Board of Directors. Notice shall be sent not less than fifteen (15) days nor more than forty-five (45) days before the meeting.

Section 9.06 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson, President, Vice-President or the Secretary, or, by any two (2) directors. Special meetings shall be held at a place designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation. Special meetings of the Board shall be held upon four (4) days' notice if sent by first-class mail or upon forty-eight (48) hours' notice if notice is sent by telegraph, personal delivery, overnight or express mail, telephone, facsimile or email

Section 9.07 Annual Meeting. The Annual meeting of the Board of Directors shall take place during the last calendar quarter, at a place, date, and hour as designated by the Board. At the discretion of the Board, the Annual meeting may be combined with the Regular meeting held in the last calendar quarter. Notice shall be sent not less than thirty (30) days nor more than forty-five (45) days before the meeting.

Section 9.08 Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 9.09 Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 9.10 Quorum for Meetings. A majority of the authorized number of directors of the Board shall constitute a quorum for the transaction of business, and all actions of the Board of

Directors shall be determined by a majority vote of those voting. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chairperson shall entertain at such meeting is a motion to adjourn.

Section 9.11 Adjournment for Lack of Quorum. When a meeting is adjourned for lack of a quorum, no notice need be given of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as required by Section 9.06 of this Article.

Section 9.12 Loss of Quorum. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business despite the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, if any action thereafter taken is approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, by the Articles of Incorporation or by the Bylaws of this Corporation.

Section 9.13 Majority Action as Board Action. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Articles of Incorporation, the Bylaws of this Corporation, or the provisions of law require a greater percentage or different voting rules for approval of the matter by the Board.

Section 9.14 Action By Written Consent Without Meeting. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if a majority of the directors of the Board, individually or collectively, consent in writing (as defined in Section 18.01, Article 18) to such action. For the purposes of this Section 9.14 only, "all directors of the Board" shall not include any "interested director" as defined in Section 5233 of the California Non-Profit Public Benefit Corporation Law. Such written consent or consents shall be filed with the corporate records of the proceedings of the Board. An action by written consent shall have the same force and effect as a majority vote of the directors of the Board.

Section 9.15 Procedural Rules. Meetings of the Board shall be governed by such rules as the Board may adopt or revise from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

ARTICLE 10 – DONORS

Section 10.01 General. Any individual regardless of race, creed, gender, or national origin can become a donor of the Corporation. Any individual who contributes to support the furtherance of the Corporation's purpose in any calendar year will automatically become a donor for that calendar year. A donor who does not make any contribution in a calendar year, may lose

donor status. A list of donors is maintained to inform the donors of projects, activities and needs of the Corporation.

Section 10.02 Donor Rights. Only members of the Board of Directors will have voting rights. Other donors of the Corporation will have no voting rights. The non-voting donors will have only those rights and obligations as the Board of Directors finds appropriate.

Section 10.03 Transfers Prohibited. Donor rights are not transferable. No donor may transfer his or her donor rights. Any attempted assignment or transfer shall be wholly void and shall confer no rights on the intended assignee or transferee.

Section 10.04 General Meeting. The Board of Directors, at its discretion, may authorize a General Meeting to be held once each fiscal year, at a place, date, and hour as designated by the Board. The purpose of the General Meeting shall be for reports to the donors, and for discussion of issues raised by the donors or the Board.

ARTICLE 11 – CHAPTERS

Section 11.01 Chapters. The Board of Directors, at its discretion, may authorize the creation of other chapters of the Corporation, at locations within or without the State of California.

ARTICLE 12 – FISCAL POLICY

Section 12.01 Fiscal Year of the Corporation. The fiscal year of the corporation shall begin on the first (1) day of January in each year and end on the thirty-first (31) day of December in each year. The Board of Directors, at its discretion, may change the fiscal year of the Corporation.

Section 12.02 Financial Planning. The Board of Directors shall be responsible for approving the annual budget, monitoring actuals against projected on a quarterly basis and making adjustments to the budget if required.

Section 12.03 Audits. The Board of Directors, at its discretion, may order an annual audit of the Corporation by an independent certified public accountant. The Board may direct the audits of accounts of the Corporation at such time and in such manner as it may specify.

Section 12.04 Quarterly Financial Reports. Quarterly financial reports shall be compiled in conformity with standard business accounting practices and reviewed by the Board, within thirty (30) days from each quarter end.

