

INDIAN AMERICAN FEDERATION OF NORTH TEXAS
REGISTERED AS:
INDIA ASSOCIATION OF NORTH TEXAS
(A NON-PROFIT CORPORATION)



Approved
December 14, 2008

Atul Khanna

BYLAWS

ARTICLE I
OFFICES

- i. **NAME:** The registered name of the corporation shall be India Association of North Texas, Inc. hereinafter referred to as 'IANT'.
- ii. **PRINCIPAL OFFICE:** The principal office of the corporation in the state shall be located in the Dallas/ Fort Worth Metroplex area. The corporation may have such offices as the Board of Directors, herein after referred as BOD and the Board of Trustees, herein after referred as BOT may determine or as the affairs of the corporation may require from time to time.
- iii. **REGISTERED OFFICE AND REGISTERED AGENT:** The corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office of the corporation in the State of Texas, and the address of the registered office may be changed from time to time by the BOD and BOT.

ARTICLE II
AIMS AND OBJECTIVES

IANT is a non-profit, non-political, non-sectarian organization formed primarily for cultural and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954. Specifically, its aims and objectives are:

- (a) To provide a common platform to all members living in the North Texas area for pursuing their common goals and sharing their concerns;
- (b) To promote, coordinate and support joint efforts in the social, cultural, educational and charitable activities of the Members;
- (c) To provide civic and political education to the people of Asian Indian origin, encourage greater participation by them in public affairs and to enhance their contribution to the society at large;
- (d) To foster friendship and understanding between people of Asian Indian origin and other Americans;
- (e) To act as a spokesperson for the Asian Indian community and to function as an umbrella organization in concert with other independent community organizations in the North Texas region;
- (f) To conduct and celebrate events that are important to the Asian Indian community such as India's Independence Day, Republic Day etc.

ARTICLE III
MEMBERS



Approved
December 14, 2008

Atul Khanna

i. CATEGORIES OF MEMBERSHIP:

- (a) Regular Membership
- (b) Associate Organization Membership
- (c) Honorary Membership
- (d) Other Memberships

ii. DEFINITION OF MEMBERSHIP:

- a) **REGULAR MEMBERSHIP:** The Association's membership shall be open to all individuals or families sharing the objectives of the association and abiding by the Articles of Incorporation and the Bylaws of the Association. Regular Membership can be for life or on an annual basis. An individual seeking regular membership shall submit an application on the prescribed form to the Secretary with the required membership fee. The applicant for Regular Membership shall be a person of good standing in the society.

Each member shall be entitled to one vote on each matter submitted to a vote of the members. Voting right under family membership shall be restricted to two adult (husband & wife) members per family identified in the application, and shall not be transferable.

- b) **ASSOCIATE ORGANIZATION MEMBERSHIP:** This category of membership is reserved for 501 C (3) Asian Indian organizations at the discretion of the BOD and BOT of IANT, and is therefore deemed to be by invitation only. The membership shall be deemed perpetual unless revoked. As guidance to the BOD, the BOT shall develop and maintain a procedure for granting and approving of such membership.
- c) **HONORARY MEMBERSHIP:** The Board of IANT may confer honorary membership on individuals and institutions in recognition of their public service. Honorary members will not have voting rights.
- d) **OTHER MEMBERSHIPS:** The board may at its discretion, subject to the approval of BOT, institute additional classes of memberships with corresponding dues as appropriate.

iii. MEMBERSHIP DUES:

- a) Annual Membership, dues as determined from time to time by the board, shall be valid for twelve(12) months after receipt of payments for the dues. Annual dues shall be paid on the first day following the period of 12 months from the previous due date. A thirty(30) day grace period is given to members to make payment. If the payment is received more than thirty(30) days after the due date, the membership may be treated as being reinstated rather than renewed. Memberships that are renewed normally within the grace period shall retain their original due date, whereas those that are reinstated shall start anew with the newly reinstated date. The BOD shall be responsible to develop and maintain a procedure, subject to the approval of BOT, for documentation and management of membership list by categories and to review and update such list for accuracy. The membership status including renewal dates as applicable shall be maintained on IANT website, or published in print media of IANT.
- b) Life Membership dues, as determined from time to time by the BOD, shall be a one time contribution and payable in full.

iv. RIGHTS OF NEW MEMBERS:

A new member or a reinstated member shall not be entitled to vote on any matter for a period of six(6) months after their new or reinstated membership date.



