

BYLAWS OF
MAIN LINE INDIAN ASSOCIATION

ARTICLE 1
Name, Purpose and Office

Section 1 – Name:

The name of this organization shall be Main Line Indian Association (hereinafter referred to as MLIA). It shall be a nonprofit organization incorporated under the laws of the state of Pennsylvania.

Section 2 – Purpose:

As set forth in the Articles of Incorporation, MLIA is organized exclusively for charitable, cultural and educational purposes. The purpose of this corporation is to promote local intra- and inter-cultural connections by providing a forum for the fostering and sharing of Indian culture through educational, cultural, and social programs and activities. In pursuing such purposes, the corporation shall not act so as to impair its eligibility of exemption under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal law.

Section 3 – Office:

The principal office of MLIA, at which the general business of the corporation will be transacted and where the records of the corporation will be kept, will be located in Pennsylvania in either Montgomery County, Delaware County, Chester County or Philadelphia County at such place as the Board of Directors shall from time to time designate. MLIA may also have other offices within the above stated locations in Pennsylvania where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2
Membership

Section 1 – Membership:

MLIA shall have no members.

ARTICLE 3
Board of Directors

Section 1 – Power of Board:

The Board of Directors shall have all corporate authority, except such powers as are otherwise provided in these Bylaws and the laws of the state of Pennsylvania, to conduct the affairs of MLIA. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of MLIA such powers, as they deem appropriate.

Section 2 – Qualifications of Board Members:

Each Board member shall be at least 18 years of age and must be a resident of Pennsylvania. In electing Board members, the Board shall consider each candidate's willingness to accept responsibility for governance including availability to participate actively in Board

activities, areas of interest and expertise, and experience in organizational and community activities.

Section 3 - Number of Board Members:

The MLIA Board of Directors shall consist of no fewer than three and no more than thirteen members. The number of Board members may be increased or decreased from time to time by amendment to the Bylaws. No decrease shall shorten the term of any incumbent Board member nor shall the number of Board members be decreased at any time to less than three.

Section 4 – Compensation:

The Board of Directors shall not receive any compensation from MLIA for services rendered to the corporation as members of the Board, except that they may be reimbursed for expenses incurred in the performance of their duties to the corporation, in reasonable amounts based on financial policies approved by the Board.

Section 5 – Meetings:

Annual and quarterly meetings of the Board of Directors shall be held at the place and time designated by the Board members. The Board of Directors may call special meetings at any time provided ample notice is given to all Board members. One or more Board members may participate in a meeting of the Board or any committee thereof by means of a video or phone conference call by which all persons participating in the meeting can hear each other. Any action, which may be taken at a meeting of the Board, may be taken without a meeting if the majority of Directors consent in writing setting forth the action.

Section 6 – Quorum:

Unless a greater proportion is required by law, a majority of the Board members then in office shall constitute a quorum for the transaction of business. If quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

Section 7 – Board Elections:

The first Board of Directors of MLIA shall consist of those persons named in the Articles of Incorporation. MLIA shall designate a Board of Directors who shall initially be appointed by a majority of the incorporators to serve as Board members until expiration of their term, resignation or removal as provided by these Bylaws. Thereafter, election of Board members shall occur at each annual meeting of the Board of Directors. New Board members shall be elected by a majority of Board members present at the annual meeting provided there is quorum present.

Section 8 – Terms:

All members of the Board of Directors shall serve two-year terms but are eligible for re-election for up to five consecutive terms.

Section 9 – Resignation:

A Board member may resign from the Board at any time by giving notice in writing to the other members of the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

Section 10 – Removal:

A Board member may be removed, with or without cause, at any duly constituted meeting of the Board of Directors, by the affirmative vote of the majority of then-serving Board members.

ARTICLE 4

Officers

Section 1 – Officers:

The officers of MLIA shall include a President, Secretary and Treasurer and such other officers whose positions shall be created from time to time by the Board of Directors. A person may hold more than one office except that the same person may not be President and Secretary. Those persons elected to officer positions created by these Bylaws shall be elected from among the Board members. All officers shall serve without compensation.

Section 2 – Terms:

The officers shall serve a term of two years and shall not serve more than three successive terms in the same office.