Section 12.05 Annual Financial Statements. Complete financial statements compiled in conformity with standard business accounting practices, and accompanied by an audit report from an independent certified public accountant if ordered as specified in Section 12.03 of this Article, shall be reviewed by the Board within sixty (60) days of the close of each fiscal year.

Section 12.06 Disbursements. Disbursements shall be made only in accordance with specific authorization and consistent with the general budget approved annually by the Board of Directors.

Section 12.07 Execution of Instruments. The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 12.08 Checks and Notes. Except as otherwise specifically determined by resolution of the Board of Directors, 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 12.09 Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, or other depositories as the Board of Directors may select.

Section 12.10 Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit charitable purposes of this Corporation.

Section 12.11 Disclosure. The financial records of the organization are public information and shall be made available to the Board and the public.

ARTICLE 13 – CORPORATE RECORDS, REPORTS AND SEAL

Section 13.01 Corporate Records. The Corporation shall keep at its principal office:

- a) The minutes of all meetings of directors and committees of the Board, 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) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c) A record of its donors, if any, indicating their names and addresses and, if applicable, the class of membership held by each donor and the termination date of any membership.
- d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

Section 13.02 Inspection Rights. The Corporation, at its discretion, may provide electronic copies of its books, records, and documents to directors and donors requesting inspection, to fulfill the inspections rights as described in Section 13.03 and 13.04 of this Article.

Section 13.03 Director's Inspection Rights. Every director shall have the absolute right at any 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 this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 13.04 Donors's Inspection Rights. If this corporation has any donors, then each and every donor shall have the following inspection rights, for a purpose reasonably related to such person's interests as a donor:

- a) To inspect at any reasonable time the books, records, or minutes of proceedings of the Board or committees of the Board, upon written notice (as defined in Section 18.01, Article 8) to the Secretary of the Corporation by the donor.

Donors shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

Section 13.05 Right To Copy And Make Extracts. Any inspection under the provisions of Sections 13.03 and 13.04 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 13.06 Corporate Seal. The Board of Directors may adopt, use, and at will, alter a corporate seal. The seal shall be kept at the principal office of the Corporation. The failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

Section 13.07 Annual Report. An annual report updating as required the Corporation's purpose, structure, programs, and financial condition shall be furnished not later than sixty (60) days after the close of the Corporation's fiscal year to all directors of the Corporation. The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 13.08 Contents of Annual Report. The Annual Report shall include but not be limited to following information in appropriate detail:

- a) The assets and liabilities, of the Corporation as of the end of the fiscal year.
- b) The principal changes in assets and liabilities, during the fiscal year.

- c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE 14 – PROHIBITED TRANSACTIONS

Section 14.01 Prohibition Against Sharing Corporate Profits. No donor, director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive any net earnings or pecuniary profit from the operations of the Corporation, provided, however, that: (i) this provision shall not prevent the payment of reasonable compensation to any person for services performed for the Corporation in effecting any of the Corporation's public or charitable purposes; and (ii) the payment of such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.

Section 14.02 Prohibition Against Receiving Corporate Assets. No donor, director, officer, employee, or other person connected with this Corporation, or any private individual, shall be entitled to share in the distribution of and shall not receive any of the corporate assets upon the dissolution of the Corporation. All directors of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

Section 14.03 Prohibition Against Loans or Guarantees. The Corporation shall not lend any money or property to nor guarantee the obligation of any director or officer. The Corporation may, however, advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the Corporation.

Section 14.05 Prohibition Against Self-Dealing. The Board of Directors shall not cause the Corporation to enter, directly or indirectly, into any contract or transaction with any director of this Corporation or with any corporation, firm, association, or other entity in which one or more directors of this Corporation has a material financial interest or in which one or more directors of the Corporation are otherwise involved, unless all of the following apply:

- a) The material facts regarding the financial interest of such director(s) in the contract or transaction or the involvement or financial interest of such director(s) in the other corporation, firm, association are fully disclosed in good faith and noted in the minutes, or are known to all directors of the Board prior to the Board's consideration of such contract or transaction.
- b) Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the Corporation could not obtain a

more advantageous arrangement with reasonable effort under the circumstances.