Approved
December 14, 2008

Atul Khanna

v. **REVOCAION OF MEMBERSHIP:**

The BOD shall have the right to revoke, deny, suspend or cancel membership of any individual, or organization that fails to abide by the Articles of Incorporation or the Bylaws, or whose activities are deemed detrimental to the proper functioning and interest of IANT. Any member whose membership is revoked, denied, suspended or cancelled by the board shall have the right to appeal the decision within 15 days to the BOT. The Trustees shall act within 30 days of the date of receipt of appeal. The Trustees may reinstate the membership if they so determine, and inform the BOD accordingly. The revocation, denial or suspension of membership includes the following:

- (a) Either an organization or a regular member may be removed from membership of IANT for any of the following reasons:
 1. The member fails to abide by the Articles of Incorporation or the Bylaws, or whose activities are deemed detrimental to the proper functioning and interest of IANT
 2. The member fails to pay the membership dues within the grace period.
- (b) Removal of a regular member or an Associate Organization member for reasons other than the non-payment of timely dues shall require a resolution passed by the BOD by a two thirds(2/3) majority of the board members present and voting. Further, it is required that a notice specifying the alleged violation and the proposed action be sent to such a member at least thirty(30) days prior to the scheduled Board of Director's meeting, and an opportunity given to such member to respond to the charges prior to the BOD meeting.
- (c) In case the proposed revocation is due to nonpayment of membership dues, the revocation shall be dropped if the subject organization/regular member pays the outstanding dues anytime before a decision is reached by the BOD. Upon payment of all dues in full, the membership is automatically reinstated in accordance with Article iii and iv.

ARTICLE IV **MEETINGS OF MEMBERS**

- i. **ANNUAL GENERAL BODY MEETING:** The Annual Meeting of the General Body of members of the Association shall be held in the month of November or December each year for the purpose of the annual report by the President and for the electing and/or installing new officers, Directors and Trustees for the term of the following calendar year, as well as for the transaction of any other business deemed necessary by the board. Another General Body Meeting shall be called upon for approval of IANT audited accounts of previous year. General Body meeting once scheduled may be postponed due to inclement weather or under circumstances determined by the board; however, only under extreme circumstances shall the General Body meeting be postponed beyond 31st January of the following calendar year.
- ii. **SPECIAL MEETING:** Special meetings of the members may be called by the President or the BOD. A member can also petition the BOD to call a special meeting of the members. A petitioning member shall in writing, submit a petition which explicitly states the purpose for such a meeting. The petition shall be signed by at least 15 percent of the total voting members and shall be submitted to the Secretary for verification of the petition.
- iii. **PLACE OF MEETING:** The President or the Board of Directors may designate any place, within seventy five (75) mile distance from the principal office of the corporation, as the place for any General Body meeting or for any special meeting of the members.



Approved
December 14, 2008

Atul Khanna

- iv. **NOTICE OF THE MEETING:** A written or printed notice stating the purpose, place, day and hour of any General Body or special meeting of members shall be sent by mail to each member entitled to vote at such meeting, not less than 2 weeks nor more than seventy five (75) days before the date of such meetings. In case a meeting of the members has to be postponed due to unforeseen circumstances, after an appropriate notice had already been mailed once, the subsequent notice for a meeting for the same purpose shall be issued no less than 1 week prior to the meeting. Such a postponement notice may utilize any printed medium of the Association if available within the permissible period, otherwise a separate notice shall be sent. In an emergency an electronic media may be used as a means of notification provided a documented procedure has been developed and approved by the BOT for such communications.
- v. **QUORUM:** A quorum at the members meeting shall consist of at least 25 members present. When a quorum is not present, the meeting shall be adjourned and reconvened after 30 minutes and the members present at that time shall constitute a quorum.
- vi. **VOTING:** Where directors are to be elected by members such election shall be conducted by either mailing ballots to members within fifteen (15) to fifty (50) days in advance of the closing date by which they must be postmarked for return, or by providing each member with a secret ballot at the General Body meeting or at a polling place. Polling activity without a formal meeting shall be considered permissible in lieu of conducting the same at the regular General Body meeting at the discretion of the board. In case the voting is conducted by mailing the ballots or by polling without the formal General Body meeting, these Bylaws still require that the new trustees and or directors shall be installed at the annual meeting no later than 31 January, as provided in Section (i) of this Article; otherwise, they shall be deemed installed as of 31 January.

ARTICLE V **BOARD OF DIRECTORS**

- i. **GENERAL POWERS:** The Board of Directors shall be responsible for implementing the objectives set forth in the Constitution and bylaws of IANT and to implement policies strategic objectives and guidelines set forth by the BOT; including guidelines provided by Community Council of Delegates at the discretion of the BOD & BOT. The BOD shall vote the nominated BOT that functions for the long term, perpetual interest of membership (refer to article Viii for BOT Power, Composition, Tenure & Qualifications. The BOD shall be responsible for conducting the day to day business of IANT.
- ii. **NUMBER, TENURE AND QUALIFICATION:** The number of directors shall be fifteen (15), consisting of the President, the President-Elect, the Vice President, the Secretary, the Joint Secretary, the Treasurer, the Joint Treasurer, the immediate past President and seven other members. Three Board members out of seven will be elected from the Community Council of Delegates by the Community Council (Refer to Article VII). The term of directors shall start immediately upon their installation as a result of the annual elections, and conclude at the installation of the new directors elected for the subsequent term. The Chairperson and Vice-Chairperson of the Community Council of Delegates shall serve as observers at the BOD meeting. Every year only ten(10) directors are elected in addition to the three(3) elected from the Community Council. The remaining two (2)of the fifteen(15) directors are the current President who automatically becomes Immediate Past President(Ex-Officio)and the current President-Elect who is automatically deemed elected as President for the following term. Of the ten (10) newly elected directors, six (6) are slated to serve the six (6)remaining offices outlined in Article VI. The President shall be elected only in those exceptional circumstances when the President-Elect withdraws from automatically assuming



Approved
December 14, 2008

Atul Khanna

the office of the President as provided herein. The President's term shall be for one year; no other officer shall be elected for the same office for more than two consecutive terms unless elected by acclamation without contest. No Board members shall be elected to serve for more than five consecutive terms.