Section 3 – Duties:

The duties of the officers shall include the following:

- a) The President shall preside at all meetings of the Board of Directors and committees; shall generally supervise the business of MLIA; and shall execute documents on behalf of MLIA. The President shall be an ex-officio member of every MLIA committee. The President shall designate either the secretary or treasurer to preside over a meeting if he/she is unable. The President shall serve on the Executive Committee for a period of one year immediately after the completion of his/her final term.
- b) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meetings of the Board; and shall perform such other duties as may be prescribed by the Board or by the President.
- c) The Treasurer shall assure that accurate financial records are maintained for MLIA; shall assist in the preparation of the budget; shall help develop fundraising plans; and shall make financial information available to Board members and the public.

Section 4 – Removal:

Any officer may be removed by a majority vote of the Board of Directors whenever in the Board's judgment the best interests of MLIA will be served thereby.

Section 5 – Resignation:

Officers may resign at any time by providing written notice to the Board of Directors.

Section 6 – Vacancy:

A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

ARTICLE 5
Committees

Section 1 – Committee Formation:

The Board of Directors may create one or more committees as needed. The chair of the committee will be appointed by the President, who will act with the Board's approval. After consultation with the committee chair, the President of MLIA will appoint committee members.

Section 2 – Executive Committee:

This committee will be chaired by the President of MLIA and will consist of the former MLIA President, all other current officers and the current chairs of all committees. This committee will serve as the central planning group for MLIA. It also will have full authority to act for the Board in managing the affairs of the corporation during the intervals between meetings of the Board.

Section 3 – Finance/Audit Committee

This committee will be chaired by the Treasurer of MLIA and will consist of other members as appointed by the President after consultation with the Treasurer. This committee will oversee and monitor the fiscal operations of the organization, develop an annual budget for recommendation to the Board, and develop and assist in the implementation of a funding strategy for MLIA.

ARTICLE 6
Meetings and Notice

Section 1 – Place of Meetings:

Meetings may be held at such place within Pennsylvania as the Board may from time to time determine.

Section 2 – Notice:

Board members, officers, and/or committee members must be notified in writing at least two weeks in advance regarding meetings. Such notice shall specify the place, day, and time of the meeting.

Section 3 – Electronic Mail:

Any written communication or signature required or permitted by these Bylaws, including unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLES 7

Miscellaneous

Section 1 – Fiscal Year:

The fiscal year of MLIA shall begin on the first day of February and end the last day of January of the following year.

Section 2 – Contracts and Other Documents:

The Board of Directors may authorize the President, other officer or committee chairperson to enter into contracts or to execute and deliver other documents on behalf of MLIA from time to time.

Section 3 – Gifts:

The Board of Directors may authorize the President, other officer or committee member to accept any contribution or gift on behalf of MLIA for the purpose stated in Article 1, Section 2 of these Bylaws.

Section 4 – Checks, Drafts and Orders of Payment:

All checks, drafts, notes, or orders of payment or other evidence of indebtedness issued in the name of MLIA shall be signed by the President, Treasurer, or other agent designated by the Board of Directors.

Section 5 – Deposits:

All funds of MLIA shall be deposited from time to time to the credit of MLIA in such banks, trust companies, or other depositories as the Board of Directors may designate.

Section 6 – Loans:

No Board member, officer or committee member shall have the authority, on behalf of MLIA, to enter into a loan or any other contract of indebtedness except by unanimous vote in a specific resolution of the Board of Directors. The authority designated by this provision shall be limited to a single and specific instance.

Section 7 – Books and Records:

MLIA shall keep at its registered office in Pennsylvania (1) correct and complete books and records of accounts, (2) minutes of the proceedings of the Board of Directors and any committee having any of the authority of the Board, and (3) a record of the names and addresses of the Board members entitled to vote. All books and records of MLIA may be inspected by any Board member having voting rights, or his/her agent or attorney, for any proper purpose at any reasonable time.

Section 8 – Dissolution:

Upon the dissolution of MLIA, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of MLIA, dispose of all of the assets of MLIA exclusively for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or the corresponding provisions of any future federal

law, as shall be selected by the Board of Directors. None of the assets will be distributed to any officer or Director of MLIA. Any such assets not so disposed of, shall be disposed of by the state court having jurisdiction over the matter.

Section 9 – Amendments:

The Articles of Incorporation of MLIA and the Bylaws may be amended by a majority of all Directors at any duly convened meeting of the Board members after notice of such purpose has been given.

CERTIFICATION

These Bylaws were amended and approved at a meeting of the Board of Directors by a majority vote on April 29, 2018.

Board of Directors Signatures

Viraj Parikh

Shivani Raina

Sadhvi Khanna

Neerav Mull

Seema Singh-Bhan

Shruti Singhal

Sheena Shukla Hauser

Viren Kapadia

Shailu Jaswal