- c) A majority of the Board by a vote sufficient for that purpose, without counting the votes of the interested directors, authorizes or approves the contract or transaction in good faith.
- d) The transaction is in fact fair and reasonable to the Corporation at the time of its entry and the transaction is entered into for the Corporation's benefit.

Section 14.06 Prohibition Against Use of Corporation Name. No donor, director, officer, employee, or other person connected with this Corporation shall use the name of the organization for the endorsement or sponsorship of any individual or any issue, event, or organization without the express approval of the Board of Directors.

ARTICLE 15 – INDEMNIFICATION AND INSURANCE

Section 15.01 Non-Liability of Volunteer Director or Officer. Except for those transactions defined in Sections 5233 and 5237 of the California Non-Profit Corporations Code and any action or proceeding brought by the California Attorney General, a volunteer director or volunteer executive officer of the Corporation shall have no personal liability to a third party for monetary damages caused by the negligent act or omission of that person in the performance of that person's duties as a director or executive officer if:

- a) The act or omission was within the scope of that person's duties as a director or executive officer of the Corporation.
- b) The act or omission was performed in good faith.
- c) The act or omission was not reckless, wanton, intentional or grossly negligent.
- d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the Corporation (either in the form of a general liability policy or director and officer's liability or issued personally to the director or executive officer) or the Board made all reasonable efforts in good faith to obtain such liability insurance but was unsuccessful or unable to obtain such liability insurance.

Section 15.02 Indemnification of Directors, Officers, Employees and Other Agents. To the full extent allowed by and in accordance with the requirements of Section 5238 of the California Non-Profit Public Benefit Corporation Law, the Corporation shall have the right to indemnify a director, officer, employee, other agent of the Corporation (as defined in Section 5238) or person formerly occupying such position against expenses, judgments, fines, settlements and other amounts reasonably incurred or expected to be incurred in connection with any actual or threatened claim or proceeding against him or her by reason of the fact that he or she is, or was a director, officer, employee, other agent of the Corporation (as defined in Section 5238) and may advance the expenses of such person to the full extent permitted by Sections 5238(e) and (f).

Section 15.03 Insurance for Corporate Agents. To the full extent allowed by and in accordance with the requirements of Section 5238 Non-Profit Public Benefit Corporation Law, the Corporation shall have the right to purchase insurance on behalf of itself, its directors, officers, employees or other agents of the Corporation (as defined in Section 5238). The Board of Directors may adopt a resolution authorizing the purchase and maintenance of such insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as agent, even if the Corporation would not otherwise have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Non-Profit Public Benefit Corporation Law.

ARTICLE 16 – AMENDMENT OF BYLAWS OR ARTICLES

Section 16.01 Amendment of Bylaws. Except as may otherwise be specified under provisions of law, the Corporation's Bylaws, may be altered, amended, or repealed and new Bylaws adopted by an affirmative vote of two-thirds (2/3) of the Board of Directors, at any regular, annual, or special meeting.

Section 16.02 Amendment of Articles. Subject to any provision these Bylaws or of laws applying to the amendment of articles of incorporation for public benefit corporations, the Corporation's Articles of Incorporation may be altered, amended, or repealed and new Articles of Incorporation may be adopted or approved by an affirmative vote of two-thirds (2/3) of the Board of Directors, at any regular, annual, or special meeting.

ARTICLE 17 – APPLICATION OF LAW

Section 17.01 Application of the Law of the State of California. In matters not addressed by these Bylaws, this Corporation shall be governed in accordance with the State of California Corporation Code for Nonprofit Public Benefit Corporations, Sections 5110-6910.

Section 17.02 Preemption Clause. In the event there is any contradiction between these bylaws and the applicable laws of any state or the applicable laws of the Federal government, the applicable laws of that state or of the Federal government shall preempt these bylaws.

ARTICLE 18 – MISCELLANEOUS

Section 18.01 Written Notice or Written Consent. For the purposes of these bylaws, the following shall be considered valid written notice or a valid written consent:

- a) Letter delivered by US mail

- b) Letter delivered by courier
- c) Letter delivered personally
- d) Facsimile
- e) Email

CERTIFICATION OF ADOPTION OF BYLAWS

These bylaws were approved at a meeting of the Board of Directors by a two-thirds (2/3) majority vote on August 28, 2004.

August 28, 2004

Rakesh Garg

Chairperson, Board of Directors

Date

August 28, 2004

Sundar Venkat

Secretary

Date