- iii. **REGULAR MEETING:** The BOD shall meet at least once a month and may schedule more meetings at their discretion. Regularly scheduled meetings shall not require formal or repeated notification. In addition to regular meetings, at least two scheduled meetings per year shall be held in a timely fashion and devoted to review and approval of the annual federal or any other tax return of the association as necessary. Subsequent special meetings shall be held as necessary to resolve any pending actions until all tax returns are duly approved and filed. The regular meeting(s) may be postponed, cancelled or rescheduled by the Board by mutually agreed procedure.
- iv. **SPECIAL MEETING:** Special meetings of the BOD may be called by or at the request of the President or at the request of a minimum of one third of the number of directors on a notice of two days, or at a shorter notice if approved by resolution for the duration and term of the board.
- v. **QUORUM:** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board.
- vi. **ACTIONS:** The vote of a majority of the directors present in person at a board meeting at which a quorum is present shall be the act of the board, except in case(s) of the presidential veto provided in Article XIII, Section 8 on general provisions.
- vii. **INFORMAL ACTIONS BY DIRECTORS:** Any action required by law or permitted to be taken at a meeting of the directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be recorded and signed by the majority of the directors.
- viii. **VACANCIES; REMOVAL:** In case a board seat is vacated due to resignation or death of an elected member of the board, the President or the individual serving as President shall formally request the BOT to appoint a member to fill the vacancy for the balance of the term, particularly if the balance of the term is longer than three (3) months. Any director absent for more than three consecutive regular meetings of the board may be subject to disqualification to continue as a director at the discretion of the BOD and BOT.
- ix. **PLACE OF MEETING:** The meetings of the board shall be normally held at the principal office of the Association, or at a place within seventy five (75) miles distance from the principal office at the discretion of the board.

ARTICLE VI **OFFICERS**

- i. **OFFICERS:** The officers of the association shall be a President, a President-Elect, a Vice President, a Secretary, a Joint Secretary, a Treasurer, and a Joint Treasurer. In addition to serving on the board, their duties are defined in sections that follow.
- ii. **TERM OF OFFICE:** As per Article V(ii).
- iii. **PRESIDENT:** The President shall be the Chief Executive Officer of the association and shall in general supervise and control all of the businesses and affairs of the corporation. He/She shall preside at all



Approved
December 14, 2008

Atul Khanna

- meetings of the members and of the BOD. The President may sign, with the Secretary or any other board member authorized by the board, any legal documents, contracts, or other instruments authorized by the board; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the board. The President shall not hold a similar title or position in any other (Social, Cultural or religious) Indian organizations.
- iv. **PRESIDENT-ELECT:** The President-Elect shall serve as a Senior Vice President in assisting the President. In the absence of the President or in the event of President's disability or refusal to act, the President-Elect shall act to perform all duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.
- v. **VICE PRESIDENT:** In the absence of the President or the President-Elect, or in the event of their disability or refusal to act, the Vice President shall perform all duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. In the event the Vice President should assume the responsibility of the President-Elect, such an assumption shall not automatically lead to the assumption of the office of the President without election the following term.
- vi. **SECRETARY:** The secretary shall keep the minutes of the meetings of the members and the Board of Directors; give all notices in accordance with the provisions of these Bylaws or as may be required by law; be custodian of the association (corporation) records and of the seal of the corporation, and affix the seal to execute documents within the provisions of these Bylaws; file all needed documents with the State as needed in a timely manner; keep a current list of members including their addresses; transition records from one term to the other; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the President or by the board. The Secretary shall also coordinate with the Secretary of the Community Council of Delegates and facilitate any record keeping of the Community Council of Delegates as necessary. The Secretary shall take every precaution to ensure that the list of the members of the association with their addresses and phone numbers is not made available to anyone for commercial purposes.
- vii. **JOINT SECRETARY:** The Joint Secretary shall perform the duties of the Secretary in the latter's absence and assist the Secretary in the discharge of the latter's responsibilities.
- viii. **TREASURER:** The Treasurer shall have charge and custody of and be responsible for all funds and books of the association; receive and give receipts for moneys due and payable to the association, and deposit all such moneys in the name of the association in such banks or depositories as shall be selected in accordance with the provisions of Article XI hereof; transition record of accounts from the previous Treasurer and transition record of accounts to the new Treasurer within 45 days after the installation of the new officers, and co-sign with the transitioning Treasurer a letter of transition of accounts describing any discrepancies or actions pending, etc., seek professional help from accountants as necessary and authorized by the board from time to time; prepare the annual budget for the fiscal year and get it approved; prepare and file tax returns or present information to the individual or company authorized by the board for such purpose; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the BOD.
- ix. **JOINT TREASURER:** The Joint Treasurer shall assist the Treasurer in maintaining the books of accounts and any other activities as requested by the Treasurer.



Approved
December 14, 2008

Atul Khanna

ARTICLE VII COMMUNITY COUNCIL OF DELEGATES

- i. GENERAL POWERS:** The Community Council of Delegates is formed as a loose alliance of the Asian Indian Community organizations to serve as a conduit of feedback to IANT from the community that IANT serves. The Council shall deliberate accordingly and recommend to the BOD of IANT the needs, interest and requirements of the Asian Indian Community and provide guidance as necessary.
- ii. COMPOSITION:**
- (a) The Community Council of Delegates shall consist of nominee(s) of each Associate Organization Member. In the absence of written nomination(s) from any Associate Organization(s) the IANT Board of Directors may draw name(s) and inform the respective Associate Member(s) of its decision accordingly. Additionally, IANT BOD and BOT may also nominate a combined minimum of two and a maximum of five members from BOD/BOT as delegates to the council.
 - (b) Associate Organization Member by virtue of its membership shall have representative(s) in the Community Council as follows: The member organization that has less than 100 verifiable members shall have one representative, and member organization that has 100 – 200 verifiable members shall have up to two representatives and those over 200 verifiable members shall have up to three representatives in the Community Council of Delegates. Associate Organization Members must notify the name(s) of their representatives in writing to the Secretary of IANT; otherwise, the BOD may appoint in accordance with article VII(ii)(a).
 - (c) The Community Council of Delegates shall have a Chairperson, a Vice Chairperson and a Secretary. They shall all be members of IANT for at least one year. Election of the Chairperson and Vice Chairperson by the Community Council of Delegates shall be arranged by the Council among themselves and shall be observed by an Election Commissioner appointed by the BOD.
 - (d) The Chairperson and Vice-Chairperson of the Community Council of Delegates shall also serve as observers at the meetings of the Board of IANT.
 - (e) The Chairperson shall preside over the Community Council of Delegates. If the absence of the Chairperson the Vice-Chairperson, or a designated representative of the IANT shall preside respectively in this order.
 - (f) The Community Council secretary shall keep the minutes of the meetings of the Community Council of Delegates; give all notices in accordance with the provisions of this Article (VII) of the Bylaws or as may be required by law; keep a record of the address of each council member; transition records from one term to the other; and in general perform all duties incident to the Office of Secretary and such other duties as from time to time may be assigned by the Chairman of the Community Council of Delegates. Additionally, the Secretary of the Council shall coordinate the facility and requirements of any special record keeping with the Secretary of IANT, including providing him/her a copy of the minutes of the Council meetings.
 - (g) The Term of the Community Council of Delegates shall be one year coinciding with the term of the BOD of IANT.
- iii. VOTING**
- (a) Each member of the Community Council of Delegates shall have one vote and shall vote on any issue to be dealt with at the level of Community Council of Delegates.
- iv. ANNUAL MEETING:** The annual meeting of the members of the Community Council shall precede the Annual Meeting of IANT by proper coordination between the two secretaries of the respective bodies. Any postponement or rescheduling shall also be dealt with accordingly. The business that is normally conducted at the annual meeting is as follows:



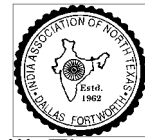
Approved
December 14, 2008

Atul Khanna

- (a) Review and adopt the activity report presented by the Council Secretary.
 - (b) Discuss agenda items planned for the meeting.
 - (c) Conduct elections for the offices of Chairperson, the Vice-Chairperson and the Secretary of the Council for the following year.
 - (d) Conduct election of the three representatives of the Council to the Board of IANT for the following year.
 - (e) Discuss any other matter at the discretion of the Chairperson of the Council
- v. **REGULAR MEETINGS:** In addition to the Annual Meeting, quarterly meetings of the Community Council of Delegates shall be held to discuss specific matters of interest to the community.
- vi. **NOTICE:** The Secretary shall give a written notice of the proposed Community Council of Delegates meeting stating the date, place, time, and agenda of the same to each member of the Council at least fourteen (14) days prior to the meeting.
- vii. **QUORUM:** A majority of the Community Council of Delegates present shall constitute a quorum for the transaction of business at any meeting.
- viii. The Chairperson of the Community Council of Delegates must notify in writing to the Secretary of IANT the names of the elected representatives to the IANT Board
- ix. **DECISIONS:** In any Community Council of Delegates meeting, any vote by the majority of delegates present and authorized to vote shall be the basis to act on any matter. Voting by proxy is not permitted.

ARTICLE VIII **BOARD OF TRUSTEES**

- i. **GENERAL POWERS:** The Board of Trustees(BOT) shall be responsible for:
- (a) Formulation of policies and long term strategic planning of IANT.
 - (b) Review and approval of IANT Reserve fund(s) and Capital Budget(s) involving long term commitments, including annual budget(s) submitted by the Board of Directors.
 - (c) Review and approval of expenses and event budget(s) exceeding \$5000.00, the amount subject to upwardly revision at the discretion of the BOT. The BOT shall document such revisions in the Corporate records by resolution of the BOT. Such revision shall also be communicated to the BOD.
 - (d) Review and resolution of any matters of organizational conflict(s) including elections and nominations.
 - (e) Approval of matters of appointments of members to or removal from the Board of Directors.
 - (f) Review and approval of IANT membership in National/Regional/Local organizations.
 - (g) Contingency power: Authority to act and appoint the President and/or members of the Board in case special circumstances warrant such action(s) provided 75% of Trustees agree to do so.
- ii. **COMPOSITION/ELECTION & GENERAL REQUIREMENTS:**
- (a) The number of Trustees shall be seven (7) and shall not be more than nine (9) including the Chairperson and the Vice-Chairperson of the Board of Trustees. The terms of the trustees shall be staggered in accordance with paragraph 3 of this article.
 - (b) At the adoption of these bylaws the BOD shall appoint the initial number of trustees as per item(a). In subsequent years there after, the Board of Trustees shall nominate as many trustees as



Approved
December 14, 2008

Atul Khanna

- the number of vacancies resulting from staggered tenure requirements of para iii. The nomination slate developed by the BOT shall be approved by the BOD in special meeting. The proxies of the directors absent may be allowed subject to approval of the board members present.
- (c) Election of the Chairperson and Vice-Chairperson of the BOT shall be arranged by a meeting of the Trustees. Term of the Chairperson and Vice-Chairperson shall coincide with the term of the BOD of IANT.
 - (d) The Chairperson of the BOT shall represent the Trustees in the BOD meeting with no voting rights.
 - (e) The BOT shall meet at least once in three months.
 - (f) BOT shall maintain proper records and minutes of their meetings and deliberations. However, it is also essential that being the strategic body of the association they develop appropriate processes for long term record keeping of IANT and that they periodically review the implementation of such processes with the BOD. As part of this initiative the BOT shall perform an oversight duty to ensure that all Corporate books and records of the association are maintained in order and that all required audit(s) as per article XII are performed in a timely and orderly fashion. BOT shall also insure that appropriate levels of liability and indemnification oriented insurance policies remain active without lapse.

iii **TENURE OF TRUSTEES:** Effective at the adoption of these bylaws, in order to transition to a staggered term of Trustee process, the initial 7 Trustees shall be divided in two categories, four with three year term and three with two year term. Thereafter, the new term shall be for two years. In no event a Trustee shall serve more than two consecutive terms. If option to add more Trustees (per VIII iib...) is exercised, the term of the newly added Trustees shall be two years. The term of a trustee begins at his/her installation and continues until it reaches the limit as applicable herein.

Iv **Qualifications:** A trustee is expected to attend the BOT meetings fairly regularly. Any one of the trustees absent for more than three consecutive scheduled meetings of the BOT shall be subject to be disqualified to continue at the discretion of the Board of Trustees. In order to be considered to serve as a Trustee, a Trustee must be a member in good standing and shall meet one or more of the following qualifications:

- (1) Life member of IANT for 10 years.
- (2) Life member for five years with experience of serving on IANT committees for five years.
- (3) Past Presidents of IANT.
- (4) Life Member of IANT for five years with experience of serving as President of organization(s) that are associate member(s) of IANT in the previous five consecutive years.

ARTICLE IX **FORUMS AND COMMITTEES**

- i. **COMMITTEES OF DIRECTOR AND NON-DIRECTORS:** Except for the Bylaws Committee (Article XV, item 12), the President, subject to the approval of the Board of IANT, may designate and appoint one or more committee(s), defining each committee's objectives and the term, the term not to exceed the term of the current board. The committee(s) to the extent provided in said resolution shall have and exercise their duties accordingly. Each such committee shall consist of two or more members, at least one of which shall be a director. One member of each committee shall be appointed Chairman. The President shall be considered an automatic member of each of these Forums and Committees. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed on it or him/her by law.



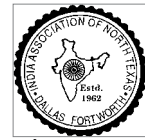
Approved
December 14, 2008

Atul Khanna

- ii. **TERM OF OFFICE:** Each member of a committee shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed or disqualified.
- iii. **VACANCIES:** Vacancies in the membership of any committee may be filled by appointment made in the same manner as done originally.
- iv. **QUORUM:** Unless otherwise provided in the resolution of the BOD approving a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.
- v. **RULES:** Each committee may adopt procedures for their own functioning consistent with these Bylaws or with any procedures adopted by the Board of Directors.
- vi. **NOMINATION AND ELECTION COMMITTEE:** Provisions of Section IX.(i) through IX.(v) may not be entirely sufficient, or may even be contradictory, with respect to the provisions of Nominating and Election Committee in Article X. In case of contradictions, and specifically for the Nomination and Election Committee, Article X shall have higher precedence to Article IX.

ARTICLE X **ELECTION OF OFFICERS AND DIRECTORS**

- i. **NOMINATING AND ELECTION COMMITTEE:** The BOD and BOT shall appoint a nominating committee consisting of nine members of which two appointees shall be the President and President-elect of IANT . The Chairperson of the BOT shall also serve as the members of the Nomination and Election Committee. The members of the nominating committee shall be automatically disqualified from contesting for any office of IANT. The Chairman of BOT or his/her delegate shall serve as the chairman of the nomination and election committee. This committee shall be appointed and in place by September 30th of each calendar year, and an announcement to this effect sent to the membership or published in the regular publication, if any, of the association by that date. The announcement shall also include the address of the association or of any other individual agreed to by the committee for the purpose of receiving written responses from or on behalf of members who may have an interest in being nominated by the Nominating Committee to any of the offices of the association.
- ii. **DUTIES OF THE NOMINATING AND ELECTION COMMITTEE:** The Nominating Committee shall prepare a slate of candidates to the Officers and the Board of Directors in accordance with the provisions of Article V, Section (ii). The slate shall include six (6) officers to be elected (President-Elect, Vice President, Secretary, Joint Secretary, Treasurer and Joint Treasurer) as per Article VI and four (4) other directors. Three (3) Board members shall be elected among the Community Council of Delegates as per article VII. Remaining two (2) members of the board shall be the current President who will become immediate Past President and the current President-Elect who will be deemed as President without nomination process next year. The committee shall be under no obligation to consider anyone for any post, nor shall it be obliged to offer any explanation for its choice of candidates on the slate. The slate shall be delivered to the Secretary of the association in writing, duly signed, latest by 31st October. Subsequently, if determined by the board that board positions will be contested in an election against the slate proposed by the Nominating Committee, then the same committee shall serve as the Election Committee.



Approved
December 14, 2008

Atul Khanna

iii. ELECTION PROCEDURE: In parallel with the deliberations of the Nominating Committee, any member interested in contesting for any office against the potential respective nominee of the Nominating Committee shall be able to do so as a petition candidate by formally filing a petition signed by the members. The petition for contesting for the offices of the President-Elect, the Vice President, the Secretary, Joint Secretary, Treasurer and Joint Treasurer shall be signed by at least 75 members or by ten percent of the total number of members, whichever is less; the petition for the other offices of the directors require signatures of 25 members or five percent, whichever is less. The petitions shall be delivered to the Secretary of the association, or to any other office designated for this purpose, by 15th October. The Secretary shall also provide copies of these petitions if any, to the Nominating Committee sufficiently before 30th October in order that they may be also considered by the committee in its deliberations prior to 31st October, the closing date of all nominations. The Secretary will present the slate recommended by the Nominating Committee, and any other nominations received from petition candidates, in a board meeting that shall be held within 10 days after 31st October. Such a meeting of the board shall also be attended by the Nominating Committee. The agenda for this meeting shall be as a minimum designed to, a) determine the status of the Nominating Committee whether or not it were needed to transition as an Election Committee, b) determine the date for the General Body meeting if no elections were to occur at the General Body meeting, c) select, in case of contested elections, from the option between conducting the election at the General Body meeting or elections by mail, d) develop an action plan for carrying out any balloting by mail or otherwise, as required, and for an appropriate meeting or polling place and the notices as required per Article (IV). In case no nominations are determined to be directly received from the members, the members in the slate presented by the Nominating Committee shall be deemed elected for the respective offices. The result of the meeting shall be to either dissolve the Nominating Committee and fix a date for the General Body meeting, if no other nominations are directly received from the members; or to task the Nominating Committee to serve as the Election Committee, if other nominations are received from the members. The Election Committee shall be responsible for overseeing and executing the action plan developed in item (d) above with the help of the designated members of the board. The items such as the logistics of the election, the balloting by mail or otherwise, and styling and printing of the ballots shall be strictly up to the discretion of the Election Committee subject to the financial constraints from the resource(s) of the association. The members of the IANT Board shall be expected to play an advisory, helpful and cooperative role during the process. At the conclusion of balloting or receipt of ballots in mail, as applicable, the Election Committee shall be responsible for counting the votes and delivering the results within 24 hours, duly signed by the members of the committee, to the President with a copy to the Secretary of the association. The ballots shall be retained by the chairman of the Election Committee for a minimum period of sixty (60) days at which time the task of the Election Committee shall be deemed concluded.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS, BOOKS AND RECORDS

- i. CONTRACTS:** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority shall be specific in nature.
- ii. CHECKS AND DRAFTS:** All checks, drafts, or others for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the BOD. In the absence of such determination by the BOD, such instruments shall be signed by the Treasurer and countersigned by the President or the designee by the board.



Approved
December 14, 2008

Atul Khanna

- iii. **DEPOSITS:** All funds of the corporation shall be deposited from time to time to the credit of the corporation in its name and Tax I.D. number in such banks, trust companies, or other depositories as the Board of Directors may select.
- iv. **GIFTS:** The Board of Directors may accept on behalf of the corporation, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.
- v. **OFFICIAL RECORDS AND SEAL:** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, BOD, and Forums and Committees having any of the authority of the BOD, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or his attorney for any purpose at a mutually acceptable time and place. The corporation may charge for reasonable expenses incurred for such inspection(s). The corporate seal of the corporation and the minute book shall be of the type determined and established by the Board of Directors and may be changed from time to time in its discretion.
- vi. **FISCAL YEAR:** The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

ARTICLE XII **FINANCIAL RECORDS AND ANNUAL REPORTS**

- (1) **FINANCIAL RECORDS:** The corporation shall maintain true and accurate financial records with full and correct entries made with respect to all financial transactions of the corporation, including all income and expenditures, in accordance with generally accepted accounting practices.
- (2) **ANNUAL REPORT:** Based on the records described in paragraph XII(1), the BOD shall prepare and approve a report of the financial activity of the corporation for the preceding year. This report shall conform to accounting standards as promulgated by the American Institute of Certified Public Accountants and must include a statement of support, revenue, and expenses and charges in fund balances, a statement of functional expenses, and balance sheets for all funds.
- (3) **PUBLIC INSPECTION:** All financial records, books, and annual reports of the financial activity of the corporation shall be kept at the registered office or principal office of the corporation in the State of Texas for a period consistent with the IRS requirements or any other laws and shall be available to members for inspection by appointment. The corporation may charge for the reasonable expenses incurred for such inspection(s).
- (4) **INTERNAL AUDITORS:** The BOD shall appoint an auditing committee of two (2) members to inspect and review the books of IANT. The auditors shall not be members of the current Board of Directors, Trustees or the Advisory Council of Delegates. The auditing committee shall examine all the books and submit the audited accounts to the BOD three weeks before the annual General Body meeting. The BOD shall review and approve the audited report before the Treasurer presents the audited annual report to the General Body.
- (5) **ASSETS:** Any movable/immovable properties procured or transacted should be done on behalf of IANT and for IANT. The signatories for transactions (where needed) are to be President, Treasurer and Secretary of IANT and the Chairperson of the BOT. Such transactions should have the prior approval of the Chairperson of the BOT. An inventory of the movable/immovable properties shall be maintained by the Treasurer.

ARTICLE XIII CONFLICT OF INTEREST



Approved
December 14, 2008

Atul Khanna

The BOT and the BOD shall jointly develop and adopt a Conflict of Interest Policy that shall be reviewed periodically as needed and adopted perpetually on an annual basis within 60 days of the beginning of each calendar term of IANT. A “Conflict of Interest” means any circumstance that would cast doubt on the ability of an individual to act objectively with regard to the interests of IANT. Included in the policy shall be disclosure requirements for any general or specific areas of concern that the members of the Board or the Trustees shall be required to disclose. Also, the policy shall address how to deal with disclosures particularly if a conflict of interest is disclosed or determined. The policy shall also include a procurement procedure that would apply to soliciting bids from vendors in conducting routine business of IANT. In the interest of IANT, the directors, officers, or trustees are permitted to bid and win contracts for providing goods or services for IANT. To avoid any conflict of interest appropriate procedures shall be adopted, including, but not limited to policies requiring recusal of the interested party from voting on decisions of contract awards or scope of work, etc.

ARTICLE XIV INDEMNIFICATION OF OFFICERS, BOARD MEMBERS, TRUSTEES, AND OTHERS

- 1) To the extent permitted and in the manner prescribed by Texas law, the association shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, because that person is or was a director, trustee, officer, employee, or agent of the association. Indemnification will be against all expenses, including, without limitation, attorney’s fees, court costs, expert witness fees, judgments, decrees, fines, penalties, and reasonable expenses actually incurred by the person in connection with the proceeding, except that if the person is found liable to the corporation or is found liable on the basis that he or she improperly received personal benefit, indemnification will be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and will not be made in respect of any proceeding in which the person has been found liable for willful or intentional misconduct in the performance of his or her duty to the corporation. The indemnification provided in this Bylaw also extends to good-faith expenditures incurred in anticipation of, or preparation for, threatened or proposed litigation. The indemnification also shall cover the good-faith settlement of any such action, suit, or proceeding, whether formally instituted or not. All reasonable expenses incurred by a director, trustee, officer, employee, or agent of the association may be paid or reimbursed in advance of the final disposition of a proceeding or settlement in accordance with Texas law.

ARTICLE XV GENERAL PROVISIONS

1. **WAIVER OF NOTICE:** Whenever any notice is required to be given under Texas law or under the provisions of the articles of incorporation or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
2. **SEVERABILITY:** If any part of these Bylaws shall be held invalid or inoperative, for any reason, the remaining parts, so far as possible and reasonable, shall be valid and operative.
3. **HEADINGS:** The headings used in these Bylaws have been inserted for administrative convenience only and do not constitute matter to be construed in interpretation.



Approved
December 14, 2008

Atul Khanna

4. **INTERPRETATION CONSISTENT WITH TAX-EXEMPT STATUS:** These Bylaws, the corporation's Article of Incorporation, and any resolution or other action of the Board of Directors shall be interpreted and construed, so far as possible and reasonable, to uphold, maintain and be consistent with tax-exempt status of the corporation under federal and state tax law.
5. **AMENDMENT(S) TO THE BYLAWS:** The BOT and BOD should periodically review these bylaws. Any amendments or changes to a minor or a significant degree shall be presented to and approved by the General Body at a General Body meeting called specifically for this purpose by due notice. The notice of any meetings at which the bylaws are altered, amended, or repelled or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended or repelled. Alternatively, the notice may include the fair summary of provisions. Furthermore, any amendments to these bylaws by any other member shall be proposed in writing, signed by one chief proponent member plus at least ten percent of the members, and submitted to the Secretary in writing. The Secretary shall advise the President of the receipt of such amendment(s) within 48 hours that shall immediately obligate the President to present the same for approval of the members at the General Body or a special meeting of the members within sixty (60) days, unless the chief proponent withdraws his/her amendment prior to the meeting in writing, seconded by at least one of the original ten percent proponents. The amendment(s) shall be approved by a simple majority of members present at the meeting of the members.
6. **DISSOLUTION:** If at any time IANT were to be dissolved, it shall be done in accordance with the underlying public policy rationale for the dissolution of a 501(c)(3). The income and assets of IANT fall under public charity and must remain dedicated to such purpose in perpetuity; therefore, the dissolving assets and/or income must be distributed to charitable organization(s).
7. **REMUNERATION:** An officer or Director shall receive no remuneration for his/her service but shall be entitled to reimbursement of reasonable expenses, incurred by him/her in connection with the association business. All transportation and food expenses to attend the meetings shall be considered voluntary and shall not be reimbursed on individual basis except those incurred in carrying out special assignments with prior knowledge and approval of the Board.
8. **CORPORATION/ASSOCIATION:** The words "CORPORATION" and "ASSOCIATION" are used synonymously in these Bylaws.
9. **PRESIDENTIAL VETO POWER:** The President shall have the power to veto any decision by the BOD which in turn shall only be overridden by the BOD or BOT by a minimum of two-thirds of the members of the Board present in the meeting.
10. **TRANSITION OF TERMS:** The term of officers or Directors shall not be misconstrued to alleviate their transition responsibilities.
11. **PUBLIC MEETING FOR GENERAL BODY MEETING AFFAIRS:** If no election or business requiring voting of members is left to be conducted at an General Body meeting, then the agenda of the General Body meeting may be combined with that of a public meeting arranged and called for by the Association for its members and other public.
12. **RULES OF ORDER:** The rules of procedure contained in "Robert's Rules of Order Revised" shall be used in the conduct of business of the association in all cases which are not covered by these Bylaws, or other special rules adopted by the association.



Approved
December 14, 2008

Atul Khara

13. **CONSTITUTION AND BYLAWS COMMITTEE:** Recognizing that in the future these Bylaws may not be able to provide explicitly for every possible situation or scenario, any conflict or contingency shall be resolved through interpretation of the intent of these Bylaws by the deliberations and approval of a Committee of at least five members. A committee of five members shall be drawn each year for this purpose from three groups as follows:
- One from the board of trustees, preferably the Chairperson of BOT.
 - One from the board of directors, preferably the President or President-Elect of IANT
 - Three (3) from a group of members preferably involved in the deliberations and revisions of these latest bylaws duly adopted by the members. For convenient reference, the members from the bylaws committee involved in this revision are listed as follows:

1. Anant K. Jain
2. Raman Patel
3. Atul Khara
4. Lal Daswani
5. Rajendra Vankawala
6. Akram Syed
7. Sudhir Parikh

The Board of Trustees are responsible to appoint five members of the Constitution and Bylaws Committee at their discretion. They shall also designate one of the 5 members as the chairperson of this committee. The committee shall be responsible to review and interpret the bylaws as and when necessary at the request of BOD/ BOT. The committee shall also be responsible to assist the BOT in the matters of any conflict resolution. The decision or resolution by the members of the constitution and bylaws committee shall be duly documented and generally deemed to apply for the subsequent workings of the association, unless a decision or resolution is ruled by the committee as being applicable (for a specific instance only). Any item(s) identified by the committee as being altogether new or unique and not possible to be addressed by these bylaws shall be ruled as such and identified as an item to be subject to approval of membership for formal amendment(s) to these bylaws. Timely approval of such amendments may not be practical and therefore the BOT may accumulate several potential amendment(s) for an overall all inclusive set of amendment(s) to these bylaws for the approval of the general body in accordance with article XV Section 5.